

TELEFONICA BRASIL S.A.
Form 20-F
February 21, 2019

As filed with the Securities and Exchange Commission on February 21, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the fiscal year ended December 31, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 001-14475

TELEFÔNICA BRASIL S.A.

(Exact name of Registrant as specified in its charter)

TELEFÔNICA BRAZIL S.A.

(Translation of Registrant's name into English)

Federative Republic of Brazil

(Jurisdiction of incorporation or organization)

Avenida Engenheiro Luis Carlos Berrini, 1376, 32º andar

04571-936 São Paulo, SP, Brazil

(Address of principal executive offices)

David Melcon Sanchez-Friera

Telephone +55 11 3430 3687

Avenida Engenheiro Luis Carlos Berrini, 1376, CEP 04571-936, São Paulo, SP, Brazil

Email: ir.br@telefonica.com

(Name, Telephone, Email and/or Facsimile and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Preferred Shares, without par value American Depositary Shares (as evidenced by American Depositary Receipts), each representing one share of Preferred Stock	New York Stock Exchange* New York Stock Exchange

* Not for trading purposes, but only in connection with the registration on the New York Stock Exchange of American Depositary Shares representing those Preferred Shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of outstanding shares of each class (excluding treasury shares) as of December 31, 2018 was:

Title of Class	Number of Shares Outstanding (excluding treasury shares)
Shares of Common Stock	569,354,053
Shares of Preferred Stock	1,119,339,723

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files):

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

[†] The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by Other
the International Accounting Standards Board

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Table of Contents

TABLE OF CONTENTS

<u>Page</u>		
	<u>PART I</u>	<u>1</u>
	<u>ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</u>	<u>1</u>
	<u>ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</u>	<u>1</u>
	<u>ITEM 3. KEY INFORMATION</u>	<u>1</u>
	<u>ITEM 4. INFORMATION ON THE COMPANY</u>	<u>18</u>
	<u>ITEM 4A. UNRESOLVED STAFF COMMENTS</u>	<u>58</u>
	<u>ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</u>	<u>58</u>
	<u>ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</u>	<u>77</u>
	<u>ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</u>	<u>93</u>
	<u>ITEM 8. FINANCIAL INFORMATION</u>	<u>95</u>
	<u>ITEM 9. THE OFFER AND LISTING</u>	<u>105</u>
	<u>ITEM 10. ADDITIONAL INFORMATION</u>	<u>108</u>
	<u>ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	<u>134</u>
	<u>ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	<u>134</u>
	<u>PART II</u>	<u>136</u>
	<u>ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	<u>136</u>
	<u>ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	<u>136</u>
	<u>ITEM 15. CONTROLS AND PROCEDURES</u>	<u>136</u>
	<u>ITEM 16. [RESERVED]</u>	<u>137</u>
	<u>ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT</u>	<u>137</u>
	<u>ITEM 16B. CODE OF ETHICS</u>	<u>137</u>
	<u>ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	<u>138</u>
	<u>ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES PROCEDURES</u>	<u>138</u>
	<u>ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>	<u>139</u>
	<u>ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u>	<u>140</u>
	<u>ITEM 16G. CORPORATE GOVERNANCE</u>	<u>140</u>
	<u>ITEM 16H. MINE SAFETY DISCLOSURE</u>	<u>142</u>
	<u>PART III</u>	<u>143</u>
	<u>ITEM 17. FINANCIAL STATEMENTS</u>	<u>143</u>
	<u>ITEM 18. FINANCIAL STATEMENTS</u>	<u>143</u>
	<u>ITEM 19. EXHIBITS</u>	<u>143</u>
	<u>GLOSSARY OF TELECOMMUNICATIONS TERMS</u>	<u>147</u>
	<u>SIGNATURES</u>	<u>149</u>

Table of Contents

INTRODUCTION

References in this annual report to “Telefônica Brasil,” “we,” “our,” “us,” “our company” and “the company” are to Telefônica Brasil S.A. and its consolidated subsidiaries (unless the context otherwise requires). All references in this annual report to:

· “ADRs” are to the American Depositary Receipts evidencing our ADSs;

· “ADSs” are to our American Depositary Shares, each representing one share of our non-voting preferred stock;

· “ANATEL” are to *Agência Nacional de Telecomunicações – ANATEL*, the Brazilian telecommunications regulatory agency;

· “B3” are to *B3 S.A. – Brasil, Bolsa, Balcão*, the São Paulo stock exchange and a Brazil-based financial market infrastructure provider;

· “BNDES” are to *Banco Nacional de Desenvolvimento Econômico e Social*, the Brazilian Development Bank;

· “Brazil” are to the Federative Republic of Brazil;

· “Brazilian Corporate Law” are to Law No. 6,404 of December 15, 1976, as amended;

· “CADE” are to *Conselho Administrativo de Defesa Econômica*, the Brazilian competition authority;

· “CDI” are to *Certificado de Depósito Interbancário*, the Certificate for Interbank Deposits;

· “Celular CRT” are to Celular CRT Participações S.A. and its consolidated subsidiaries, formerly Vivo subsidiaries before Vivo’s corporate restructuring;

· “Central Bank” are to the *Banco Central do Brasil*, the Brazilian Central Bank;

· “CMN” are to the *Conselho Monetário Nacional*, the Brazilian Monetary Council;

“CTBC Telecom” are to *Companhia de Telecomunicações do Brasil Central*;

“CVM” are to the *Comissão de Valores Mobiliários*, the Brazilian Securities Commission;

“Federal District” are to *Distrito Federal*, the federal district where Brasilia, the capital of Brazil, is located;

“FGV” are to the *Fundação Getúlio Vargas*, an economic private organization;

“General Telecommunications Law” are to *Lei Geral de Telecomunicações*, as amended, the law which regulates the telecommunications industry in Brazil;

“Global Telecom” are to Global Telecom S.A., formerly a Vivo subsidiary before Vivo’s corporate restructuring;

“GVT” are to Operating GVT and GVTPar, collectively, formerly wholly-owned subsidiaries of Telefônica Brasil prior to our 2016 corporate restructuring;

“GVTPar” are to GVT Participações S.A., a formerly wholly owned subsidiary of Telefônica Brasil prior to our 2016 corporate restructuring;

“IASB” are to International Accounting Standards Board;

Table of Contents

· “IBGE” are to *Instituto Brasileiro de Geografia e Estatística*, the Brazilian Institute of Geography and Statistics;

· “IFRS” are to International Financial Reporting Standards, as issued by the IASB;

· “IGP-DI” are to the *Índice Geral de Preços - Disponibilidade Interna*, an inflation index developed by the FGV used by fixed broadband and mobile service providers to adjust their prices;

· “IGP-M” are to the *Índice Geral de Preços ao Mercado*, an inflation index developed by the FGV used by TV and cable service providers to adjust their prices;

· “IOF Tax” are to *Imposto sobre Operações de Crédito, Câmbio e Seguros*, a tax on credit, exchange and insurance transactions;

· “IPCA” are to *Índice Nacional de Preços ao Consumidor Amplo*, the consumer price index, published by the IBGE;

· “IST” are to *Índice de Serviços de Telecomunicações*, the inflation index of the telecommunications sector;

· “NYSE” are to the New York Stock Exchange;

· “Operating GVT” are to Global Village Telecom S.A., a formerly wholly owned subsidiary of Telefônica Brasil prior to our 2016 corporate restructuring;

· “Real,” “reais” or R\$ are to the Brazilian *real*, the official currency of Brazil;

· “SEC” are to the U.S. Securities and Exchange Commission;

· “TData” are to Telefônica Data S.A., a formerly wholly owned subsidiary of Telefônica Brasil prior to our 2018 corporate restructuring;

· “Telebrás” are to Telecomunicações Brasileiras S.A.–Telebrás;

· “Telefonica” or are to *Telefonica S.A.*, our parent company;

“Terra Networks” are to *Terra Networks Brasil S.A.*, a wholly owned subsidiary of Telefônica Brasil; Terra Networks provides digital services and advertising;

“TJLP” are to *Taxa de Juros de Longo Prazo*, or long-term interest rate;

“UMBNDDES” are to a monetary unit of the BNDES, consisting of a currency basket of BNDES debt obligations in foreign currencies, which are mostly denominated in U.S. dollars;

“U.S. dollar,” “U.S. dollars” or “US\$” are to U.S. dollars, the official currency of the United States;

“Vivo” are to *Vivo S.A.*, a formerly wholly owned subsidiary of Telefônica Brasil, which conducted cellular operations including SMP (as defined in the Glossary of Telecommunication Terms), nationwide; and

“Vivo Participações” are to *Vivo Participações S.A.* (formerly *TELESP Celular Participações S.A.*) and its consolidated subsidiaries (unless the context otherwise requires).

Unless otherwise specified, data relating to the Brazilian telecommunications industry included in this annual report was obtained from ANATEL.

The “Glossary of Telecommunications Terms” that begins on page 147 provides the definition of certain technical terms used in this annual report.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this Annual Report can be identified, in some instances, by the use of words such as “will,” “expect,” “aim,” “hope,” “anticipate,” “intend,” “believe” and similar language or the negative thereof or by the forward-looking nature of discussions of strategy, plans or intentions. These statements appear in a number of places in this Annual Report including, without limitation, certain statements made in “Item 3. Key Information—D. Risk Factors,” “Item 4. Information on the Company,” “Item 5. Operating and Financial Review and Prospects” and “Item 11. Quantitative and Qualitative Disclosures about Market Risk” and include statements regarding our intent, belief or current expectations with respect to, among other things:

- the size and growth rate of the Brazilian telecommunications market;
- the accuracy of our estimated demand forecasts;
- our ability to successfully execute our strategic initiatives and capital expenditure plans;
- our ability to secure and maintain telecommunications spectrum and infrastructure licenses, rights-of-way and other regulatory approvals;
- our ability to comply with the terms of our concession agreements;
- decisions by applicable regulatory authorities to terminate, modify or renew our concession agreements or the terms thereof;
- new telecommunications regulations or changes to existing regulations;
- technological advancements in our industry and our ability to successfully implement them in a timely manner;
- network completion and product development schedules;
- the level of success of competing networks, products and services;

- the possible requirement to record impairment charges relating to goodwill and long-lived assets;
 - increased competition in the Brazilian telecommunications sector;
 - the cost and availability of financing;
- uncertainties relating to political and economic conditions in Brazil as well as those of other emerging markets;
 - inflation, interest rate and exchange rate risks;
 - the Brazilian government's policies regarding the telecommunications industry;
 - the Brazilian government's tax policy;
 - the Brazilian government's political instability;
 - adverse decisions in ongoing litigation;
- regulatory and legal developments affecting the telecommunications industry in Brazil; and
 - other risk factors discussed under "Item 3. Key Information—D. Risk Factors."

Table of Contents

We undertake no obligation to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise. Because of these risks and uncertainties, the forward-looking information, events and circumstances discussed in this annual report might not occur. Our actual results and performance could differ substantially from those anticipated in our forward-looking statements.

v

Table of Contents

PRESENTATION OF FINANCIAL INFORMATION

We maintain our books and records in *reais*. We prepared our consolidated financial statements included in this annual report in accordance with IFRS as issued by the IASB (“IFRS”).

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies.

The significant and relevant estimates and judgments applied by the Company in the preparation of these financial statements are presented in the following notes: income and social contribution taxes (note 7); (note 12), intangible assets (note 13), provisions and contingencies (Note 19), net operating income (Note 24); pension plans and other post-employment benefits (Note 30) and financial instruments and risk and capital management (Note 31).

Our financial statements prepared in accordance with IFRS as of December 31, 2018 and December 31, 2017 and for the years ended December 31, 2018, December 31, 2017 and December 31, 2016 have also been filed with the CVM, the local securities regulator in Brazil and made publicly available. Our selected financial information included in “Item 3. Key Information—A. Selected Financial Data” should be read in conjunction with, and is qualified in its entirety by, our financial statements and “Item 5. Operating and Financial Review and Prospects” appearing elsewhere in this annual report.

The consolidated financial statements as of December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018 are in compliance with IFRS, as issued by the IASB and also with the pronouncements, interpretations and guidance issued by the IASB and the IFRS Interpretations Committee, or the IFRIC, which entered into force as of January 1, 2018.

We have made rounding adjustments to reach some of the figures included in this annual report. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that preceded them.

Table of Contents

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The selected financial data presented below should be read in conjunction with our consolidated financial statements, including the notes thereto included elsewhere in this annual report. Our consolidated financial statements included herein as of December 31, 2018 and for the years ended December 31, 2018 and 2017 have been audited by PricewaterhouseCoopers Auditores Independentes. The report of PricewaterhouseCoopers Auditores Independentes on the consolidated financial statements appears elsewhere in this annual report. Our consolidated financial statements included herein as of December 31, 2016 and for the year ended December 31, 2016 have been audited by Ernst & Young Auditores Independentes S.S. The report of Ernst & Young Auditores Independentes S.S. on the consolidated financial statements appears elsewhere in this annual report.

Results of Terra Networks S.A. are consolidated into our financial statements as from July 3, 2017.

Results of GVT are consolidated into our financial statements as from May 1, 2015. Consequently, our results of operations for the years ended December 31, 2018, 2017 and 2016 are not comparable with our results of operations for the years ended December 31, 2015 and 2014. For further information, see “Item 4.A.—Historical Background—Acquisition of GVT.”

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

The following tables present a summary of our selected financial data at the dates and for each of the periods indicated. You should read the following information together with our audited consolidated financial statements and the notes thereto included elsewhere in this annual report and with “Item 5. Operating and Financial Review and Prospects.”

	Year ended December 31,					
	2018	2018	2017	2016	2015	2014
	(in millions of U.S. dollars)					
	(in millions of <i>reais</i>)					
	(1)					
Income Statement Data:	(except for share and per share data)					
Net operating revenue	11,217	43,463	43,207	42,508	40,287	35,000
Cost of sales	(5,426)	(21,026)	(20,272)	(20,823)	(20,345)	(17,223)
Gross profit	5,791	22,437	22,935	21,685	19,942	17,777
Operating income (expenses), net	(3,350)	(12,981)	(16,302)	(15,317)	(14,702)	(12,668)
Operating income	2,441	9,456	6,633	6,368	5,240	5,109
Financial income (expenses), net	471	1,827	(903)	(1,234)	(848)	(362)
Equity pickup	(2)	(6)	1	1	2	7
Income before taxes	2,910	11,277	5,731	5,135	4,394	4,754
Income and social contribution taxes	(606)	(2,349)	(1,122)	(1,050)	(974)	183
Net income for the year	2,304	8,928	4,609	4,085	3,420	4,937
Attributable to:						
Controlling shareholders	2,304	8,928	4,609	4,085	3,420	4,937
Non-controlling shareholders	—	—	—	—	—	—
Basic and diluted earnings per share:						
Common shares	1.28	4.96	2.56	2.27	2.15	4.12
Preferred shares	1.41	5.45	2.82	2.50	2.37	4.53
Cash dividends per share in <i>reais</i> , net of withholding tax:						
Common shares	0.50	1.95	1.73	1.65	2.04	2.04
Preferred shares	0.55	2.15	1.90	1.81	2.25	2.25

Table of Contents

	As of December 31,					
	2018	2018	2017	2016	2015	2014
	(in millions of U.S. dollars)(1)					
	(except for share and per share data)					
Balance Sheet Data:						
Property, plant and equipment, net	8,804	34,115	33,222	31,925	30,477	20,454
Total assets	26,469	102,561	101,383	102,066	101,685	73,065
Loans and financing—current portion	346	1,340	1,621	2,543	2,222	1,509
Loans and financing—noncurrent portion	420	1,625	2,320	3,127	4,455	2,123
Debentures—current portion	32	124	1,413	2,120	121	755
Debentures—noncurrent portion	787	3,050	3,108	1,434	3,424	3,412
Shareholders' equity	18,480	71,607	69,461	69,244	68,567	44,950
Attributable to:						
Controlling shareholders	18,480	71,607	69,461	69,244	68,567	44,950
Non-controlling shareholders	—	—	—	—	—	—
Capital stock	16,406	63,571	63,571	63,571	63,571	37,798
Number of shares outstanding (in thousands)(2)	n/a	1,688,694	1,688,694	1,688,694	1,688,694	1,123,269

	Year ended December 31,					
	2018	2018	2017	2016	2015	2014
	(in millions of U.S. dollars)(1)					
Cash Flow Data:						
Operating activities:						
Net cash (used in) generated by operating activities	3,082	11,941	12,641	11,440	9,897	9,384
Investing activities:						
Net cash (used in) generated by investing activities	(1,465)	(5,676)	(8,438)	(6,895)	(14,626)	(7,608)
Financing activities:						
Net cash (used in) generated by financing activities	(1,790)	(6,934)	(5,258)	(4,777)	5,373	(3,627)
Increase (decrease) in cash and cash equivalents	173	(669)	(1,055)	(232)	644	(1,851)
Cash and cash equivalents at beginning of year	1,045	4,050	5,105	5,337	4,693	6,544
Cash and cash equivalents at end of year	872	3,381	4,050	5,105	5,337	4,693

Translated for convenience only using the commercial offer rate as reported by the Central Bank as of December 31, 2018 for *reais* into U.S. dollars of R\$3.8748 to US\$1.00. These translations should not be considered representations that any such amounts have been, could have been or could be converted into U.S. dollars at that or at any other exchange rate as of that or any other date. In addition, translations should not be construed as representations that the *real* amounts represent or have been or could be converted into U.S. dollars as of that or any other date.

(2) As of the date of this annual report, we held 1,688,693,776 outstanding shares, composed of common and preferred shares, net of 2,291,147 treasury shares.

Table of Contents***Exchange Rates***

The Central Bank allows the *real*/U.S. dollar exchange rate to float freely and has intervened to control the exchange rate volatility. However, the exchange market may continue to be volatile, and the *real* may depreciate or appreciate substantially in relation to the U.S. dollar. The Central Bank or the Brazilian government may intervene in the exchange rate market.

Since 1999, the Central Bank has allowed the *real*/U.S. dollar exchange rate to float freely, and, since that time, the *real*/U.S. dollar exchange rate has fluctuated considerably. In 2014 and 2015, the *real* depreciated 13.4% and 47.0%, respectively, against the U.S. dollar. In 2016, the *real* appreciated 16.5% against the U.S. dollar. In 2017, the *real* depreciated 1.5% against the U.S. dollar, followed by another depreciation of 17.1% in 2018, ending the year at an exchange rate of R\$3.8748 per US\$1.00.

The Brazilian government has implemented various economic plans and utilized a number of exchange rate policies, including sudden devaluations, periodic mini-devaluations (during which the frequency of adjustments ranged from a daily to a monthly basis), floating exchange rate systems, exchange controls and dual exchange rate markets. We cannot predict whether the Central Bank or the Brazilian government will continue to let the *real* float freely or intervene in the exchange rate market by returning to a currency band system or otherwise. The *real* may depreciate or appreciate substantially against the U.S. dollar.

The following tables set forth the selling exchange rate, expressed in *reais* per U.S. dollar (R\$/US\$) for the periods indicated, as reported by the Central Bank.

Year ended December 31, 2014 2015 2016 2017 2018	Exchange Rates of R\$ per US\$1.00			
	Period-End	Average(1)	High	Low
2014	2.6562	2.3599	2.7403	2.1974
2015	3.9048	3.3876	4.1949	2.5754
2016	3.2591	3.4500	4.1558	3.1193
2017	3.3080	3.2031	3.3807	3.0510
2018	3.8748	3.6796	4.1879	3.1391
Month				
August 2018	4.1353	3.9298	4.1812	3.7118
September 2018	4.0039	4.1165	4.1879	4.0039
October 2018	3.7177	3.7584	4.0273	3.6368
November 2018	3.8633	3.7867	3.8925	3.6973

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

December 2018	3.8748	3.8880	3.9330	3.8279
January 2019	3.6519	3.7417	3.8595	3.6519
February 2019 (through February 20)	3.7100	3.7149	3.7756	3.6694

Source: Brazilian Central Bank.

(1) Annually, represents the average of the exchange rates on the last day of each month during the periods presented; monthly, represents the average of the end-of-day exchange rates during the periods presented.

On February 20, 2019, the exchange rate was R\$3.7100 to US\$1.00. The *real*/dollar exchange rate fluctuates and, therefore, this exchange rate may not be indicative of future exchange rates.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

Table of Contents

D. Risk Factors

This section is intended to be a summary of more detailed discussions contained elsewhere in this annual report. The risks described below are not the only ones we face. Additional risks that we do not presently consider material, or of which we are not currently aware, may also affect us. Our business, results of operations or financial condition could be impacted if any of these risks materialize and, as a result, the market price of our preferred shares and our ADSs could be affected.

Risks Relating to Brazil

The Brazilian government has exercised, and continues to exercise, significant influence over the Brazilian economy. This influence, as well as Brazilian political and economic conditions, could adversely affect us and the trading price of our preferred shares and ADSs.

The Brazilian federal government frequently exercises significant influence over the Brazilian economy and occasionally makes significant changes in policy and regulations. The Brazilian government's actions to control inflation and other policies and regulations have often involved, among other measures, changes in interest rates, changes in tax policies, wage and price controls, foreign exchange controls, currency devaluations, capital controls and limits on imports. Our business, financial condition, results of operations and the market price of our preferred shares and ADSs may be adversely affected by changes in government policies, especially those related to our sector, such as changes in telephone fees and competitive conditions, as well as general economic factors, including:

· exchange rates and currency fluctuations;

· exchange controls and restrictions on remittances abroad, (including with regards to the payment of dividends) such as those imposed in 1989 and early 1990;

· growth or downturn of the Brazilian economy;

· inflation;

· energy policy;

interest rates and monetary policies;

liquidity of domestic capital and lending markets;

fiscal policies and changes in tax laws;

economic, political or social instability;

labor and social security policies, laws and regulations; and

other political, diplomatic, social and economic developments in or affecting Brazil.

Uncertainty over whether the Brazilian federal government will implement changes to the policies, regulations or standards affecting these or other factors in the future may affect economic performance and contribute to economic uncertainty in Brazil, which may have an adverse effect on us and the trading price of our preferred shares and ADSs. Recent economic and political instability has led to a negative perception of the Brazilian economy and higher volatility in the Brazilian securities markets, which also may adversely affect us and the trading price of our preferred shares and ADSs.

The ongoing economic uncertainty and political instability in Brazil may adversely affect the Brazilian economy, our business, and the market price of our preferred shares and ADSs.

Brazil's political environment has historically influenced, and continues to influence, the performance of the country's economy. Political crises have affected and continue to affect the confidence of investors and the general public, which have historically resulted in economic deceleration and heightened volatility in the securities issued by Brazilian companies.

Table of Contents

The recent economic instability in Brazil has contributed to a decline in market confidence in the Brazilian economy as well as to a deteriorating political environment. Despite the ongoing recovery of the Brazilian economy, weak macroeconomic conditions in Brazil are expected to continue throughout 2018 and in early 2019. In addition, various ongoing investigations into allegations of money laundering and corruption being conducted by the Office of the Brazilian Federal Prosecutor, including the largest such investigation known as “Lava Jato,” have negatively impacted the Brazilian economy and political environment.

In recent years, there has been significant political turmoil in connection with the impeachment of the former president (who was removed from office in August 2016) and ongoing investigations of her successor (who left office in January 2019) as part of the ongoing “Lava Jato” investigations. Presidential elections were held in Brazil in October 2018. We cannot predict which policies the new President of Brazil, who assumed office on January 1, 2019, may adopt or change during his mandate or the effect that any such policies might have on our business and on the Brazilian economy. Any such new policies or changes to current policies may have a material adverse effect on us. The political uncertainty resulting from the presidential elections and the transition to a new government may have an adverse effect on our business, results of operations and financial condition and the price of our preferred shares and ADSs.

Furthermore, Brazil’s federal budget has been in deficit since 2014. Similarly, the governments of Brazil’s constituent states are also facing fiscal concerns due to their high debt burdens, declining revenues and inflexible expenditures. While the Brazilian Congress has approved a ceiling on government spending that will limit primary public expenditure growth to the prior year’s inflation for a period of at least 10 years, local and foreign investors believe that fiscal reforms, and in particular a reform of Brazil’s pension system, will be critical for Brazil to comply with the spending limit. As of the date of this annual report, discussions in the Brazilian Congress relating to such reforms remain ongoing. Diminished confidence in the Brazilian government’s budgetary condition and fiscal stance could result in downgrades of Brazil’s sovereign debt by credit rating agencies, negatively impact Brazil’s economy, lead to further depreciation of the real and an increase in inflation and interest rates, thus adversely affecting our business, results of operations and financial condition.

Uncertainty about the Brazilian government’s implementation of changes in policies or regulations that affect such implementation may contribute to economic instability in Brazil and increase the volatility of securities issued abroad by Brazilian companies, including our securities. Any of the above factors may create additional political uncertainty, adversely affect the Brazilian economy, our business, financial condition, results of operations and the market price of our preferred shares and ADSs.

Inflation and government efforts to curb inflation may contribute to economic uncertainty in Brazil, adversely affecting our business and results of operations.

In the past, Brazil has experienced extremely high rates of inflation. Inflation and some of the measures taken by the Brazilian government in an attempt to curb inflation have had significant negative effects on the Brazilian economy generally. Inflation, policies adopted to curb inflationary pressures and uncertainties regarding possible future governmental intervention have contributed to economic uncertainty and heightened volatility in the Brazilian capital markets.

According to the National Consumer Price Index (*Índice Nacional de Preços ao Consumidor Amplo*), or IPCA, Brazilian inflation rates were 2.9%, 6.3% and 10.7% in 2017, 2016 and 2015, respectively. In 2018, inflation as measured by the IPCA registered 3.7%. Brazil may experience high levels of inflation in the future and inflationary pressures may lead to the Brazilian government's intervening in the economy and introducing policies that could harm our business and the price of our preferred shares and ADSs. In the past, the Brazilian government's interventions included the maintenance of a restrictive monetary policy with high interest rates that restricted credit availability and reduced economic growth, causing volatility in interest rates. For example, the SELIC (*Sistema Especial de Liquidação e de Custódia*), the Central Bank's overnight rate, as established by the Monetary Policy Committee of the Central Bank (*Comitê de Política Monetária do Banco Central do Brasil—COPOM*), increased from 10.00% at the beginning of 2014 to a high point of 14.25% in 2016 before a series of reductions that started in 2017 until March 2018, bringing the SELIC rate down to 6.50% and remaining at this level at present. Conversely, more lenient government and Central Bank policies and interest rate decreases have triggered and may continue to trigger increases in inflation, and, consequently, growth volatility and the need for sudden and significant interest rate increases, which could negatively affect us and increase our indebtedness.

Table of Contents

Currently, fixed broadband and mobile service providers use the internal general price index (*Índice Geral de Preços - Disponibilidade Interna*), or IGP-DI, to adjust their prices and television and cable service providers use the market general price index (*Índice Geral de Preços ao Mercado*), or IGP-M. The IGP-DI and IGP-M are inflation indexes developed by the Fundação Getúlio Vargas, a private organization. Since 2006, telephone fees for fixed line services have been indexed to the telecommunication services index (*Índice de Serviços de Telecomunicações*), or IST, adjusted by a productivity factor, which is defined by ANATEL Resolution 507/2008. The IST is an index composed of other domestic price indexes (including the IPCA, IGP-DI and IGP-M, among others) that is intended to reflect the telecommunications industry's operating costs. As a result, this index serves to reduce potential discrepancies between our industry's revenue and costs, and thus reduce the apparent adverse effects of inflation on our operations. The productivity factor, pursuant to which ANATEL is authorized to adjust fee rates, is calculated based on a compensation index established by ANATEL to incentivize operational efficiency and to share related gains in earnings from fixed line services with customers through fee rate adjustments. The IST is calculated based on a 12-month period average. This may cause increases in our revenues above or below our costs (including salaries), with potentially adverse impacts on our profitability.

Inflation and government measures to combat inflation, along with speculation about possible future governmental measures, have had and are expected to continue to have significant negative effects on the Brazilian economy, including heightened volatility in the Brazilian securities market. On the other hand, these policies may be incapable of preventing increases in the inflation rate. In the event of an increase in inflation, we may not be able to adjust the prices we charge our customers to offset the effects of inflation on our cost structure, which may adversely affect us.

Fluctuations in exchange rates may adversely affect our ability to meet liabilities denominated or linked to foreign currencies or reduce our income in foreign currency, and may have a material adverse effect on the market value of our preferred shares and ADSs.

The Brazilian currency has been historically volatile and has been devalued frequently over the past three decades. Throughout this period, the Brazilian government has implemented various economic plans and used various exchange rate policies, including sudden devaluations, periodic mini-devaluations (during which the frequency of adjustments has ranged from daily to monthly), exchange controls, dual exchange rate markets and a floating exchange rate system. Although long-term depreciation of the real is generally linked to the rate of inflation in Brazil, depreciation of the real occurring over shorter periods of time has resulted in significant variations in the exchange rate between the real, the U.S. dollar and other currencies. The exchange rate between the U.S. dollar and the Brazilian *real* has experienced significant fluctuations in recent years. The *real* depreciated 14.6% against the U.S. dollar in 2013, 13.4% in 2014 and 47.0% in 2015. In 2016, the *real* appreciated 16.5% against the U.S. dollar and in 2017, the *real* depreciated 1.5%, followed by another depreciation of 17.1% in 2018, ending the year at an exchange rate of R\$3.8748 per US\$1.00. On February 20, 2019 the exchange rate was R\$3.7100 per U.S.\$1.00. There can be no assurance that the *real* will not again depreciate against the U.S. dollar or other currencies in the future.

As of December 31, 2018, 1.6% of our total indebtedness of R\$6.1 billion was denominated in foreign currency. As of December 31, 2018, we had currency hedges in place to cover all of our financial foreign currency-denominated indebtedness. Approximately 7.8% of our operating costs and expenses are payable or linked to payment by us in U.S. dollars or Euros. By contrast, 99.8% of our revenue is generated in *reais*, except income derived from hedging transactions, international long-distance interconnection fees and services to customers outside of Brazil.

To the extent that the value of the *real* decreases relative to the U.S. dollar or the Euro, our commitments payable or linked to payment by us in foreign currencies become more expensive. Although our accounts receivable denominated in foreign currencies would also appreciate, the net effect could adversely affect our revenue and expenses. In addition, the IST inflation index does not adequately reflect the true effect of exchange rate fluctuations. Thus, our revenue, when translated to U.S. dollars, does not adequately reflect the true effect of exchange rate fluctuations, which may affect our results of operations.

We use derivative instruments to limit our exposure to exchange rate risk. Since September 1999, we have hedged all of our foreign currency-denominated bank debt using swaps and other derivative instruments. Since May 2010, the company began using net balance coverage, which is the hedging of net positions in foreign exchange exposures, or assets (issued invoices) minus liabilities (received invoices) for foreign exchange exposures, substantially reducing our risk to fluctuations in exchange rates. We could still continue to face exchange rate exposure with respect to our planned capital expenditures however, as a small part of our planned capital expenditures are denominated or indexed in foreign currencies (mostly U.S. dollars). We systematically monitor the amounts and time of exposure to exchange rate fluctuations and may hedge positions when deemed appropriate.

Table of Contents

Political, economic and social developments and the perception of risk in other developed and emerging countries may adversely affect the Brazilian economy, our business, and the market price of Brazilian securities, including our preferred shares and ADSs.

The market for securities issued by Brazilian companies may be influenced, to varying degrees, by economic conditions in both developing and developed economies. The reaction of investors to developments in other countries may have an adverse impact on the market value of securities of Brazilian companies. The prices of shares traded on the B3, for example, have historically been sensitive to fluctuations in interest rates in the United States, as well as variations of the main U.S. stock exchanges. Additionally, crises in other emerging countries or the economic policies of other countries may reduce investor demand for securities of Brazilian companies, including our preferred shares and ADSs. Any of the foregoing developments may adversely affect the market value of our preferred shares and ADSs and hinder our ability to access the capital markets and finance our operations in the future on acceptable terms and costs, or at all.

To the extent that economic problems in emerging market countries or elsewhere adversely affect Brazil, our business and the market value of our preferred shares and ADSs could be adversely affected. Furthermore, we cannot assure you that, in the event of adverse developments in emerging market economies, the international capital markets will remain open to Brazilian companies or that the resulting interest rates in such markets will be advantageous to us. Decreased foreign investment in Brazil may negatively affect growth and liquidity in the Brazilian economy, which in turn may have a negative impact on our business. Disruption or volatility in the global financial markets could further increase negative effects on the financial and economic environment in Brazil, which could have a material adverse effect on us.

Any further downgrading of Brazil's credit rating could reduce the trading price of our preferred shares and ADSs.

We may be harmed by investors' perceptions of risks related to Brazil's sovereign debt credit rating. Rating agencies regularly evaluate Brazil and its sovereign ratings, which are based on a number of factors including macroeconomic trends, fiscal and budgetary conditions, indebtedness metrics and the perspective of changes in any of these factors.

As a result of the allegations under the "Lava Jato" investigations and the economic downturn, Brazil was downgraded to non-investment grade status by S&P in September 2015, by Fitch Ratings in December 2015, by Moody's in February 2016 and downgraded again by Fitch in May 2016. In addition, Brazil was further downgraded by S&P to BB- with a stable outlook in January 2018 as a result of the failure of the current Brazilian government to approve certain pension reforms. Brazil's sovereign rating is currently rated by the three major risk rating agencies as follows: BB- by S&P and Fitch Ratings and Ba2 by Moody's.

Brazil's sovereign credit rating is currently rated below investment grade by the three main credit rating agencies. Consequently, the prices of securities issued by Brazilian companies have been negatively affected. A reversal of the current recovery of the Brazilian economic activity and instability in the political environment, among other factors, could lead to revision of the agencies' outlooks, which could be followed by further ratings downgrades. Any further downgrade of Brazil's sovereign credit ratings could heighten investors' perception of risk and, as a result, cause the market price of our preferred shares and ADSs to decline.

Risks Relating to the Brazilian Telecommunications Industry and Us

Extensive government regulation of the telecommunications industry and our concession agreements may limit, in some cases, our flexibility in responding to market conditions, competition and changes in our cost structure or impact our fees.

Our business is subject to extensive regulation, including any regulatory changes that may occur during the terms of our concession agreements and our authorizations to provide telecommunication services in Brazil. ANATEL, the main telecommunications industry regulator in the country, regulates, among other things:

Table of Contents

- industry policies and regulations;
- licensing;
- fees and tariffs;
- competition, including our ability to grow by acquiring other telecommunications businesses;
- service, technical and quality standards;
- interconnection and settlement arrangements; and
- universal service obligations.

The Brazilian telecommunications regulatory framework is continuously evolving. The interpretation and enforcement of regulations, the assessment of compliance with regulations and the flexibility of regulatory authorities are all marked by uncertainty. We operate under authorizations and a concession from the Brazilian government, and our ability to maintain these authorizations and concession is a precondition to our success. However, because of the changing nature of our regulatory framework, we cannot provide assurances that ANATEL will not adversely modify the terms of our authorizations and/or licenses. According to our operating authorizations and licenses, we must meet specific requirements and maintain minimum quality, coverage and service standards. Our failure to comply with such requirements may result in the imposition of fines, penalties and/or other regulatory responses, including the termination of our operating authorizations and concession. Any partial or total termination of any of our operating authorizations and licenses or our concession would have a material adverse effect on our business, financial condition, revenues, results of operations and prospects.

In recent years, ANATEL has been reviewing and introducing regulatory changes, especially regarding asymmetric competition measures and interconnection fees charged among local providers of telecommunications services. Asymmetric competition measures can include regulations intended to rebalance markets in which a market participant has distinct market power over other competitors. The adoption of disproportionately asymmetric measures could have a material adverse effect on our business, financial condition, revenues, results of operations and prospects.

With respect to interconnection fees, these are an important part of our revenue and cost bases. Such fees are charged by telecommunications service providers to each other in order to allow interconnected use of each other's networks. To the extent that changes to the rules governing interconnection fees reduce the amount of fees we can receive, or our ability to collect such fees, our businesses, financial conditions, revenues, results of operations and prospects could be

materially adversely affected.

Therefore, our business, results of operations, revenues and financial conditions could be negatively affected by the actions of the Brazilian authorities, including, in particular, the following:

- the introduction of new or stricter operational and/or service requirements;
- the granting of operating licenses in our areas;
- limitations on interconnection fees we may charge to other telecommunications service providers;
- delays in the granting of, or the failure to grant, approvals for rate increases; and
- antitrust limitations imposed by ANATEL and CADE.

Our concession may be terminated by the Brazilian government under certain circumstances.

We operate our fixed line business in the state of São Paulo under a concession granted by the Brazilian government. According to the terms of the concession, we are obligated to meet certain universal service requirements and to maintain minimum quality and service standards. For example, ANATEL requires that we satisfy certain conditions with respect to, among other things, the expansion of our network to provide (i) public pay-phone services for all locations with a population over 100 inhabitants and (ii) private individual telephone service for all locations with a population over 300 inhabitants, as well as several quality of service targets. Our ability to satisfy the terms and conditions may be affected by factors beyond our control, and our failure to comply with the requirements of our concession may result in the imposition of fines up to R\$50 million per incident and/or other government actions, including the termination of our concession. Any partial or total termination of our concession or authorizations would have a material adverse effect on our financial condition and results of operations.

Table of Contents

Furthermore, the concession agreements establish that all assets owned by us, and which are indispensable to the provision of the services described in such agreements, are considered “reversible assets” (*bens reversíveis*) and are deemed to be part of the concession assets. According to ANATEL’s interpretations of current regulations, reversible assets will be automatically returned to ANATEL’s possession upon expiration of the concession agreements in accordance with regulations in force at the time of such expiration, and would not be available to creditors in the event of insolvency, bankruptcy or similar events.

As of December 31, 2018, the net book value of our reversible assets, calculated in accordance with ANATEL’s interpretation of current regulations, is estimated at R\$8.6 billion. These assets are comprised of switching and transmission equipment, public use terminals, external network equipment, energy equipment and systems and operations support equipment.

Review of our concession agreements and/or the implementation of a new regulatory framework in Brazil could have a materially adverse effect on our operations.

The expiration date of our fixed line concession agreements is December 31, 2025. These agreements contain a provision allowing ANATEL to review the concession agreements every five years, and include revisions to terms and conditions that relate to network expansion, modernization and quality of service targets in response to changes in technology, competition in the marketplace and domestic and international economic conditions.

On June 24, 2014, ANATEL opened a public review and comment period for the revisions of the terms of fixed line concession agreements with respect to the 2016-2020 period. However, when the agency released the new version of the agreements in June 2017, operators disagreed with the inclusion by ANATEL of certain provisions, and decided against executing new agreements with the agency. As a result, the agreements with respect to the 2011-2015 period remain in force. In December 2018, although the new concession contracts have not yet been signed, the Brazilian government published Decree No. 9,619/2018 which approves the revision of the General Universal Service Targets Plan (*PGMU – Plano Geral de Metas de Universalização*) valid until 2020 (PGMU IV). The new plan replaces some obligations, mainly related to public telephony, for obligations related to broadband infrastructure (including mobile network). These targets are being criticized by some local operators.

Changes to our concession agreements or to the current regulatory framework may entail the imposition of new requirements, including obligations to make specific investments and/or capital expenditures. ANATEL may also impose new service targets on us with values that we are not able to predict. The conditions, terms and criteria being considered with respect to any such changes in the regulatory framework are still uncertain, and will only be defined by ANATEL after the approval of a law amending the General Telecommunications Act (*Lei Geral de Telecomunicações*). Any such changes to laws, rules or regulations could have a material adverse effect on our operations and financial condition.

Telefônica Brasil is exposed to risks in relation to compliance with anti-corruption laws and regulations.

Telefônica Brasil is required to comply with Brazilian anti-corruption laws and regulations, as well as laws and regulations on the same subject in jurisdictions where it has its securities traded. In particular, the Company is subject, in Brazil, to Law nº 12,846/2013 and, in the United States, to the U.S. Foreign Corrupt Practices Act of 1977.

Although we have internal policies and procedures designed to ensure compliance with the aforementioned anti-corruption laws and regulations, there can be no assurance that such policies and procedures will be sufficient or that our employees, directors, officers, partners, agents and service providers will not take actions in violation of our policies and procedures (or otherwise in violation of the relevant anti-corruption laws and regulations) for which we or they may be ultimately held responsible. Violations of anti-corruption laws and regulations could lead to financial penalties, damage to our reputation or other legal consequences that could have a material adverse effect on our business, results of operations and financial condition.

Table of Contents

In connection with the above-mentioned policies, Telefônica Brasil is currently conducting an internal investigation - which is part of a broader investigation being conducted by the controlling shareholder of the Company (Telefónica, S.A.) - regarding possible violations of the abovementioned laws and regulations. Telefônica Brasil is in contact with governmental authorities about this matter and intends to cooperate with those authorities as the investigation continues. It is not possible at this time to predict the scope or duration of this matter or its likely outcome.

We are dependent on key personnel and the ability to hire and retain additional personnel.

We believe that our success will depend on the continued services of our senior management team and other key personnel. Our management team is comprised of highly qualified professionals, with extensive experience in the telecommunications industry. The loss of the services of any of our senior management team or other key employees could adversely affect our business, financial condition and results of operations. We also depend on the ability of our senior management and key personnel to work effectively as a team.

Our future success also depends on our ability to identify, attract, hire, train, retain and motivate highly skilled technical, managerial, sales and marketing personnel. Competition for such personnel is intense, and we cannot guarantee that we will successfully attract, assimilate or retain a sufficient number of qualified personnel. Failure to retain and attract the necessary technical, managerial, sales and marketing and administrative personnel could adversely affect our business, financial condition and results of operations.

We depend on key suppliers to obtain necessary equipment and services for our business.

We depend on certain key suppliers of equipment and services, especially telecommunications network equipment and handsets, for the execution and development of our business. These suppliers may delay delivery, alter prices and limit supply as a result of problems related to their own businesses, over which we have no control. If these suppliers are not able to deliver equipment and services regularly, we may face problems with the continuity of our business activities, which may have an adverse effect on our business and results of operations.

We are subject to liabilities relating to third party contractors, which may have a material adverse effect on our business and results of operations.

We are exposed to contingent liabilities resulting from our contracting structure, which includes third party service providers. Such potential liabilities may involve labor claims by third party providers that are treated as direct

employees as well as joint liability claims relating to wage or overtime pay complaints and workplace injury claims. If a significant portion of these contingent liabilities is decided against us and for which we have not made adequate provisions, our financial condition and results of operation may be adversely affected.

Furthermore, if the contracting of third party service are considered to involve the main activities of the company, it may be characterized as direct employment, which would significantly increase our costs and as a result we may be subject to administrative proceedings by the relevant labor regulators and may be required to pay fines to the third party service providers.

Certain key inputs are subject to risks related to importation, and we acquire other key inputs from a limited number of domestic suppliers, which may further limit our ability to acquire such inputs in a timely and cost-effective manner.

The high growth in data markets in general and broadband in particular may result in a limited supply of equipment essential for the provision of such services, such as data transmission equipment and modems. The restrictions on the number of manufacturers imposed by the Brazilian government for certain inputs, mainly data transmission equipment and modems, and the geographical locations of non-Brazilian manufacturers of these inputs, pose certain risks, including:

vulnerability to currency fluctuations in cases where inputs are imported and paid for with U.S. dollars, Euros or other non-Brazilian currency;

Table of Contents

difficulties in managing inventory due to an inability to accurately forecast the domestic availability of certain inputs; and

the imposition of customs or other duties on key inputs that are imported.

If any of these risks materialize, they may result in our inability to provide services to our customers in a timely manner or may affect the prices of our services, which may have an adverse effect on our business, financial condition and results of operations.

We make investments based on demand forecasts that may become inaccurate due to economic volatility and may result in revenues that are lower than expected.

We make certain investments, such as the procurement of materials and the development of physical sites, based on our forecasts of the amount of demand that customers will have for our services at a later date (generally several months later). However, any major changes in the Brazilian economic scenario may affect this demand and therefore our forecasts may turn out to be inaccurate. For example, economic crises may restrict credit to the population, and uncertainties relating to employment may result in a delay in the decision to acquire new products or services (such as broadband or Pay TV). As a result, it is possible that we may make larger investments based on demand forecasts that were necessary given actual demand at the relevant time, which may directly affect our cash flow.

Furthermore, improvements in economic conditions may have the opposite effect. For example, an increase in demand not accompanied by our investment in improved infrastructure may result in a possible loss of opportunity to increase our revenue or result in the degradation of the quality of our services.

Consolidation in the telecommunications market may increase competition in the near future and may change Brazilian market dynamics.

Mergers and acquisitions may change market dynamics, create competitive pressures, force small competitors to find partners and impact our financial condition; and may require us to adjust our operations, marketing strategies (including promotions), and product portfolio.

The entry of a new market participant with significant financial resources or potential changes in strategy by existing telecommunications service providers can change the competitive environment in the Brazilian market. We may be

unable to keep pace with these changes, which could affect our ability to compete effectively and have a material adverse effect on our business, financial condition and results of operations.

Additional joint ventures, mergers and acquisitions among telecommunications service providers are possible in the future. If such consolidation occurs, it may result in increased competition within our market. We may be unable to adequately respond to pricing pressures resulting from consolidation in our market, adversely affecting our business, financial condition and results of operations. We may also consider engaging in merger or acquisition activity in response to changes in the competitive environment, which could divert resources away from other aspects of our business.

We face significant competition in the Brazilian market.

In 2018, competition in the Brazilian telecommunications sector remained fierce, with telecommunications operators focusing on improving their base of accesses by attracting customers to higher-value products. We believe the main strategy pursued during the year by such market participants, including us, was to upsell prepaid customers to hybrid plans (“*planos controle*”) and pure postpaid plans, in order to increase overall ARPUs and profitability. Accordingly, this increase in competition in the postpaid plan segment led to changes in the customer mix of telecommunications operators and associated market shares in the year.

In addition, customers are demanding higher quality and more data availability, which require higher investments in development, modernization, expansion and continuous improvement in service quality and customers’ experience.

As a result, we have faced significant competition, mainly driven by the following factors: (1) commercial and pricing pressures from new mobile portfolios launched by competitors; (2) competitors increasing 4G and 4.5G coverage, improving the quality of service provided by them; and (3) low-cost alternative services, such as voice and text services provided over IP and Video on Demand, may affect our competitive position in the market.

Table of Contents

We continuously monitor market progress in order to anticipate future challenges and opportunities and how to address them. Nevertheless, our operational results, market position, competitiveness in the market and margins may be negatively affected if we are unable to keep the same pace as our competitors.

Our results of operations may be negatively affected by the application of the Fixed Commuted Telephone Service (Serviço de Telefonia Fixa Comutada), or STFC, rules relating to fixed telephone service and the Personal Mobile Service (Serviço Móvel Pessoal), or SMP, rules relating to mobile services.

We receive payments for the termination of calls in our fixed network. On May 18, 2014, ANATEL established a gradual decrease in termination rates for the STFC concessionaries, including TU-RL (Urban Usage Rate), TU-RIU1 (Interurban Usage Rate Level 1) and TU-RU2 (Interurban Usage Rate Level 2). In the same year, ANATEL also established gradual decreases in mobile interconnection fees, also known as mobile termination rates, or MTR, based on a cost model. The related rates established by ANATEL are set forth in the following table:

	2017	2018	2019
Sector 31 (fixed)			
TU-RL	0.00574	0.00289	0.00146
TU-RU1	0.02191	0.00899	0.00369
TU-RU2	0.02348	0.009	0.00345
Mobile			
Region I	0.04928	0.02606	0.01379
Region II	0.05387	0.02815	0.01471
Region III	0.06816	0.04141	0.02517

In December 2018, ANATEL established the reference values for MTR for the years from 2020 until 2023. The table below shows the reference values for each region (corresponding to different Brazilian states) in the General Authorization Plan (*Plano Geral de Autorizações*), or PGA:

Year	PGA Region I	PGA Region II	PGA Region III
2020	0.01863	0.02128	0.04342
2021	0.01937	0.02191	0.04595
2022	0.02014	0.02255	0.04864
2023	0.02096	0.02327	0.05140

We cannot assure you that new mobile service plans will not be suspended by ANATEL, that the mobile interconnection fees we negotiated will not be changed, nor that future negotiations regarding mobile termination rates will be as favorable as those that were previously set by the agency. If the readjustments to mobile interconnection fees that we negotiated are canceled or if negotiated mobile interconnection fees in the future are less favorable to us, our business, financial condition, revenues, results of operations and prospects may be adversely affected.

ANATEL has the authority to issue new regulations affecting many of our areas of operations.

ANATEL has the authority to issue new regulations affecting many of our areas of operations. Such new regulations could have an adverse effect on our operating results because: (1) ANATEL could significantly reduce the interconnection fees we are able to charge, thereby reducing our revenues (see “—Our results of operations may be negatively affected by the application of the Personal Mobile Service (Serviço Móvel Pessoal – SMP) rules relating to mobile services”); (2) ANATEL may allow more favorable conditions for economic groups without significant market power; (3) the granting of new licenses may increase competition in our area from other operators, which could adversely affect our prices and/or market share, thereby reducing our revenues; (4) ANATEL may require that revenue received for the usage of the SMP network must be included in the calculation of operating revenue, which will increase the cost of renewing licenses; and (5) ANATEL’s general plan of updating the regulations targets several areas of vital importance for the mobile business, such as regulations (i) to improve the quality of services, which may cause an increase in operating costs, (ii) of virtual mobile operations, or MVNO, which may cause an increase in competitive pressure, (iii) against SMP providers exercising market power to negotiate lower mobile termination rate fees, which could cause a decrease in our revenues from the mobile termination rate fees we are able to charge to SMP providers, and (iv) relating to multimedia communication.

Table of Contents

For a detailed description of the regulations issued by ANATEL and their impact on our business, see “—Item 4. Information on the Company—Business Overview—Regulation of the Brazilian Telecommunications Industry.”

The industry in which we conduct our business is continually changing and evolving technologically, which demands adequate changes in the regulatory environment.

The telecommunications industry is subject to rapid and significant technological changes. Our future success depends on our ability to anticipate and adapt in a timely manner to technological changes. We expect that new products and technologies will emerge and that existing products and technologies will be further developed.

The advent of new products and technologies could have a variety of consequences. These new products and technologies may reduce the price of our services by providing lower-cost alternatives and the creation of new digital services, such as the example of over-the-top (OTT) players that provide voice and messages over IP. Also, new product and technologies may become superior to, and render obsolete, the products and services we offer and the technologies we use, thus requiring our constant investment in new technology and innovation.

Such new technologies will demand changes in the regulatory environment, challenging both governmental agencies and telecommunication companies. Companies that provide OTT services, which have characteristics similar to telecommunications services, are currently not subject to the same rules as the telecommunications operators. This gap can bring additional challenges to the telecommunications industry, as current developments in the regulatory framework for OTTs are inconsistent and still unclear.

We are subject to certain risks related to conditions and obligations imposed by ANATEL for the use of the spectrum needed for the 4G services we offer.

In 2012, Telefonica acquired 40MHz on the 2.5GHz to 2.69GHz frequencies for the amount of R\$ 1.05 billion. In order to meet the coverage requirements, we had the obligation of implementing 4G coverage in 1,094 cities by December 31, 2017. By that date, we had made 4G services available in 2,600 municipalities. To achieve these targets, Telefonica has deployed and continues to deploy 4G coverage by serving its customers through the use of its own network or by established agreements of RAN-sharing approved by ANATEL. The remaining coverage commitments in cities with less than 30,000 inhabitants may be fulfilled with other frequency bands, and we are required to make 4G coverage available in 156 more cities by December 31, 2019.

Regarding the 700MHz spectrum, ANATEL has allocated the band for the provision of fixed, mobile and broadband services. On September 30, 2014, we acquired 20 MHz (10+10 MHz) with nationwide coverage, for R\$1.92 billion, at the minimum price, plus R\$904 million for the band cleaning (migration of broadcasters that currently occupy the band) and interference management. According to the auction rules, the winning bidders are responsible for financing and managing the band cleaning process (Analog TV switch off).

In January 2016, the Ministry of Communications (presently, the Ministry of Science, Technology, Innovation and Communications) published a new schedule for the analog TV Switch Off, postponing the usage of the 700 MHz frequency for telecommunications in some major Brazilian cities. According to the schedule and further revisions, 11 cities had its analog TV services turned off in 2016, including Rio Verde (GO) and Brasília (DF). In 2017 the switch off was completed in over 404 cities.

Between 2016 and 2018, of the 1,379 municipalities that were expected to have the analog TV signal off, 1,362 municipalities (including all state capitals and the Federal District) were confirmed. The remaining 17 municipalities had their analog TV switch off postponed to September 1, 2019.

By the end of 2018, 4,467 municipalities were approved for activation of LTE coverage in the 700 MHz band. By mid-2019, all Brazilian municipalities will be able to activate LTE in the 700MHz band.

Table of Contents

The targets established by ANATEL for the fast-paced implementation of networks could be impacted by (1) our ability to obtain licenses for the construction of new sites at the speed necessary to achieve the coverage targets, (2) the capacity of our suppliers to deliver the equipment necessary for this expansion, which may increase the price of such equipment, and (3) lack of qualified resources to meet the expected implementation pace.

If we are not able to meet targets and obligations set forth in the bid documents, ANATEL may use our bank guarantees, we may be subject to fines and/or have our licenses to operate these frequencies revoked, negatively affecting our business and results of operations. Additionally, the inefficient use of any frequency may lead to the loss of the usage license. Furthermore, ANATEL may also impose new targets, conditions and/or obligations on us that we are not able to predict (see “—Review of our concession agreements and/or the implementation of a new regulatory framework in Brazil could have a materially adverse effect on our operations.”). Any of the above factors could have a material adverse effect on our operations and financial condition.

Our sales could be suspended as a result of issues with the quality of our services.

ANATEL and other judicial and administrative agencies have the authority to suspend our sales in an attempt to improve the overall quality of telecommunications services. Sales suspensions are generally applied to the services for which there have been complaints by consumers and the consumer protection agencies. When applied, the suspension is temporary and usually lifted once the company presents an action plan for improvement. In July 2012, ANATEL suspended mobile service sales from three of our main competitors, Oi, Claro and Tim, as a result of a considerable increase in consumer complaints. The suspensions lasted about 20 days and ANATEL requested that all telecommunications companies, including us, present an action and investment plan to improve the mobile network. Although our action plan was approved by ANATEL in September 2012, if a similar increase in customer complaints occurs in the future we may face suspension of one or more of our services until a new plan can be presented to and approved by ANATEL, which may materially affect our business and results of operations.

The Law of Protection of Personal Data is recent and its implementation may require adaptations in our processes and services

In August 2018, the Brazilian government passed the Law of Personal Data Protection (Law 13,709/2018). This law increases citizens’ control over their personal information, requiring explicit consent for the collection and use data. It also obligates the creation of options for viewing, correcting and deleting such data. The law will take effect in 2020 in order to allow public and private entities to adapt to the new rules. On December 27, 2018, the Brazilian government created the National Data Protection Authority by means of an executive order (*Medida Provisória* 869/2018), which will be responsible for supervising matters of private data usage and imposing eventual penalties foreseen in the Law of Personal Data Protection.

In general, our services and processes depend on personal data. The way in which we collect, store and manage this data shall be in accordance with the provisions of the new law.

Due to its recent approval, different judges or courts may decide very similar claims in different ways and establish conflicting jurisprudence. This legal uncertainty allows for rulings against us and may establish adverse precedents, which individually or collectively may have a material adverse effect on our business, results of operations and financial condition. In addition, such legal uncertainty may adversely affect the perception and use of our services by our customers.

Internet regulation in Brazil is still limited and several legal issues related to the Internet are uncertain.

In 2014, Brazil enacted a law, which we refer to as the Civil Rights Framework for the Internet, setting forth principles, guarantees, rights and duties for the use of the internet in Brazil, including provisions about internet service provider liability, internet user privacy and network neutrality. In May 2016, further regulations were passed relating to the privacy and network provisions set forth in the Civil Rights Framework for the Internet. However, unlike in the United States, few legal precedents relating to the Internet Act exist and existing jurisprudence has not been consistent, especially with respect to the application of the network neutrality principle. Legal uncertainty arising from the limited guidance provided by current laws in force allows for different judges or courts to decide very similar claims in different ways and establish contradictory jurisprudence. This legal uncertainty allows for rulings against us and could set adverse precedents, which individually or in the aggregate could seriously harm our business, results of operations and financial condition. In addition, legal uncertainty may harm our customers' perception and use of our service.

Table of Contents

Certain of our debt agreements contain financial covenants, and any default under such debt agreements may have a material adverse effect on our financial condition and cash flows.

Certain of our existing debt agreements contain restrictions and covenants and require the maintenance or satisfaction of specified financial ratios and tests. Failure to meet or satisfy any of these covenants, financial ratios or financial tests could result in an event of default under these agreements, which would have a material adverse effect on our financial condition.

We are subject to environmental laws and regulations. Failure to comply with governmental laws and regulations could subject us to penalties that could have an adverse effect on our business and reputation.

Our operations and properties are subject to a variety of environmental laws and regulations governing, among other things, environmental licensing and registries, protection of flora and fauna, air emissions, waste management and remediation of contaminated areas, among others. Our failure to comply with present and future requirements, or the management of existing and identification of new contamination, could cause us to incur substantial costs, including cleanup costs, indemnification, compensation, fines, suspension of activities and other penalties, investments to upgrade our facilities or change our processes, costs to redress any loss of reputation or the curtailment of our operations. The identification of presently unidentified environmental conditions, more vigorous enforcement by regulatory agencies, enactment of more stringent laws and regulations or other unanticipated events may arise in the future and give rise to material environmental liabilities and related costs. The occurrence of any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.

Companies in the telecommunication industry, including us, may be harmed by restrictions regarding the installation of new antennas for mobile services.

Currently, there are approximately 250 municipal laws in Brazil that limit the installation of new antennas for mobile service. This scenario has been a barrier to the expansion of mobile networks. Those laws are meant to regulate issues related to zoning and the alleged effects of the radiation and radio frequencies of the antennas. Despite the existence of a federal law approved in 2015, that addresses this issue by establishing new guidelines to create a consolidated plan for the installation of antennas, as long as the municipal laws remain unchanged, the risk of noncompliance with regulations and of having services of limited quality in certain areas continues to exist.

Additional antenna installation is also limited as a result of concerns that radio frequency emissions from base stations may cause health problems and other environmental impacts. These concerns could have an adverse effect on the wireless communications industry and, possibly, expose wireless providers, including us, to litigation. Based on

information from the World Health Organization (WHO) we are not aware of any evidence in the latest medical research that conclusively establishes any relationship between radio frequency emissions of base stations and health concerns. Perceived risks may, however, delay expansion of our network if we experience problems in finding new sites, which in turn may delay expansion and affect the quality of our services.

For instance, in May 2009, the Brazilian government published Law No. 11934/2009 that limits the exposure for fields with frequencies up to 300 GHz. The new law uses the exposure limits determined by the International Commission on Non-Ionizing Radiation Protection and recommended by the WHO and restricts the installation of new antennas.

New laws may create additional transmission regulations, which in turn, could have an adverse effect on our business. Health concerns regarding the effects of radio frequency emissions may also discourage the use of mobile telephones and may result in the adoption of new measures by governments or any other regulatory interventions, any of which could materially and adversely affect our business, results of operations and financial condition.

We face risks associated with litigation.

We are party to a number of lawsuits and other proceedings. An adverse outcome in, or any settlement of, these or other lawsuits could result in significant costs to us. In addition, our senior management may be required to devote substantial time to these lawsuits, which they could otherwise devote to our business. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Legal Proceedings.”

Table of Contents

Risks Relating to the Preferred Shares and the ADSs

Holders of our ADSs may face difficulties in serving process on or enforcing judgments against us and other persons.

We are organized under the laws of Brazil, and all of our executive officers and our independent public accountants reside or are based in Brazil. Also, six of our twelve directors reside or are based in Brazil. Substantially all of our assets and those of these other persons are located in Brazil. As a result, it may not be possible for holders of the ADSs to effect service of process upon us or these other persons within the United States or other jurisdictions outside Brazil or to enforce any judgments obtained in the United States or other jurisdictions outside Brazil against us or such other persons. Because judgments of U.S. courts for civil liabilities based upon the U.S. federal securities laws may only be enforced in Brazil if certain conditions are met, holders may face greater difficulties in protecting their interests due to actions by us, our directors or executive officers than would shareholders of a U.S. corporation.

Holders of our preferred shares and ADSs generally do not have voting rights.

In accordance with Brazilian Corporate Law and our bylaws, holders of our preferred shares, and therefore of our ADSs, are not entitled to vote at meetings of our shareholders, except in limited circumstances set forth in “Item 10. Additional Information—B. Memorandum and Articles of Association.”

Holders of our preferred shares might be unable to exercise preemptive rights with respect to the preferred shares unless there is a current registration statement in effect which covers those rights or unless an exemption from registration applies.

Holders of our preferred shares will not be able to exercise the preemptive rights relating to the preferred shares underlying their ADSs unless a registration statement under the U.S. Securities Act of 1933, as amended, or the Securities Act, is effective with respect to the shares underlying those rights, or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement. Unless we file a registration statement or an exemption from registration applies, holders of our preferred shares may receive only the net proceeds from the sale of their preemptive rights by the depositary, or if the preemptive rights cannot be sold, they will lapse and they will not receive any value for them. For more information on the exercise of these rights, see “Item 10. Additional Information—B. Memorandum and Articles of Association—Description of our Bylaws—Preemptive Rights.”

An exchange of ADSs for preferred shares risks the loss of certain foreign currency remittance and Brazilian tax advantages.

Beginning on March 30, 2015, the different forms of foreign portfolio investments in Brazil, including investments via Depositary Receipts, have been regulated by CMN Resolution 4,373, of September 29, 2014 (or “Resolution No. 4,373”), which revoked the former rule (CMN Resolution 2,689, of January 26, 2000) that had been in effect for the previous 15 years. Resolution No. 4,373 provides for the issuance of Depositary Receipts in foreign markets in respect of shares of Brazilian issuers, and, pursuant to this regulation, the ADSs benefit from the certificate of foreign capital registration, which permits Citibank N.A., as depositary, to convert dividends and other distributions with respect to preferred shares into foreign currency, and to remit the proceeds abroad. Holders of ADSs who exchange their ADSs for preferred shares will then be entitled to rely on the depositary’s certificate of foreign capital registration for five business days from the date of exchange. Thereafter, they will not be able to remit non-Brazilian currency abroad unless they obtain their own certificate of foreign capital registration, or unless they qualify under CMN Resolution No. 4,373, which entitles certain investors to buy and sell shares on Brazilian stock exchanges without obtaining separate certificates of registration. CMN Resolution No. 4,373 replaced both CMN Resolution No. 1,927 and CMN Resolution No. 2,689 as of March 30, 2015. Further rules will be issued by CVM and by the Central Bank to regulate foreign investments in ADSs, including with regard to the exchange of ADSs for preferred shares and the remittance of funds arising from the sale of these preferred shares.

If holders of ADSs do not qualify under Resolution No. 4,373, they will generally be subject to less favorable tax treatment with respect to our preferred shares. There can be no assurance that the depositary’s certificate of registration or any certificate of foreign capital registration obtained by holders of ADSs will not be affected by future legislative or regulatory changes, or that additional Brazilian law restrictions applicable to their investment in the ADSs may not be imposed in the future.

Table of Contents

Holders of our preferred shares will be subject to, and holders of our ADSs could be subject to, Brazilian income tax on capital gains from sales of preferred shares or ADSs.

Brazilian Law No. 10,833 provides that gains on the disposition of assets located in Brazil by nonresidents of Brazil, whether to other nonresidents or to Brazilian residents, will be subject to Brazilian taxation. The preferred shares are expected to be treated as assets located in Brazil for purposes of the law, and gains on the disposition of preferred shares, even by nonresidents of Brazil, are expected to be subject to Brazilian taxation.

Based on the fact that the ADSs are issued and registered abroad, we believe that gains on the disposition of ADSs made outside of Brazil by nonresidents of Brazil to another non-Brazilian resident would not be subject to Brazilian taxation, since they would not fall within the definition of assets located in Brazil for purposes of Law 10,833. However, considering the general and unclear scope of Law No. 10,833 and the absence of judicial/administrative court rulings in respect thereto, we cannot be assured that such an interpretation of this law will prevail in the courts of Brazil.

In case of any assessment by the Brazilian tax authorities, the gains arising from the disposal of ADSs made are subject to capital gain tax in Brazil at (i) progressive rates ranging from 15% to 22.5%, or (ii) 25% if the non-Brazilian holder is located in a tax haven jurisdiction. See “Item 10. Additional Information—E. Taxation—Brazilian Tax Considerations.”

Certain Factors Relating to our Controlling Shareholder

Our controlling shareholder has power over the direction of our business.

Telefónica S.A., or Telefónica, our controlling shareholder, and its affiliates currently own directly and indirectly approximately 94.47% of our voting shares and 73.58% of our total capital stock. See “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders” and “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions.” As a result of its share ownership, Telefónica has the power to control us and our subsidiaries, including the power to elect our directors and officers and to determine the outcome of any action requiring shareholder approval, including corporate reorganizations and the timing and payment of our dividends. Given this degree of control over our company, circumstances could arise under which the interests of Telefónica could be deemed to be in conflict with the interests of our other shareholders.

A. History and Development of the Company

General

We were incorporated on May 22, 1998, as a corporation (*sociedade anônima*) organized under the laws of the Federative Republic of Brazil, as a result of the restructuring and privatization of Telecomunicações Brasileiras S.A. and its operating subsidiaries, or the Telebrás System, which monopolized the provision of public telecommunications services in virtually all areas of Brazil prior to 1998. We were incorporated under the name Telesp Participações S.A. and after subsequent reorganizations, we were named Telecomunicações de São Paulo S.A. – TELESP. After our merger with Vivo Participações in October 2011, we changed our corporate name to Telefônica Brasil S.A.

On September 18, 2014, we entered into a stock purchase agreement with Vivendi S.A. to acquire all of the shares of GVT Participações S.A., or GVT, the controlling shareholder of Global Village Telecom S.A., or Operating GVT, which was approved by our board of directors on the same date.

Pursuant to Brazilian Law, the transaction required approval by both ANATEL and CADE. On December 22, 2014, ANATEL approved the transaction and imposed certain obligations, that included (1) the maintenance of current GVT services and plans within the same geographic scope in which GVT previously operated, requiring, in addition, that the successor company expand its operations to at least ten new municipalities within three years beginning on January 26, 2015; and (2) the waiver of the STFC license held by GVT within 18 months of ANATEL's decisions, since the same economic group cannot hold more than one STFC license in the same geographic area. Telefônica has satisfied both obligations.

Table of Contents

On March 25, 2015, CADE provisionally approved the GVT acquisition, subject to a series of obligations imposed to prevent any undesired concentration effects of the merger. Such obligations require that we:

- Maintain, for at least three years, the current geographical coverage for STFC, SCM and SeAC services;

Maintain, for at least three years, the current average broadband speed for GVT's customers on a nationwide basis. The reference as of December 2014 is 15.1 Mbps;

Maintain, for at least three years, the current average broadband speed for GVT's customers in São Paulo. The reference as of December 2014 is 18.25 Mbps; and

Do not exchange, directly or indirectly, classified information, strategic or competitively sensitive information with any other company or between management and representative responsible for subsidiaries of Vivendi Group, Telefónica Group and Telecom Italia Group related to its operations in the Brazilian market.

In November 2015, ANATEL consented to our corporate reorganization involving Telefônica Brasil S.A., GVT Participações S.A. and its subsidiaries. The approval was subject to certain conditions such as the end of overlap licenses of STFC, SCM and SeAC within 18 months and the obligation to present a list of all assets from the companies incorporated in our STFC (Sector 31, Region III) concession area, confirming the absence of reversible assets burdened judicially (by means of a negative certificate), or in case of attachment, present the appropriate requests for replacement.

On March 14, 2016, the corporate reorganization was approved by our board of directors and was completed on April 1, 2016, after the approval by an extraordinary shareholders meeting of the relevant companies.

On July 3, 2017, Telefônica Data S.A., or TData, a wholly owned subsidiary of the Company, acquired all the shares of capital stock of Terra Networks Brasil S.A. from SP Telecomunicações Participações S.A., one of the controlling shareholders of the Company. The purpose of the Terra Networks Transaction is to expand and integrate our offering of digital services, in order to provide additional value to our customer base and TData's. Effective as from December 1, 2018, TData was merged into the Company as part of a corporate restructuring. See “—Historical Background—Restructuring Involving TData” for more information.

We are registered with the CVM as a publicly held company and our stock is traded on the B3 – Brasil, Bolsa, Balcão under the symbol “VIVT3” (formerly “TLPP3”) for common shares and “VIVT4” (formerly “TLPP4”) for preferred shares. We are also registered with the SEC in the United States and our ADSs are traded on the NYSE, under the symbol

“VIV” (formerly “TSP”). Our headquarters are located at Avenida Engenheiro Luis Carlos Berrini, 1376, 04571-936, São Paulo, SP, Brazil. Our telephone number is 55-11-3430-3687 and our website is www.telefonica.com.br/ir. The information on our website is not a part of this annual report on Form 20-F.

As of December 31, 2018, we had 569,354,053 outstanding common shares (excluding treasury shares), with no par value per share, and 1,119,339,723 outstanding preferred shares (excluding treasury shares), with no par value per share. Our shareholders' equity amounted to R\$71.6 billion as presented in our audited financial statements prepared in accordance with IFRS.

Historical Background

Corporate Restructuring Involving Telefônica Brasil and Vivo Participações

On July 28, 2010, our controlling shareholder, Telefónica, reached an initial agreement with Portugal Telecom for the acquisition of 50% of the capital stock of Brasilcel, N.V., or Brasilcel. As a result of this transaction, Telefónica held 100% of the capital stock of Brasilcel. At that time, Brasilcel held approximately 60% of the capital stock of Vivo Participações. On December 21, 2010, Brasilcel was merged into Telefónica.

Due to the acquisition of control of Vivo Participações, on February 16, 2011, Telefónica, through its subsidiary SP Telecomunicações Ltda., or SP Telecom, launched a public tender offer for the common shares of Vivo Participações (the only shares with voting rights) held by minority shareholders. As a result of the public tender offer, on March 18, 2011, SP Telecom acquired 10,634,722 common shares of Vivo Participações, representing 2.66% of its shares, resulting in the Telefónica group's ownership of 62.1% of Vivo Participações.

Table of Contents

On December 27, 2010, the boards of directors of Vivo Participações and Telefônica Brasil approved the terms and conditions of a corporate restructuring, which provided for the merger of shares issued by Vivo Participações into Telefônica Brasil. The corporate restructuring was approved by ANATEL on March 24, 2011, and on April 27, 2011, the shareholders of Vivo Participações and Telefônica Brasil approved the merger of shares issued by Vivo Participações into Telefônica. On June 14, 2011, the board of directors of both companies approved a second corporate restructuring, pursuant to which Vivo Participações became our wholly owned subsidiary. The terms and conditions of the second corporate restructuring were approved unanimously by the shareholders of both companies on October 3, 2011. Vivo Participações was merged into us, and the holders of the merged shares of Vivo Participações received new shares in the company.

Due to the merger of Vivo Participações into us, our capital was increased by R\$31.2 billion, reflecting the economic value of the shares issued as a result of the merger. The merger did not change the identity of the controlling shareholders of the companies.

Additionally, as a consequence of this merger, on July 6, 2011, Vivo Participações filed a statement with the SEC in order to cancel the registration of its American Depositary Shares, or ADS, program since all of its ADSs were converted into ADSs of Telefônica Brasil. The SEC approved the deregistration on July 7, 2011.

A third stage of the corporate restructuring was approved by ANATEL on August 16, 2011. On October 3, 2011, our shareholders approved the merger of Vivo Participações into us and Telefônica Brasil absorbed Vivo Participações' equity, extinguishing Vivo Participações, which further simplified and rationalized our cost structures. On the same date, we changed our name from Telecomunicações de São Paulo S.A. – TELESP to Telefônica Brasil S.A., to reflect our nationwide operations. On October 18, 2011, ANATEL approved the transfer of the authorization for the provision of SMP services in the state of Minas Gerais from Vivo Participações to Vivo.

As a result of this name change, the ticker symbols for our shares were also changed as of October 6, 2011 (inclusive), from TLPP3, for the common shares, and TLPP4, for the preferred shares, to VIVT3 and VIVT4, respectively, with the subsequent change of our trading name to TELEF BRAZIL. Our ticker symbol for the ADRs on the NYSE was changed to VIV, from TSP.

Telefónica and Telecom Italia Agreement

Through a series of transactions from 2007 to 2009, Telefónica acquired an indirect holding in the voting shares of Telecom Italia through its holdings in the Italian company TELCO S.p.A. Telecom Italia holds an indirect interest in TIM Participações S.A., or TIM, a Brazilian telecommunications company. None of Telefónica, Telefônica Brasil or

any other affiliate of Telefónica was involved with or had decision-making powers over TIM's operations in Brazil, although Telefónica held an indirect interest with respect to TIM's operations in Brazil. They were also legally and contractually forbidden from exercising any voting rights in TIM's operations in Brazil.

On June 16, 2014, TELCO, S.p.A.'s Italian shareholders exercised their right to a spin-off, in accordance with the shareholders' agreement. As a result of the spin-off, Telefónica S.A. would indirectly hold 14.77% of Telecom Italia S.p.A. of which 8.3% would be exchanged with Vivendi as consideration in the GVT acquisition and 6.47% would be tied to debentures issued by Telefónica S.A. in July 2014 convertible into shares of Telecom Italia upon maturity. On April 7, 2015, ANATEL approved the swap transaction to exchange 12% of our common shares and 0.7% of our preferred shares owned by Vivendi for 8.3% Telecom Italia's common shares with voting rights, previously held by Telefónica, S.A.

As a result, Telefónica no longer held, directly or indirectly, any economic interest in Telecom Italia by the end of 2015.

Restructuring Involving the Subsidiaries of Telefônica Brasil

On March 15, 2012, our board of directors approved a corporate restructuring of our wholly-owned subsidiaries to align the services provided by each such subsidiary and to concentrate all telecommunication services in one company. The restructuring was finalized on July 1, 2013.

The restructuring was implemented by means of a spin-off and mergers involving only our wholly owned subsidiaries, A. TELECOM S.A., or A. TELECOM, TData, Telefônica Sistema de Televisão S.A. and Vivo. The mergers did not result in an increase in our capital stock or in the issuance of new shares by us, and the corporate restructuring did not give rise to a change in the equity interests held by our shareholders. As a result of the restructuring, value-added services and innovative services provided by several wholly owned subsidiaries of the company were consolidated under TData and other telecommunications services were consolidated under Telefônica Brasil, which, as a final step to the corporate restructuring, merged these subsidiaries.

Table of Contents

Acquisition of GVT

On September 18, 2014, we entered into a stock purchase agreement with Vivendi and certain of its controlled companies, or collectively, Vivendi, and with GVTPar, Telefónica, S.A. and Operating GVT, pursuant to which we agreed to purchase all of the shares of GVTPar, the controlling shareholder of Operating GVT. This acquisition was approved by our board of directors on September 18, 2014.

As consideration for the acquisition, we agreed to pay a portion of the price in cash and a portion in kind, in the form of our common and preferred shares, as follows: (1) €4,663,000,000 to be paid in cash on the closing date, as adjusted pursuant to the stock purchase agreement, and (2) our common and preferred shares amounting to 12% of our total share capital following the capital increase contemplated in the stock purchase agreement and the merger of shares of GVTPar. The total consideration was paid after the conclusion of (A) a capital increase, the proceeds of which were used to pay the cash consideration described in (1) above, and (B) the merger of shares of GVTPar into us.

On December 22, 2014, ANATEL approved the transaction and imposed certain obligations, which we understood did not compromise the terms of the GVT acquisition or its value. On March 25, 2015, CADE's administrative tribunal approved the transaction on the basis of certain confidential commitments offered by us and Vivendi S.A. The commitments include the execution of two merger control agreements: the first between CADE and us and the second between CADE and Vivendi S.A.

On March 25, 2015, our board of directors approved the public offering of shares, including shares in the form of ADSs, pursuant to a capital increase in the amount of R\$15,812,000,038.03, through issuance of 121,711,240 common shares, at a price of R\$38.47 and 236,803,588 preferred shares, at a price of R\$47.00 as well as an additional 6,282,660 preferred shares pursuant to the exercise of the over-allotment option.

On May 28, 2015, our shareholders approved the ratification of the Stock Purchase Agreement and Other Covenants, entered into by the Company, as Buyer, and Vivendi S.A. and its subsidiaries, Société d'Investissements et de Gestion 108 SAS and Société d'Investissements et de Gestion 72 S.A., as Sellers, whereby all the shares issued by GVTPar, the controlling shareholder of Global Village Telecom S.A., were acquired by us.

Therefore, as provided for in the stock purchase agreement, we paid a portion of the GVT acquisition price in cash, receiving shares of GVTPar and GVT Operator, and another portion in shares, to FrHolding108 as a result of the merger of GVTPar's shares into us, representing 12% of our capital stock after the merger.

After the merger and as a result of the acquisition, our corporate structure was as follows:

Table of Contents

On June 24, 2015, the transaction for the exchange of shares between Telefónica and Société d'Investissements et de Gestion 108 SAS, a company controlled by Vivendi S.A. was completed, through which FrHolding108 transferred to Telefónica 76,656,559 shares representing 4.5% of our capital stock, including 68,597,306 common shares representing 12% of such class of shares and 8,059,253 preferred shares representing 0.72% such class of shares, in exchange for 1,110,000,000 shares representing 8.2% of the common shares of Telecom Italia, S.p.A., previously held by Telco TE, S.p.A., a subsidiary of Telefónica.

On July 29, 2015, Vivendi S.A. sold 67.9 million preferred shares, representing 4% of our capital stock. On the same day, Telefónica S.A. announced that it entered into an agreement with Vivendi's subsidiary Société d'Investissements et de Gestion 108 SAS, through which Telefónica committed to delivering 46.0 million of its treasury shares, representing 0.95% of its share capital, in exchange for 58.4 million preferred shares of Telefônica Brasil, S.A., (received by Société d'Investissements et de Gestion 108 SAS. in the context of the acquisition of GVT Participações, S.A.). On September 16, 2015, the exchange of shares was concluded. Consequently, Telefónica S.A.'s interest in the Company was increased by 5.2% in relation to the total preferred shares of the Company, and by 3.5% in relation to the total capital stock of the Company. Conversely, SIG108 shareholding interest in the Company was reduced by the same proportion. Therefore, from that date on, SIG108 does not hold any interest at the Company.

On March 14, 2016, our board of directors approved a corporate restructuring in order to simplify our organizational structure. In the previous corporate structure, GVT Participações S.A. ("GVTPart") was 100% owned by Telefônica Brasil. On the date of the merger, GVT was split and its net assets were transferred in part to GVTPart and in part to POP. The portion of the spun-off net assets of GVT concerning the goods, rights and obligations related to telecommunications activities were transferred to GVTPart and the remaining portion, concerning the assets, rights and obligations related to the other activities of non-telecommunications were transferred to POP. GVTPart was subsequently merged into Telefônica Brasil, resulting in the following corporate structure:

The corporate restructuring did not result in a capital increase or change in ownership of the Company's shareholders and was ratified by an extraordinary shareholders' meeting on April 1, 2016.

Acquisition of Telefônica Transporte e Logística Ltda. by TData

On October 28, 2015, TData, as buyer, and Telefónica Gestión de Servicios Compartidos España S.A., as seller, entered into a Stock Purchase agreement that resulted in the acquisition of Telefônica Transporte e Logística Ltda., a company headquartered in Brazil that provides logistics services.

Acquisition of Terra Networks by TData

On July 3, 2017, we announced that our wholly-owned subsidiary, TData, acquired all the shares of capital stock of Terra Networks Brasil S.A. (“Terra Networks”) from SP Telecomunicações Participações S.A. (“SPTE”), one of our controlling shareholders (the “Terra Networks Transaction”). Terra Networks is a provider of digital services (own and third-party value-added services (“VAS”) and carrier billing, as well as mobile channels for sales and relationships) and advertising. The purpose of the Terra Networks Transaction was to expand and integrate our offering of digital services, in order to provide additional value to our customer base and TData’s, as well as to provide TData’s offering of services to Terra Networks’ customer base and subscribers. In addition, the Terra Networks Transaction was intended to amplify TData’s advertising business as a result of Terra Networks’ nationwide operations and expertise. The total price paid by TData as consideration for the acquisition of shares issued by Terra Networks was R\$250 million, paid in a single installment using TData’s cash on hand, with no need for financing. The Terra Networks Transaction was not subject to any regulatory authorizations or approvals by us and was completed on July 3, 2017.

Table of Contents

Restructuring Involving TData

On October 30, 2018, our board of directors approved the terms and conditions of the merger into the Company of its wholly-owned subsidiary TData, as well as the proposal for the convening of an Extraordinary General Meeting of the Company for November 30, 2018, to resolve on the merger.

The merger involved the Company and its wholly-owned subsidiary TData, as shown below:

The merger aimed to standardize the rendering of services, as well as simplify the Company's organizational and corporate structure. After the implementation of the merger, the corporate structure involving the companies is as follows:

The merger was approved by an Extraordinary Shareholders Meeting of the Company on November 30, 2018 and it did not result in a capital increase or change in the Company's shareholders' equity. The merger was completed with operational effects as from December 1, 2018.

Capital Expenditures

Year Ended December 31, 2018

In 2018, we invested R\$8,199.9 million, a 2.54% increase over the amount we invested in 2017 (R\$7,998.3 million), primarily due to the higher investments related to the expansion of our FTTH network, which allowed us to reach 30 new cities in 2018, and to the expansion of our 4.5G coverage, which reached 1,000 cities by the end of 2018. Investments in projects were strongly focused on network investments (which accounted for 84% of investments in 2018) and included expenditures on items such as radio access network (Node-Bs, eNode-Bs and WCDMA carriers), transmission backhaul and backbone, FTTH and copper network. The investments helped sustain our commercial and revenue growth while maintaining the quality of the services provided and are also designed to prepare us for

medium-term growth.

To meet the needs of an increasingly data-driven and connected society, significant investments were made to support the strong growth of data usage in our residential fiber network, mainly in FTTH (fiber-to-the-home) technology, mobile 4.5G/4G/3G network and dedicated corporate networks. We continue to invest in expanding our national data transmission backbone to meet the increase in data traffic throughout Brazil.

Table of Contents

The following table sets forth our capital expenditures for each year in the three-year period ended December 31, 2018.

Telefônica Brasil	Year ended December 31,		
	2018	2017	2016
	(in millions of <i>reais</i>)		
Network	6,881.2	6,783.5	6,743.9
Technology / Information Systems	999.3	883.3	929.5
Others(1)	319.4	331.5	515.6
Total capital expenditures	8,199.9	7,998.3	8,189.1

Consists primarily of handset sales made to corporate customers for the length of their contracts, furniture and fixtures, office equipment and store layouts and spectrum licensing costs. The spectrum licensing costs amounted (1) to R\$185 million in 2016, relating to the acquisition of the remainder of the 2,500 MHz spectrum for 4G usage and R\$6.65 million in 2018, relating to the realignment of the “L” band for 3G usage mainly in the northeastern region of Brazil.

Year ended December 31, 2017

In 2017, we invested R\$7,998.3 million, a 2.3% decrease over the amount we invested in 2016 (R\$8,189.1 million), primarily due to the fact that we had no spectrum licensing costs in 2017, compared to R\$185 million in spectrum licensing costs in 2016. Investments in projects were strongly focused on network investments (which accounted for 85% of investments in 2017) and included expenditures on items such as radio access network (Node-Bs, eNode-Bs and WCDMA carriers), transmission backhaul and backbone, FTTH and copper network. The investments helped sustain our commercial and revenue growth while maintaining the quality of the services provided and are also designed to prepare us for medium-term growth.

Year ended December 31, 2016

In 2016, we invested R\$8,189.1 million, a 6.8% increase over the amount we invested in 2015, primarily due to the cost of acquiring the remains of the 2,500MHz 4G spectrum (R\$185 million) and also because GVT’s capital expenditures from January 1, 2015 to April 30, 2015, which totaled R\$582.9 million, were not consolidated in our 2015 financial statements. Investments in projects were strongly focused on our network (which accounted for 84% of investments in 2016, excluding licenses) and included expenditures on items such as radio access network (Node-Bs, eNode-Bs and WCDMA carriers), transmission backhaul and backbone, FTTH and copper network. The investments helped sustain our commercial and revenue growth while maintaining the quality of the services provided and are also designed to prepare us for medium-term growth. To meet the needs of an increasingly data-driven and connected society, significant investments were made to support the strong growth of data usage in our residential fiber network, mobile 4G/3G and dedicated corporate networks.

B. Business Overview

We are the leading mobile telecommunications company in Brazil (with a 31.9% market share as of December 31, 2018, based on accesses), with a particularly strong position in postpaid mobile services (40.5% market share as of December 31, 2018, based on accesses). We are also the leading fixed telecommunications company in the state of São Paulo where we began our business as a fixed telephone service provider pursuant to our concession agreement. In December 2018, we reached 33.2% of total market share in FTTH (fiber-to-the-home) accesses in Brazil, or 66.8% considering only the state of São Paulo, consolidating our leadership in key segments of high value services.

Our Vivo brand, under which we market our mobile services, is among the most recognized brands in Brazil. The quality of our services and the strength of our brand recognition enable us to, on average, achieve higher prices relative to our competition and, as a result, generally earn higher margins. As of December 31, 2018, our average revenue per mobile user, or ARPU, of R\$28.36 represented a significant premium relative to the market average. In 2018, we captured 31.1% of the 11.7 million net additions in the postpaid mobile segment. We offer our clients a complete portfolio of products, including mobile and fixed voice, mobile data, fixed broadband, ultra-fast broadband, or UBB (based on our Fiber to the Home, or FTTH and Fiber to the Curb, or FTTC infrastructure), Pay TV, information technology and digital services (such as entertainment, cloud and financial services). We also have one of the most extensive distribution networks of the sector, where our clients can obtain certain services, such as purchasing credit for prepaid phones.

Table of Contents

We seek to continue to increase our operating margins by focusing on developing and growing our product offerings so that they comprise an integrated portfolio of higher-margin services. As part of this strategy, we acquired GVT in 2015, a high-growth telecommunications company in Brazil that offers high-speed broadband, fixed telephone and Pay TV services to high-income customers across its target market, primarily located outside the state of São Paulo.

Our Operations and Services

Our operations consist of:

- local and long distance fixed telephone services;
- mobile services, including value-added services;
- data services, including broadband services and mobile data services;
- Pay TV services through DTH (a satellite technology), IPTV and cable;
- network services, including rental of facilities, as well as other services;
- wholesale services, including interconnection;
- digital services;
- services designed specifically for corporate customers;
- the sale of wireless devices and accessories.

Fixed voice services

Our fixed line services portfolio includes local, domestic long-distance and international long-distance calls provided both on the public and private regime.

Local Service

Fixed local services include activation, monthly subscription, public telephones and measured services. Measured services include all calls that originate and terminate within the same area code within our concession region, which we refer to as local calls.

Intraregional, interregional and international long-distance services

Intraregional long-distance services consist of all calls that originate in one local area or municipality and terminate in another local area or municipality within our concession region. Interregional long-distance services consist of state-to-state calls within Brazil and international long-distance services consist of calls between a phone line in Brazil and a phone line outside Brazil. We were the first telecommunications company to be granted the authorization to develop local, intraregional, interregional and international services throughout Brazil, including outside our concession area.

Mobile services

According to data regarding market share published by ANATEL, we are among the leading providers of mobile telecommunications services in Brazil.

Our mobile portfolio includes voice and broadband internet access through 3G, 4G and 4.5G as well as value-added services (such as Vivo Bem, Go Read, Kantoo Inglês, Vivo Guru, Vivo Cloud Sync, PlayKids, NBA, NFL, Vivo Família Online, Vivo Educa, Ubook, Vivo Home Fix and Vivo BTFIT), prepaid plans with data sharing features, family plans, voice mail and voice mail speech-to-text translation, caller identification, voice minutes in unlimited bundles to other mobile phones of postpaid customers, ringtones, and innovative services such as multi-media backup, cloud-based services to save texts, entertainment and music apps, advertising platforms, among others.

Table of Contents

We also offer wireless roaming services through agreements with local mobile service providers throughout Brazil and other countries, allowing our subscribers to make and receive calls while outside of our concession areas. We provide reciprocal roaming rights to the customers of the mobile service providers with which we have such agreements.

Data services

We provide fixed broadband through xDSL technologies, coaxial cable and fiber (FTTH – fiber-to-the-home and FTTC – fiber-to-the-curb), with speeds ranging from 1Mbps to 300Mbps.

Through the GVT acquisition in 2015, we were able to further expand our data services by providing high-speed broadband to high-income customers across our target markets. GVT provided services that were complementary to our own, with limited overlap with the services we already provided. Such complementary services included fiber broadband to locations in the state of São Paulo (outside of the city of São Paulo, where we already have a large presence) and nationwide.

In 2018, we covered 100% of the municipalities in our concession area in the state of São Paulo and dozens of others throughout Brazil, reaching more than 7.5 million fixed broadband customers in total, and we expanded our national fiber network to reach approximately 20 million homes, of which almost 9 million alone consisted of FTTH technology.

In mobile broadband, we use a variety of technologies to provide wireless internet services to our customers. Our 3G network is currently available nationwide. In addition, we offer HSPA+ technology, which is commercially known as 3G Plus. This technology allows customers with compatible terminals (including handsets) to reach up to three times the speed of traditional 3G. In December 2018, we covered 4,417 municipalities with our 3G network, reaching 95.0% of Brazil's population. We also offer 4G LTE technology, which, by the end of 2018, was available in 3,100 municipalities, reaching 88.0% of Brazil's population, and also 4G+ LTE through carrier aggregation in 1,000 municipalities, reaching 62.7% of the Brazilian population.

Pay TV services

We began offering subscription-based television, or “Pay TV,” services via DTH (“direct to home,” a special type of service that uses satellites for the direct distribution of television and audio signals to subscribers) on August 12, 2007.

We currently provide Pay TV services by means of DTH and IPTV (a type of service that offers video broadcast through the use of IP protocol) technologies and as of December 31, 2018, had 1.6 million Pay TV customers, including more than 579 thousand IPTV customers.

Network services

Our network management technology ensures comprehensive management and supervision of all our network processes and network performance for our wholesale clients. We have two Network Management Centers, one located in São Paulo (with a remote team in Minas Gerais) and another located in Curitiba. These centers monitor all regions of the country, but each has a different function.

The Network Management Center in São Paulo monitors the critical network operational parameters of the countrywide transmission backbone, IP networks, broadband networks, packet/circuit core networks, VAS/Multimedia platform and global services. The remote team in Minas Gerais monitors the critical operational parameters of the radio access network, infrastructure and online services performance. The Network Management Center in Curitiba monitors the critical operational parameters of the countrywide transmission backbone, network interconnection and IPTV/DTH networks. These centers are able to identify abnormalities in both our network (fixed and mobile) and in third-party networks including networks of other operators and other corporate clients, using failure and signaling monitoring systems. In addition, quality and service standards are constantly monitored. The Network Management Centers are integrated with maintenance and operations teams that maintain and operate cellular network elements, as well as cellular infrastructure and transmission, in addition to the radio network elements and computing bases, service platforms and communications backbones.

Table of Contents

Our network provides for continuity of service to our customers in the event of network interruptions. We have developed contingency plans for potential catastrophes in our switchboard centers, power supply interruptions and security breaches.

We continuously aim to consolidate our network and increase its offerings, to deliver the best possible service to our customers and to meet their expectations. Currently, our incident monitoring process has been supported by automation applications that escalate certain incidents by notifying supervisors as well as through incident correlation. This advancement gives our team more efficiency and speed in detecting and solving problems in our networks. Some of the improvements we have made in recent years include advancements in the migration of time-division multiplex switches to next-generation network switches, which offer new digital services to our clients and reduce our maintenance costs, including improvements in levels of security, power supply, battery and air conditioning infrastructure. The most significant implementation of technology has been a project to exchange optical cabinets, used for offering voice and data services for Multi-Service Access Nodes, which allows us to offer broadband service to many clients who did not previously have this service.

In addition, we are monitoring virtualized environments that support our mobile Evolved Packet Core (EPC) and new service platforms to meet the needs of the market and expectations of our customers.

Network and facilities

We provide services referred to as industrial exploration of dedicated line (*Exploração Industrial de Linha Dedicada*, or EILD) pursuant to our concession agreement and our authorization agreements. The EILD consists of the rental of dedicated circuits and clear channel protocols for the provision of services to third parties.

In addition, we are able to offer a complete portfolio of wholesale products, including L2L, IP, Ethernet and MPLS. All of these products are used to meet the demands of other network operators and regional internet providers. The circuits are requested with different service level agreements, and we are required to provide the facilities with contingency routes, sites and equipment to improve the service against points of failure.

Our network consists of an access layer that connects our clients through our copper or optical networks, which are connected to voice and data centers. These centers are interconnected locally or remotely through transmission equipment connected predominantly with fiber optics and occasionally through a microwave network, which together form a network layer that enables connectivity between the various platforms as well as interconnection with other carriers. Our network strategy is based on the expansion of the fiber optic access network to allow greater coverage and broadband services for our customers, as well as to develop an integrated multiservice network and multimedia

applications. As a telecommunication service provider, we do not manufacture equipment for the construction of our networks and facilities. We buy the equipment from qualified suppliers in Brazil and abroad and through such equipment, we implement our networks and facilities through which we supply our services.

Wholesale services (including interconnection)

We have continuously adapted and expanded our network topology aiming to develop new business opportunities throughout Brazil by offering services to other telecommunications companies. The result has been a significant increase in the number of providers that use our wholesale services.

As part of our wholesale services, we provide interconnection services to users of other network providers. We earn revenue from any call that originates from another mobile or fixed-line service provider network connecting to one of our customers. We charge the service provider from whose network the call originates an interconnection fee for every minute that our network is used in connection with the call. See “—Operating Agreements—Interconnection Agreements.”

At the end of 2018, we had 495 local and long-distance interconnection agreements and 147 agreements for the provision of local and long-distance traffic.

The interconnection is a link between compatible telecommunications networks which permits that a fixed or mobile service user of one network can adequately communicate with the users of a network from another provider.

Table of Contents

All providers of telecommunication services (fixed or mobile) are required to provide interconnection upon request to any other telecommunication collective service provider. The conditions for interconnection agreements may be freely negotiated among the parties. The agreements are required to be formalized by contract, whose effectiveness depends on ANATEL's approval. If any given agreement is contrary to the principles of free competition or conflicts with other regulations, ANATEL may reject it. If the parties cannot reach an agreement on the terms of interconnection, including the interconnection fee, ANATEL may determine those terms and conditions by arbitration.

Digital Services (including Value-Added Services)

In 2018, we continued to accelerate the digital transformation process of our Company, which included launching new services with high relevance and tangible benefits for the customer, in important areas such as video, music, e-health and assistance services.

In video, Vivo remained as the local official carrier for American sports applications that are growing in popularity in Brazil, and similar to our 2017 partnership with the NBA, in 2018, we launched our NFL application, "NFL Game Pass," through an exclusive partnership with the NFL. NFL Game Pass is a premium service offering full access to all games in the world's largest American football league, including playoffs and the Super Bowl, as well as access to compact games (shortened versions of games showing highlights, lasting about 20 to 30 minutes), coaching, NFL RedZone and the NFL draft, all for a special price.

Vivo also launched an exclusive partnership with Amazon for Amazon Prime Video, allowing Vivo customers to access the service for three months for free and offering an Amazon Prime Video subscription at a 47% discount over the official price in the first six months.

In our music offering, we launched another exclusive partnership in Brazil with TIDAL, a high-fidelity music application with more than 57 million songs and 230,000 videos that are available online and offline, as well as live shows and exclusive albums.

In our e-health services, we launched Vivo Bem+, a health app that enables users to schedule convenient and affordable health services, such as medical appointments, laboratory tests and aesthetic procedures. The user can also speak to nurses 24 hours a day, at any time of the day, and the application locates pharmacies that are near to the user.

In our assistance services, we launched two new services, Vivo Guru and Vivo Home Fix. Vivo Guru is our technology assistance service for various devices, which allows users to speak to technology expert via telephone, chat and videoconference, available 24 hours a day. Vivo Home Fix is a service that enables customers to find and obtain home-related services such as plumbers, electricians, locksmith services, TV installation, and assistance to home appliances, whether scheduled in advance or for urgent circumstances.

Regarding the development of open innovation in the Telefónica Group, we highlight the Telefónica “Open Future” unit, which is an open, global program designed to connect entrepreneurs, startups, investors, and public and private organizations from around the world. Open Future’s main objective is to detect, develop and enhance talent and technological entrepreneurship in the local ecosystem of the 17 countries in which it is present and invest in all phases of development, to drive and accelerate the growth of ideas, projects, initiatives and companies. We believe the integrative nature of Telefónica Open Future enables innovation to be developed in different stages. It is structured around six initiatives, the objectives of which are as follows:

- Drive (including Think Big and Talentum Startups).
- Accelerate (including Crowdworking and Wayra).
- Invest (including Telefónica Ventures and the Amérigo Funds).

Telefónica Open Future ended 2017 as one of the main investors in Spain in open innovation, positioning itself as one of the major funds in Europe and Latin America in venture capital investment, which we believe positions Telefónica as one of the most innovation-oriented companies, and was recognized as such by the Startup Europe Partnership, a European Union platform, appraising the company as the second largest European company to support innovation.

Table of Contents

Wayra, a Telefónica Group global initiative, which in Brazil has accelerated 68 startups and made investments that exceed R\$11 million as of the date of this annual report, announced a new phase implementing a new strategic positioning and branding. Wayra accordingly ceased to be a startup accelerator and became the open innovation hub of the Telefónica Group as a whole, as well as an initiative of Vivo in Brazil, further enhancing synergies between the companies. In addition to accelerating Vivo's digital transformation process, Wayra will be used to seek new business and investment opportunities for us. Wayra is currently evaluating areas such as data analysis, artificial intelligence, cybersecurity, fintechs and blockchain.

Corporate

We offer our corporate clients comprehensive telecommunications solutions and IT support designed to address specific needs and requirements of companies operating in all types of industries (retail, manufacturing, services, financial institutions, government, etc.).

Our clients are assisted by our highly qualified professionals who are capable of meeting the specific needs of each company with voice, data, broadband and computer services solutions, including hardware and software (for example, anti-virus software). We work to consistently achieve greater quality and efficiency in our services and increase our level of competitiveness in the market.

Sale of devices and accessories

We sell LTE and WCDMA devices such as smartphones, broadband USB modems and devices that are certified to be compatible with our network and service. We have special offers on smartphones, USB modems and other data devices for customers of bundled packages. Our current device suppliers are Samsung, Apple, Motorola, LG, Alcatel, Asus, ZTE, Flex (WNC) and our accessories suppliers are Harman (JBL), Apple, Alfacomex (Ultimate Ears, SanDisk and Geonav), Positivo (Anker), Easy Mobile, DPC (Binatone Motorola), Allied (Chromecast and Amazon Fire TV Stick), Customic and i2Go.

Devices and accessories sales grew strongly in 2018, in line with our strategy to gain market share in this important market, through strong communication and brand awareness initiatives built on our "Vivo has everything" (in Portuguese, "*Tem tudo na Vivo*") campaign, a call to action emphasizing that Vivo can provide everything customers need, and also through our sales channels, which focused on attracting high-value customers to our physical and online stores.

Rates, Taxes and Billing

Rates

We generate revenue from (i) activation and monthly subscription charges, (ii) usage charges, which include measured service charges, (iii) interconnection fees that we charge to other telecommunications service providers, and (iv) other additional services. Rates for all telecommunications services are subject to extensive regulation by ANATEL. We set forth below the different methods used for calculating our rates.

Local rates

Our concession agreement sets forth three mandatory plans for local fixed service, and allows us to design alternative pricing plans. Customers have a choice among three plans that we are required to offer or any other alternative plan that we may choose to offer. ANATEL must be informed of any alternative plan and notified of its implementation. The three main mandatory plans are:

- Local Basic Plan: for clients that make mostly short-duration calls (up to three minutes), during regular hours;

Mandatory Alternative Service Plan (*Plano Alternativo de Serviços de Oferta Obrigatória – PASOO*): for clients that make mostly long-duration calls (above three minutes), during regular hours and/or that use the line for dial-up service to the internet; and

Special Class Individual Access (*Acesso Individual Classe Especial – AICE*): a plan created specifically for families enrolled in social programs from the Brazilian government.

Table of Contents

The following table outlines the basic billing requirements and gross rates for the Local Basic Plan and the Mandatory Alternative Plan as of the date of this annual report:

Characteristics of Plan	Local Basic Plan	Mandatory Alternative Service Plan
Monthly Basic Assignment		
Allowance (minutes included in the residential assignment)	200 minutes	400 minutes
Commercial Assignment Allowance (minutes included in the commercial assignment)	150 minutes	360 minutes
Local Call Charges		
Regular Hours		
Completing the call (minutes deducted from the allotment)	–	4 minutes
Completing the call after the terms of the allotment Sector 31	–	R\$0.17750
Local Minutes—charges in excess use of the allotment Sector 31	R\$ 0.11425	R\$0.04436
Minimum time billing	30 seconds	–
Reduced Hours		
Charge per answered call (minutes deducted from allotment)	2 minutes	4 minutes
Charge per answered call after the allotted duration Sector 31	R\$0.22260	R\$0.22260

As of the date of this annual report, the subscription to the AICE plan costs R\$ 13.72 and allows for 90 minutes of local fixed-line calls per month. Any additional fixed or mobile calls may be made only if the customer purchases prepaid credits. The prices of mobile and long-distance calls are determined pursuant to a standard plan.

Our concession agreement also sets forth criteria for annual fee adjustments for all of our plans for local fixed service. We derive a substantial portion of our revenue from services subject to this price adjustment. The method of price adjustment is an annual price index correction applied by ANATEL to our local and long-distance fees that reflects the inflation index for the period and a productivity factor, which is calculated based on a compensation index established by ANATEL to share earnings from fixed charge services with their users. Currently, the inflation index used by ANATEL is the IST, which reflects variations in telecommunications companies' costs and expenses. ANATEL has consistently complied with the fee range set by the concession agreements.

Long-distance rates

Rates for domestic long-distance calls are computed based on the time of day, the day of the week, duration and distance of the call, and also may vary depending on whether special services, including operator assistance, are used. We have several options of domestic long-distance calling plans for consumers using our carrier dial code (15). Customers of any local and long-distance operator may use Code 15 when dialing long-distance to benefit from our

rates. In order to readjust the long-distance local rates, ANATEL applies an annual price index correction that reflects inflation.

We also offer international long-distance rates, which are also available to all users using Code 15. International long-distance call charges are computed based on the time of day, the day of the week, duration and destination of the call, and may also vary depending on whether special services are used or not, including operator assistance. Our rates for international services are not subject to regulation and are not required to follow the annual rate adjustment described above for other services. We are free to negotiate our fees for international calls based on the international telecommunications market, to which our main competitor is Embratel.

With respect to long-distance calls, we have developed alternative rate plans for residential and corporate customers.

Mobile services rates

Regarding our Local Basic Plan, as described above, and certain roaming charges incurred in connection with alternative service plans, our authorizations provide for a mechanism to set and adjust rates on an annual basis. The maximum rate is calculated as the current rate *plus* the rate of inflation. This rate is revised annually and the rate of inflation is measured by the IGP-DI index. The maximum rate is applicable to all service plans, but mobile operators are allowed to freely set the maximum rates for alternative service plans (other than with respect to certain roaming charges).

Table of Contents

The initial price cap agreed by ANATEL and the Company in our authorizations was based on the previously existing or bidding prices, and has been adjusted annually based on a formula contained in our authorizations. As of the date of this annual report, the most recent adjustment was approved in February 2018 and established tariffs of R\$0.18306 for regular hours and R\$0.12814 for reduced hours.

Other telecommunications companies that interconnect with and use our network must pay certain fees, primarily an interconnection fee. The interconnection fee is a flat fee charged per minute of use that directly affects the mobile services rates. Since 2005, ANATEL has allowed free negotiations for mobile interconnection fees (MTR).

In December 2013, ANATEL established the reference values for MTR for 2014 and 2015, and in July 2014, for the years 2016, 2017, 2018 and 2019. The table below shows the ranges for these reference values:

Year	ReductionMTR	
	in %	in reais
2014	25	0.22164 – 0.25126
2015	33	0.14776 – 0.16751
2016	37	0.09317 – 0.11218
2017	47	0.04928 – 0.06816
2018	47	0.02606 – 0.04141
2019	50	0.01379 – 0.02517

In December 2018, ANATEL established the reference values for MTR for the years ranging from 2020 until 2023. The table below shows the reference values for each region (corresponding to different Brazilian states) in the General Authorization Plan (*Plano Geral de Autorizações*), or PGA, in reais:

Year	PGA		
	Region I	Region II	Region III
2020	0.01863	0.02128	0.04342
2021	0.01937	0.02191	0.04595
2022	0.02014	0.02255	0.04864
2023	0.02096	0.02327	0.05140

Interconnection fees

We are paid interconnection fees by any fixed-line or mobile service provider that either originates or terminates a call within our network. We also pay interconnection fees to other service providers when we use their network to place or receive a call. The interconnection agreements are freely negotiated among the service providers, subject to a price cap and to compliance with the regulations established by ANATEL, which include not only the interconnection basic costs including commercial, technical and legal aspects, but also the traffic capacity and interconnection infrastructure that must be made available to requesting parties. If a service provider offers to any party an interconnection fee below the price cap, it must offer the same fee to any other requesting party on a non-discriminatory basis. If the parties cannot reach an agreement on the terms of interconnection, including the interconnection fee, ANATEL can establish the terms of the interconnection. For additional information about interconnection fees, see “—Regulation of the Brazilian Telecommunications Industry Interconnection Fees.”

Data services rates

We receive revenue from charges for data transmission, which includes our fixed broadband, dedicated analog and digital lines for privately leased circuits to corporations and others services. Data transmission rates are not regulated by ANATEL, except for EILD (wholesale links up to 34 Mbps) and High Capacity Data Transport (wholesale links above 34 Mbps). Multimedia services operators are able to freely set the rates for alternative service plans.

Table of Contents

TV rates

Pay TV rates are not regulated. Service providers are allowed to freely set the rates for alternative service plans.

Taxes

The cost of telecommunications services to each customer includes a variety of taxes. The main tax is a state value-added tax, the *Imposto sobre Circulação de Mercadorias e Serviços*, or ICMS, which the Brazilian states impose at rates ranging from 7% to 35% on certain revenues from the sale of goods and services, including telecommunication services.

Other taxes include: (1) Federal Social Contributions (*Contribuição para o Programa de Integração Social*), or PIS, and Social Security Financing Contributions (*Contribuição para o Financiamento da Seguridade Social*), or COFINS; (2) Fund for Universal Access to Telecommunications Services (*Fundo de Universalização dos Serviços de Telecomunicações*), or FUST; (3) Fund for Telecommunications Technological Development (*Fundo para o Desenvolvimento Tecnológico das Telecomunicações*), or FUNTTEL; and (4) Fund for Telecommunications Regulation (*Fundo de Fiscalização das Telecomunicações*), or FISTEL.

Billing

For postpaid customers, we send each contract customer a monthly bill covering all of the services provided during the previous monthly period. Pursuant to Brazilian law, telephone service providers are required to offer their customers the choice of at least six different monthly payment dates. For prepaid customers, billing is available online.

We have a billing and collection system with respect to local, national and international long-distance voice, subscriptions, broadband, data, IT services, outsourcing, television and third-party services. For invoice payments, we have agreements with various banks. These agreements include options for customers to select their preferred payment type: direct debit, payment to a bank, Internet and other collection agencies (including lottery-playing facilities, drugstores and supermarkets). We aim to avoid losses in the implementation of new processes and the roll-out of new products through the monitoring of billing, collection and recovery controls. The billing process is audited by the Brazilian Association of Technical Standards (*Associação Brasileira de Normas Técnicas*), or ABNT. These practices are closely monitored by our revenue assurance team, which measures every risk of revenue loss detected along the

billing and collection chain. These risks are managed to minimize revenue losses.

Co-billing

In accordance with Brazilian telecommunications regulations, we use a billing method called “co-billing” for both fixed and mobile services. This method allows billing from other phone service providers to be included within our own invoice. Our customers can receive and subsequently pay all of their bills (including the fees for the use of services of another telephone service provider) on our invoice. To allow for this method of billing, we provide billing and collection services to other phone service companies. We have co-billing agreements with national and international long-distance phone service providers. Similarly, we use the same method of co-billing to bill our services to customers of other fixed and mobile providers. This service is charged to the long-distance operator, by means of a call record described in the invoice.

For customers who use our long-distance services through operators that have no joint billing agreement with us, we use direct billing through the national registry of clients.

Value added services

Value-added services such as entertainment, information and online interactivity services are available to mobile prepaid as well as postpaid customers through agreements with content suppliers. These agreements are based on a revenue-sharing model.

Third-party services

We incorporate third-party services in our billing, collection and transfer process. These services are later passed on to the third party contractor.

Table of Contents

Collection

Our collection policies with respect to customers in default follow ANATEL regulations, as well as those of Serviços de Telecomunicações, or RACO, and the Foundation for Consumer Protection and Defense (*Fundação de Proteção e Defesa do Consumidor*), or PROCON. For mobile, fixed and Pay TV customers, as a general rule, if payment is more than 15 days overdue, service can be partially suspended by blocking out-going calls that generate costs to the customer. If payment is more than 30 days overdue after this partial suspension, the service can be fully suspended, disabling all services (out-going and incoming calls), until payment is received. We offer an installment payment plan for clients with overdue balances. However, if accounts are not paid after 30 days following the total suspension, the contract can be canceled and reported to credit protection agencies.

The collection process for customers in default involves several steps, from an internal interactive voice response, SMS contact, email contact, followed by a late payment notice, and finally reporting customer information to an external credit bureau. Concurrently with our internal process, delinquent customers are also contacted by collection agencies. Customer risk profile, overdue debt and other quality issues are used to increase strategy efficiency and maximize debt recovery efforts. As of January 2018, bad debt provisions were adjusted due to changes brought by IFRS9, including new criteria that follow an expected credit loss model, adopting a percentage of risk for each debt payment profile until the moment of effective loss (100%). The percentages were calculated according to the historical behavior of delinquency for each segment. In accordance with Brazilian regulations, bad debt write-offs are permitted for late payments of zero to R\$5,000 if they are over 180 days late or R\$5,001 to R\$30,000 if they are over 365 days late. Late payments of over R\$30,001 that are open for more than 365 days require a lawsuit to be initiated. This rule is applied for outstanding debt through October 8, 2014; after this period, the amount ranges for bad debt write-offs change as follows: zero to R\$15,000 if they are over 180 days late or R\$15,001 to R\$100,000 if they are over 365 days late. Lawsuits are required for debts over R\$100,000 open for more than 365 days.

In the year ended December 31, 2018, the monthly average of partial suspensions, for mobile and fixed services, was 4.6 million lines and the monthly average of total suspensions was 856,049 lines. For Pay TV services, the monthly average of partial and total suspensions was 180,768 terminals and 35,739 terminals, respectively. Provisions for doubtful accounts in the year ended December 31, 2018 were 2.3% of the total gross revenue.

Our Markets of Operation

Our concession agreement allows us to operate in the state of São Paulo, except for a small region that is still subject to an earlier concession. In addition, we offer fixed telephone, data and Pay TV services throughout Brazil pursuant to licenses and authorization. We also operate mobile voice and broadband services throughout Brazil, under the mobile service (SMP) authorization. The following table sets forth population, gross domestic product (GDP), and per capita GDP statistics for each state in our service regions at the dates and for the years indicated:

Last Available IBGE Data from 2016 (1)

Area	Pop. (million)	Percent of Brazil's pop.	GDP (R\$ million)	Percent of Brazil's GDP	Per capita GDP (reais)(2)
São Paulo State	44.7	21.7 %	2,038,005	32.5 %	45,542
Rio de Janeiro State	16.6	8.1 %	640,186	10.2 %	38,482
Minas Gerais State	21.0	10.2 %	544,634	8.7 %	25,938
Rio Grande do Sul State	11.3	5.5 %	408,645	6.5 %	36,207
Paraná State	11.2	5.4 %	401,662	6.4 %	35,726
Bahia State	15.3	7.4 %	258,649	4.1 %	16,931
Santa Catarina State	6.9	3.3 %	256,661	4.1 %	37,140
Federal District	3.0	1.5 %	235,497	3.8 %	79,100
Goiás State	6.7	3.2 %	181,692	2.9 %	27,135
Pernambuco State	9.4	4.6 %	167,290	2.7 %	17,777
Ceará State	9.0	4.4 %	138,379	2.2 %	15,438
Pará State	8.3	4.0 %	138,068	2.2 %	16,690
Mato Grosso State	3.3	1.6 %	123,834	2.0 %	37,463
Espírito Santo State	4.0	1.9 %	109,227	1.7 %	27,488
Mato Grosso do Sul State	2.7	1.3 %	91,866	1.5 %	34,248
Amazonas State	4.0	1.9 %	89,017	1.4 %	22,245

Table of Contents

Area	Last Available IBGE Data from 2016 (1)				
	Pop. (million)	Percent of Brazil's pop.	GDP (R\$ million)	Percent of Brazil's GDP	Per capita GDP (reais)(2)
Maranhão State	7.0	3.4 %	85,286	1.4 %	12,264
Rio Grande do Norte State	3.5	1.7 %	59,661	1.0 %	17,169
Paraíba State	4.0	1.9 %	59,089	0.9 %	14,774
Alagoas State	3.4	1.6 %	49,456	0.8 %	14,724
Piauí State	3.2	1.6 %	41,406	0.7 %	12,890
Rondônia State	1.8	0.9 %	39,451	0.6 %	22,073
Sergipe State	2.3	1.1 %	38,867	0.6 %	17,154
Tocantins State	1.5	0.7 %	31,576	0.5 %	20,599
Amapá State	0.8	0.4 %	14,339	0.2 %	18,329
Acre State	0.8	0.4 %	13,751	0.2 %	16,838
Roraima State	0.5	0.2 %	11,011	0.2 %	21,413
Total	206.2	100.0 %	6,267,205	100.0 %	30,411

(1) According to IBGE data (2016) – subject to revision.

(2) Average per capita GDP for Brazil, weighted by the percentage of the population represented by each state.

Seasonality

Our business and results of operations are not materially affected by seasonal fluctuations in the consumption of our services.

Marketing and Sales

Our commercial distribution network (marketed under the Vivo brand), as of December 31, 2018, consisted of 286 own sales outlets throughout Brazil. In addition, we also have approximately 13,300 sales outlets run by authorized dealers (including exclusive dealers and retail channels), maintaining a solid capillarity strategy that contributed to our leadership position in the Brazilian telecommunications market.

In 2018, we had approximately 600,000 points of sales where prepaid mobile service customers could purchase credits using the Distribution or Online channels. Prepaid phones can be credited remotely or by purchasing cards containing credits. Credits may also be purchased through credit and debit cards, call centers, Vivo PDV (M2M using a cell phone for transferring the credit), personal recharge (using the phone itself to recharge credits), as well as certain certified internet websites.

We bring our solutions to our clients through the following physical sales channels:

Vivo stores: located in strategic points, our own stores provide a complete portfolio of products and services through a highly trained team, built to guarantee the best sales experience for the customer. Following the massive and increasingly digital transformation in the global community and environments, we have been adapting the way to offer our services in Vivo stores to customers. These changes include self-service terminals to offer after-sales services, as well as the convenience of scheduled appointments via the internet, delivery of SMS passwords and online queue tracking, all to minimize time spent waiting in lines. In addition, to improve customer experience, we added 5 new flagship stores in strategic locations in Curitiba, Belo Horizonte, Ribeirão Preto, São Paulo and Brasília and launched the Store-in-Store concept with a strategic certified partner (Móveis Brasília) in the states of Paraná and Santa Catarina. This new business model is an important development that we believe can strongly leverage our capillarity in regions where Vivo has a relatively smaller exclusive channels presence, taking advantage of partner retailers' existing footprints to provide customer service and sales of services and smartphones. We continue to focus on the transformation of the traditional POS (Points of Sale) into the PDX (Points of Experience).

Exclusive dealers: this channel is composed of select companies that have been certified to provide our full product portfolio. These dealers comprise a wide distribution network throughout the country. Although the channel offers the entire product portfolio, its focus is on the postpaid product. We are also constantly updating and enhancing these stores to provide a better purchase experience to the customer, to ensure an experience that is consistent with our own stores.

Table of Contents

Retail channel: our retail channel sells postpaid and prepaid products and recharge services that are marketed by our partners' own sales teams. This channel maintains a strong partnership relation with retailers through our sales incentive program (tying compensation to sale performance), which was revised to have a more intuitive interface and additional attractive rewards, including trophies that are awarded to the best performance in each category in the country. In addition, we relaunched the *promotoria*, a sales representative program focusing on promoting the brand in a more effective way and emphasizing retailers in locations where Vivo has a relatively lower market share and that we believe have a high market capture potential.

Distribution channel: the broadest and most complex sales channel across our markets, this channel allows our prepaid customers to purchase service credits. In order to be as close as possible to potential and existing customers, this channel comprises authorized agents, lottery stores, post offices, bank branches and small retailers, such as pharmacies, newspaper stands, bookstores, stationery shops, bakeries, gas stations, bars and restaurants. The channel is currently responsible for 85% of our prepaid sales and 75% of mobile recharges. In 2018, we implemented measures to obtain higher commercial efficiency standards by reducing the total amount of dealers through a consolidation strategy.

Door-to-door sales: aimed at approaching clients that our other channels cannot reach, we use niche physical channels, such as door-to-door sales of services by outsourced small companies and our own team of consultants. These operations were already active in prospecting clients in central and peripheral regions, and are now supported by a dedicated support structure (including administrative, backoffice, and technology support) to help capture convergent sales, mixing mobile, fixed voice, tv bundles and broadband services in a single transaction, focusing on the high-value segment. This channel utilizes approximately 80 third-party companies and approximately 4,300 sales representatives.

Telesales: a channel with no geographical limitations, our telesales channel can reach existing and potential customers across the whole country, offering our full product portfolio, from prepaid to postpaid products, as well as fixed voice, broadband and TV bundles. We are able to identify a wide range of prospective new clients through our active outbound telesales operations, as well as to direct all incoming inquiries through our inbound telesales operations. This solid structure consists of our own telesales team and a select group of outsourced companies specialized in this business. Reaching 10 million products sold, about 14 million calls and, in outbound, more than 186 million contacts passed through our mailings. Through the implementation of voice biometrics and speech analytics technology, we obtained feedback on our sales process, leading to improvements in quality KPIs by reducing unwanted contacts and excessive calls. In addition, we have made advances in the implementation of new sales platforms in order to integrate the whole client life cycle, and to evolve through the use of artificial intelligence.

In the digital and customer service channels, e-commerce results grew 220% in the mobile segment and 33% in the fixed segment. The continuous improvements in e-commerce usability, which contribute to customers' digital experience and consequently to the Vivo brand's digital presence, have directly impacted these results. Among these improvements, the Pick-up in Store project stands out, which enables customers to purchase smartphones online and pick up their purchases in our physical stores. The project already represents more than 30% of e-commerce sales in the markets where it was launched. This is a pioneering initiative in the telecommunications market, as we are the first operator to offer this convenience to customers in Brazil.

Meu Vivo, our main self-service channel, which reinforces our digital service strategy, also contributed to the positive performance of digital channels: the app's users increased by 30% in 2018 compared to 2017 and digital interactions with customers reached 70% of total contacts with Vivo in 2018, compared to 15% in 2017.

Seeking to foster innovative digital services in customer service, Vivo launched the cognitive relationship platform named "Aura," replacing the virtual assistant Vivi. "Aura" is already in more than 20 digital channels for our clients, and performs more than 1 million queries per month.

Table of Contents

This year during the Black Friday/Black November period, we believe we were successful in capturing online sales and reinforced our digital maturity during this promotional season in Brazil. Sales grew by 6% in the month of November 2018, compared to the same period in 2017.

In order to accelerate all transforming fronts, we launched Vivo Digital Labs to accelerate the digitalization deliveries of e-care and e-commerce experiences. Comprised of multidisciplinary teams, the “SQUADS,” which work with the application of agile methodologies and innovative approaches, focused on assertively delivering improvements in customer experience in digital channels. Vivo Digital Labs symbolizes a new work concept, in addition to inspiring a culture of innovation with transparency, customer focus, and diversity for our company as a whole.

All these efforts in digital channels contributed to a record level of cost reduction with the evolution of our digitalization efforts, leading to a 16.8% decrease in invoicing and posting costs, a 14.5% decrease in call center costs and a 27.1% decrease in commissions costs for recharge services in the third quarter of 2018 as compared to the same period in 2017.

Customer service

Throughout 2018, digitalization and operational improvements drove a drop of more than 20% in inbound customer calls compared to 2017. Additionally, there was an improvement in the customer experience, enhanced by a decrease in recalls and outliers’ assessment as well as by increasing the autonomy of representatives seeking a first-contact-solution. We believe that part of it is due to an effort to expand digital channels and the development of more self-service options.

Among the main projects that relate to our digital strategy is the humanized Interactive Voice Response, or IVR, service, which already supports 90% of our traffic and offers more than 80 services through a friendly and more humanized experience, using customized menus and helping to improve IVR retention.

Focusing on new features and boosting its adoption, the Meu Vivo app is helping to migrate calls to digital with its 12 million unique users. The app is connected to Aura, Vivo’s Artificial Intelligence technology, which was launched in February and had 15 million interactions within the first 10 months of operation. Vivo was among the first operators in the country to offer a relationship tool based on artificial intelligence.

Although the efforts mentioned above serve to increasingly drive customers towards our digital channels, some customers still prefer to talk to someone – even if it is a bot developed by our Cognitive Call Center (*Call Center Cognitivo*) that has been already handling hundreds of thousands of calls with positive approval ratings and significant accuracy. And regarding a continuous improvement, it will keep learning new subjects at the brand-new Bot Training Center, where our best human representatives analyze our bot's interactions and help it to improve.

To tie all the above-mentioned digital projects together and to ensure the best customer experience, we created a corporate culture program committed to delivering a unique and fun experience across all our points of contact. The program will drive our decisions and priorities to guarantee a journey aligned to four main principles: be reliable, easy, delightful and efficient.

The outlook for 2019 is to maintain the investment strategy in projects that improve the customer experience, with emphasis on cognitive and artificial intelligence, modernization of the infrastructure and process automation. We are focused on the journey towards digitalization, guided by a renewed customer-centric culture, to improve the perception of quality by our customers.

Technology

In order to offer a greater variety of integrated services, we have incorporated a series of new technologies in our voice and data networks.

We remain focused on the evolution and convergence of the mobile and fixed networks based on All-IP IMS technology, encouraging technological advancement and offering new services to our customers. The voice network is being prepared to migrations of mobile subscribers 2G and 3G to Voice over LTE, or VoLTE, as well as to increase the offer of VoIP technology for our fixed subscribers. In addition to convergence and modernization, we will also invest in network virtualization promoting better use of network resources.

Table of Contents

The voice network has been modernized with the use of new generation technology that improves redundancy, reliability and capacity. In addition, we have already started the implementation of VoLTE technology that will allow us to offer voice services over LTE access instead of CS (Circuit Switch) Fallback, or CSFB, which we currently use. As a result, we expect a faster call completion comparing with CSFB. We expect to improve the voice communication experience, offering voice service with HD quality that is native for VoLTE technology. We expect to obtain higher quality voice communications and services experiences with VoLTE technology, and are investing in SRVCC (Single Radio Voice Call Continuity) enhancements that will improve call continuity through new handover scenarios between IMS (LTE) and CS (Circuit Switch). We plan to keep offering VoWiFi (Voice over Wifi) technology, which is an option for offloading mobile communications traffic through wifi. We also have already started to implement Voice over FTTH technology that will allow us to offer voice services over FTTH access instead of voice over copper currently used. As a benefit, we expect to have cost savings for equipment, lines, manpower and maintenance. We also expect to offer new voice services in order for that to be possible, a new Core infrastructure has already been installed in Vivo networks: the IMS Core, an ALL-IP framework that uses the IP protocol as the main protocol for the network and that will be a complete convergent core (unique core) for both VoLTE mobile subscribers and VoIP fixed subscribers.

We have equipped the network to support traffic bursts of enterprise inbound and outbound call center services, such as contact center and outbound dialing, by developing and implementing high-capacity and scalability core elements.

As more services migrate to IP, the IP backbone has become a strategic asset to support customer demands and increase revenues. The migration of sensitive and demanding services such as voice and television to IP has also increased the demand for higher quality broadband networks and is further augmented by growing products like cloud services and video on demand. At the same time, the expansion of fiber to customer homes and the launch of our 4.5G services (Carrier Aggregation) strongly increases bandwidth demands over the networks. As a result, three main drivers have surfaced as critical to business: availability, performance and cost-effectiveness.

To reach these goals it is essential to optimize network resources and find synergy multipliers. This optimization process has started with the integration of Vivo's and GVT's IP backbones through our network and avoiding redundant infrastructure. For this purpose, we have designed a robust architecture, using two distinct backbones to provide public and private services using multi-protocol networks infrastructures, to guarantee service reliability to our clients.

Nonetheless, as more and more bandwidth is offered to customers, the need to bridge the gap between revenues and investment to cope with greater traffic becomes increasingly clear. The next step of network simplification entails a deeper-level evolution, which was initiated in 2018 through the exchange of existing routers for new ones with a higher capacity to allow for the unification of specialized routers, reducing network layers, bringing services and content nearer to customers and ultimately, transforming the backbone into one multiservice network.

The new design acknowledges service evolution, as voice, messages and circuits become data packets, reducing the need for growing capacity in multiple steps. We believe that in the coming years, layer simplification could allow us to bring content even further to the edge, improving costs and quality at the same time.

Those actions are expected to optimize investment in an aggressive traffic increase context and lay the grounds to deliver the next step in data services quality. Even though bandwidth has been the main technical advantage for several years, latency will take over as the main broadband selling point. To reduce network latency means delivering more responsive services and obtaining higher customer satisfaction.

To achieve this result, we believe service should be decentralized and nearer the edge of the network, closer to customers, which we have done by expanding the use of caching solutions throughout the network, making content locally available to our customers, reducing traffic costs while strongly improving the user experience without increasing access investments.

We further optimized costs by sharing access networks with other Brazilian operators, in which IP backbones played a key role in connecting and transporting traffic among different operator's networks, reducing the need for mobile sites expansion.

Table of Contents

Finally, as the Internet address numbers in Brazil were exhausted in 2014 and our own resources are reaching critical levels, we have seen strong growth in the next version of the IP protocol, the IPv6. Vivo has completed IPv6 project in 2017, which is important to guarantee full connectivity to our clients and support sales to keep expanding our customer base.

In projects related to Local Area Network (LAN), we provide local connectivity to all platforms and servers that provide telecommunications service, fixed or mobile. The Local Area Network works as access for all services to the data network by connecting them to the IP Backbone.

We are evolving the Standard Ethernet Local Area Network (LAN) structure for the TRILL protocol (RFC 6326). The use of this protocol makes it possible to increase the resilience of the environment, allowing a considerable reduction in the faults that occurred and that could sometimes cause affectation in the service of the final client. We are also implementing the concept of decentralization in Technical Data Centers with Top of Rack (TOR) and End-of-Row (EOR) switches allowing cost savings with structured cabling, energy reduction, space and cooling. New sites are already built using this concept. In 2018 we implemented this concept in 27 sites.

In 2016, we implemented the Cache solution to reduce bandwidth consumption on the IP backbone by locally storing content from partners such as Google, Netflix, Akamai, and Facebook. With this, we can optimize network resources, improve service quality and user experience. In 2018, the Cache framework was expanded in three more sites.

Regarding network security projects, we are constantly working to protect our network from a variety of targets and natures of attacks, besides tightening our perimeter security, we have been focused on automation to allow more visibility and proactivity to minimize risks and keep the confidentiality, integrity and availability. Periodic tasks such as analyzing attacks notifications, auditing firewalls rules and evaluating security elements performance have been the main areas subject to automation, allowing security professionals to focus on problems that are more complex. Always observing the evolution of the threats and the potential of the attacks, in 2018 we continued to increase the traffic capacity to be detected and mitigated by the protection tools, considering attacks coming from inside and outside our network.

We offer the IPTV service through the FTTH network using the Open Platform, created to revolutionize the way that Telefonica delivers the IPTV service. This platform consists of Pay TV with video broadcasting offered through the IP protocol. It consists of several global partners, developing modules in partnership with Telefonica and connecting into the existing Global Video Platform. Our local team customized the middleware for Set-Top-Box, creating one standard version which brings better time-to-market for new developments and product releases, as well as future convergence between IPTV and DTH platforms. Several components were integrated to create a whole new ecosystem for IPTV, such as the inclusion of Instant Channel Change (ICC), Retransmission and Applications providing a better user experience. Additional services, such as pay-per-view and VoD, are also available.

Telefonica has the IPTV service available to more than 100 cities throughout Brazil, and our plan for 2019 is to maintain the expansion of IPTV offering for more new cities. This project is part of ultra-broadband (FTTH) expansion plan which includes digital services such as video.

In addition, with this new technology (Open IPTV) other Telefonica companies based in Latin America will have the opportunity to receive the developments made in Brazil to deliver the same service and features to their clients. Countries like Argentina and Chile have also deployed their open platform IPTV service, while other countries like Colombia and Peru are at the stage of setting up their local infrastructure for deployment in 2019.

Besides the expansion to other cities, new features will be incremented on the client for a better experience, such as Time Shift, Catch Up, PiP, 4K content and new Apps.

We also offer digital television service via satellite (DTH) to the subscribers that receive broadcast/PPV content through a Ku band antenna and standard Set Top Box (with Smart Card), also available with a Personal Video Record (PVR) service with 4K technology. The customer has additional services through IP protocol when connecting the Set-top-box into broadband service, offering VoD and interactive applications. After four years, we expect to use one satellite and one Middleware solution consolidating in a single platform.

Table of Contents

Our development plan contemplates the use of the most advanced technology available, focusing on integration with the internet and an increase in the number of multimedia transmission services, with an emphasis on DSL, FTTH (GPON), NGN, DWDM, ROADM and relays technologies of TV over IP protocol (IPTV), satellite (DTH), and the continuous evolution of TV services.

Telefonica Brasil continued to expand the capacity and coverage of its mobile networks in order to absorb the growth in voice and data traffic, further away from the competition, with significant growth in 4G coverage, while remaining as the 3G technology leader.

At the end of 2018, our mobile network covered 4,592 cities in Brazil in the LTE Advanced Pro, LTE, WCDMA and GSM / EDGE digital technologies. The number corresponds to 82.44% of the total cities in Brazil or 96.01% of the Brazilian population. At the end of 2018, our 2G / GSM-EDGE network extended across 3,759 cities. In the same period, the 3G / WCDMA network was present in 4,417 cities.

The 4G / LTE technology launched in 2013 was an important advance for our mobile network since it has higher transmission rates than 3G. In 2018, we continued to expand the coverage of this technology and by the end of the year, our 4G network was present in 3,100 cities.

Since 2015, we started to develop network sharing in 4G with OI and TIM. At the end of 2018, 128 Brazilian cities had radio base stations shared and in 299 cities we provided new 4G coverage with RAN Sharing using infrastructure from TIM or OI. In 2017, we also started to develop network sharing in 3G with Claro and at the end of 2018, 159 Brazilian cities had radio base stations shared and in 141 cities we provided new 3G coverage with RAN Sharing using infrastructure from Claro. In 2018, we also started to develop network sharing in 3G with TIM, and at the end of 2018, 37 Brazilian cities had shared radio base stations, and in 66 cities we provided new 3G coverage with RAN Sharing using infrastructure from TIM. The strategy of Radio Access Network Shared allows us to fulfill part of the ANATEL's requirements that were imposed as part of our spectrum acquisitions.

We started in 2016 offering new LTE frequencies (700 MHz and 1800 MHz) activating LTE Advanced Pro technology (commercially known as 4G+), with the goal of improving coverage, capacity and the customer experience. At the end of 2018, we reached 1,000 cities with this technology.

Fraud detection and prevention

During 2018, we continued our work in combating the two main types of fraud, as follows:

Subscription fraud: is a type of fraud that occurs when the issuance of one or more accesses are granted without the consent of the real “holder” of identification documents with the main objective of evading payment. We had a reduction of 48.5% in losses related to subscriptions, from R\$11.7 million in 2017 to R\$6.02 million in 2018. The primary cause of this reduction was the revision of certain detection processes and improvements of controls used to monitor fraud events, which took place during the year, enabling us to capture more cases of fraud relative to the expansion of our network in the period.

Identity Fraud: also known as "social engineering," an identity fraud takes place through call centers or resellers, where a caller has access to information belonging to our existing clients contacts our call centers and makes unauthorized changes and activations. We had a reduced loss in relation to expenses with this type of fraud, amounting to R\$0.001 in the year. We were able to ensure that these kinds of losses did not cause broader financial costs by quickly identifying such instances, ensuring the efficiency of our processes.

Operating Agreements

Interconnection agreements

The terms of our interconnection agreements include provisions with respect to the number of connection points and traffic signals. See “—Regulation of the Brazilian Telecommunications Industry—Interconnection Fees.”

We believe that we have adequate interconnection agreements with fixed-line operators necessary to provide our services and that we have all the necessary interconnection agreements with long-distance carriers.

Table of Contents

Roaming agreements

We provide international GSM roaming in over 200 destinations worldwide by means of over 500 roaming agreements with local service providers.

Network sharing agreement

In 2014, Telefônica Brasil announced that a network sharing agreement with Nextel was signed to provide mobile services coverage (voice, data and SMS) through our 2G and 3G network to 67 area codes. The initial contract conditions established a five-year term, with a minimum payment of R\$1.0 billion for the whole period as follows: (i) R\$44.3 million in the first year; (ii) R\$132.1 million in the second year; (iii) R\$237.1 million in the third year; (iv) R\$263.0 million in the fourth year and (v) R\$361.5 million in the fifth year. Terms and payments are subject to the fulfillment of the contractual obligations assumed by the parties.

ANATEL approved the agreement and the execution of the operation in March 2014. The network sharing has been fully operational since July 31, 2014, when the Parties executed the Notice of Network Full Availability.

In 2016, both parties decided to review the network sharing agreement and extend it throughout the national territory, and decided to enter into a RAN Sharing Agreement in order to provide Nextel the network conditions to fulfill its mobile coverage obligations. RAN Sharing agreement was approved by CADE in July 2016 and by ANATEL in August 2016. ANATEL's approval was conditioned to the effective commercialization of SMP service in the locations subject to Nextel obligations and to a mandatory revision by Anatel after a two-year period. The RAN Sharing agreement is under revision by the regulator which shall verify the parties' compliance with related obligations.

In March 2015, Claro and Telefônica entered into a RAN Sharing agreement in order to provide telecommunication coverage in rural areas in Brazil, which was approved by CADE and ANATEL.

In December 2015, Telefônica, Oi and TIM entered into a RAN Sharing agreement in order to provide mobile services coverage (voice, data and SMS) through the 4G network and comply with coverage commitments assumed by the operators. The agreement was approved by CADE and ANATEL.

In August 2016, ANATEL approved the agreement between Telefônica and TIM to share electronic equipment and mobile sites for the fulfillment of obligations related to providing telecommunication coverage in rural areas.

The approval of the aforementioned agreements, however, does not exempt the providers from fulfilling their obligations, nor from the coverage of the entire area. In the case such agreements are terminated before the expected deadline, each provider must meet its coverage commitments with its own network, under the penalty of extinction of the use of radio frequencies' authorizations.

Competition

Competition in the fixed and mobile markets continued to be intense in 2018. Faced with the high demand for connectivity, Brazilian telecoms have focused on modernization and innovation as levers to remain competitive in the market. The leading companies have been directing efforts and investments toward the digital transformation of business operations, aiming to improve the balance between customer growth and loyalty, revenue growth and margins. For these reasons, the major operators accelerated the 4.5G coverage, rolled out fiber and included value-added services in the offers in order to differentiate their mobile and fixed portfolios.

The Brazilian consumer market is increasingly knowledgeable and demanding, expecting not only the best service delivery, as well as the best cost-benefit. Therefore, operators have prioritized the expansion and digitalization of company-customer interactions.

In the mobile market, we continued to lead in market share, with a 31.9% share according to information from ANATEL as of December 2018. This year, the competition remained aggressive in 4G and 4.5G network coverage and subscribers' growth.

We lead the mobile market in 13 states: Acre, Amazonas, Amapá, Bahia, Espírito Santo, Mato Grosso, Mato Grosso do Sul, Minas Gerais, Pará, Rio Grande do Sul, Roraima, São Paulo and Sergipe. TIM, a Brazilian telephone company and subsidiary of Telecom Italia lead the mobile market in six states: Alagoas, Ceará, Pernambuco, Paraná, Rio Grande do Norte and Santa Catarina. Oi leads mobile services in two states: Maranhão and Paraíba. Claro Brasil or Claro is a mobile operator controlled by the Mexican company America Móvil Group, and leads mobile service in six states: Distrito Federal, Goiás, Piauí, Rio de Janeiro, Rondônia and Tocantins (according to ANATEL, as of November 2018).

Table of Contents

On the fixed front, the wireline and pay TV services reported net disconnections, according to ANATEL. In broadband, the market continued to expand mainly in ultra-broadband and fiber accesses. Our main competitors in fixed telecommunications services are Claro Brasil (which includes NET, Claro and Embratel) and Oi, which is stronger in the fixed services outside the State of São Paulo. TIM (a subsidiary of Telecom Italia) has been offering its fixed broadband network ‘TIM Live’ in five cities. SKY, currently controlled by AT&T (expected sale to the Time Warner group), has pay TV and broadband services (LTE TDD 4G). In addition, we have competition from many regional service providers throughout the country.

Regulation of the Brazilian Telecommunications Industry

Our business, including the services we provide and the rates we charge, is materially affected by comprehensive regulation under the General Telecommunications Law and various administrative rules thereunder. We operate under a concession agreement that authorizes us to provide specified services and subjects us to certain obligations, according to the General Universal Service Targets Plan (*Plano Geral de Metas de Universalização – PGMU*), and the General Quality Targets Plan (*Plano Geral de Metas de Qualidade – PGMQ*).

ANATEL is the regulatory agency established by the General Telecommunications Law, and is administratively and financially independent from the Brazilian government. Any proposed regulation by ANATEL is subject to a period of public comment and, occasionally, public hearings, and its decisions may be challenged in Brazilian courts.

Concessions and authorizations

In accordance with the General Telecommunications Law, concessions are licenses to provide telecommunications services granted under the public regime, while authorizations are licenses to provide telecommunications services granted under the private regime.

Companies that provide services under the public regime, known as the concessionaires, are subject to certain obligations as to quality of service, continuity of service, universality of service, network expansion and modernization.

A concession may only be granted pursuant to a public bidding process. As a result, regulatory provisions are included in the relevant concession agreements and the concessionaire is subject to public service principles of continuity, changeability and equal treatment of customers. In addition, ANATEL is authorized to direct and control the provision

of services, to apply penalties and to declare the expiration of the concession and the return of the reversible assets from the concessionaire to the government authority upon termination of the concession. Another distinctive feature of public concessions is the right of the concessionaire to maintain economic and financial standards, which are calculated based on the rules set forth in our concession agreement and was designed based on a price cap model. The concession is granted for a fixed period of time and is generally renewable only once.

The companies that operate concessions under the public regime are Telefônica Brasil, Oi, Algar, Sercomtel and Claro (Claro for domestic and international long distance service). These companies provide fixed-line telecommunications services in Brazil that include local, intraregional, interregional and international long-distance services. All other telecommunications service providers, including the other companies authorized to provide fixed-line services in our concession region, operate pursuant to authorizations under the private regime.

Companies that provide services under the private regime, known as authorized companies, are not subject to the same requirements regarding continuity or universality of service; however, they may be subject to certain network expansion and quality of service requirements that are obligations set forth in their authorizations. Authorizations are granted for an indeterminate period of time. Under an authorization, the government does not provide a guarantee to the authorized company of a financial-economic equilibrium (*equilíbrio econômico-financeiro*), as is the case under concessions.

Table of Contents

An authorization is a license granted by ANATEL under the private regime, which may or may not be granted pursuant to a public bidding process, to the extent that the authorized company complies with the objective and subjective conditions deemed necessary for the rendering of the relevant type of telecommunication service in the private regime.

The General Telecommunications Law delegates to ANATEL the power to authorize private regime companies to provide local and intraregional long-distance services in each of the three fixed-line regions and to provide intraregional, interregional and international long-distance services throughout Brazil. ANATEL has already granted authorizations for companies to operate in Region III, our concession region. ANATEL has also granted other authorizations for companies to operate in other fixed-line regions and authorizations to provide intraregional, interregional and international long-distance services throughout Brazil competing with Claro, which operates under a long-distance fixed-line concession.

Concessionaires, including us, can also offer other telecommunications services in the private regime, which primarily include data transmission services, mobile services and Pay TV.

Obligations of telecommunications companies

Pursuant to the concessions and authorizations, we and other telecommunications service providers are subject to obligations concerning quality of service, network expansion and modernization. Telecommunication concessionaires are also subject to a set of special restrictions regarding the services they may offer, which are listed in the General Grants Plan (*Plano Geral de Outorgas – PGO*), and special obligations regarding network expansion and modernization contained in the PGMQ.

In 2001, a presidential decree published with the PGO increased the flexibility of telecommunications provider groups as fixed line concessionaires by allowing them to provide services in up to two of the three regions established by the PGO. Before this decree, telecommunications provider groups holding fixed-line concessions could offer fixed line services in only one region under the public regime.

In 2008, another presidential decree allowed concessionaires to operate outside their concession areas and unified sectors 31, 32 and 34. Thus, region III was comprised of sectors 31 and 33.

In December 2016, ANATEL held a public consultation relating to the new rules of the PGO containing an exclusive chapter aimed at verifying the migration of fixed telephony concessions for authorizations, in accordance with the new legal framework discussed in the Congress. The new regulation will only take effect after the approval of the new regulatory framework, which has not occurred until the present moment.

Any breach of telecommunications legislation or of any obligation set forth in concessions and authorizations may result in a fine of up to R\$50 million.

Our main operations are regulated as follows:

Fixed line voice services (local and long distance) under concession agreement in the state of São Paulo and under authorization agreement in the rest of the Brazilian territory. The concession was granted in 1998 by the Brazilian Government and renewed in December 2005 for 20 more years. It authorizes us to provide fixed-line telecommunications services in the state of São Paulo, except for a small area (Sector 33) and to place and manage public telephones in our concession area. We also provide fixed-wireless services throughout our concession area, for which the authorization was granted in 2001 by the Brazilian Government for the whole Brazilian territory;

Mobile voice and broadband services, in all 26 states and the Federal District, under the personal mobile service (*Serviço Móvel Pessoal*), or SMP authorizations.

Multimedia communication services, such as audio, data, voice and other sounds, images, texts and other information throughout Brazil. We operate under a nationwide SCM authorization, valid for an indefinite term;

Table of Contents

Pay TV service, throughout all regions of Brazil under the conditioned public service (*Serviço de Acesso Condicionado*), or SeAC authorization. We operate a SeAC authorization, which is valid for an indefinite term; and

Wholesale services, such as interconnection, governed by the interconnection agreements discussed under “—Operating Agreements—Interconnection Agreements,” industrial dedicated line (*Exploração Industrial de Linha Dedicada – EILD*), which are regulated by ANATEL Resolution No. 590, dated May 15, 2012 and Mobile Virtual Network Operator, or MVNO agreements described under “—Operating Agreements—MVNO Agreements”. Most wholesales services are also regulated by ANATEL Resolution No. 694, dated July 17, 2018 – General Competition Targets Plan (*Plano Geral de Metas de Competição - PGMC*).

We set forth below details of the concession, authorizations, licenses and regulations that regulate our operations.

Quality regulations in Brazil

The quality of service on Fixed Broadband (SCM), Mobile Telephony (SMP), Fixed Telephony (STFC) and Pay TV (SeAC) is monitored by ANATEL through the operational and network performance indicators for telecom operators. Each indicator has an associated target, which must be achieved by the service provider on a monthly basis in each geographic area that it operates.

The indicators, as well as their respective methods of collection, calculation and other quality requirements, are defined in specific regulations published by ANATEL. Fixed broadband, mobile telephony, fixed telephony and Pay TV indicators are established in the Quality Management Regulations, respectively, Resolutions 574/2011, 575/2011, 605/2012 and 411/2005.

For cases in which there are indications of performance or conduct other than those established in the regulations, Anatel establishes a noncompliance process called Procedure for Determination of Non-Compliance to Obligations (*Procedimento de Apuração de Descumprimento de Obrigações – PADO*) in detriment to the provider. When applicable, the sanctions may include a warning, fine, temporary suspension, obligation demand, expiration or declaration of unworthiness.

With the objective of correcting deficiencies that may be found in the quality of service provision, ANATEL may adopt additional measures determining the execution of a plan of action for correcting conduct or improving the performance of providers, among other reasons.

In November 2017, the agency published a new public consultation on the Proposal for a new Regulation on the Quality of Telecommunications Services, which received contributions until April 2018. As of the date of this annual report, the new quality regulation has not yet been approved by the agency.

Fixed services

Our concession agreement

We are authorized to provide fixed line services to render local and domestic long-distance calls originating in Region III, which comprises the state of São Paulo, except for Sector 33, established in the PGO.

The current concession agreement that is valid through December 31, 2025 was reviewed in 2006 and 2011. According to Resolution Number 678/2017 a new revision must be made on December 31, 2020. Until then, the 2011 contract remains valid.

Other regulations have been adopted to revise certain aspects of our concession. On June 30, 2011, ANATEL determined the new basis of calculation of the biannual concession fees. Every two years, during the new 20-year period of our concession, we are required to pay a renewal fee, which amounts to 2% of the total revenue in the previous year, calculated based on the revenues and social contribution of fixed line basic and alternative plans. The most recent payment of this biennial fee was made on April 28, 2017, based on 2016 revenue. The next payment is therefore scheduled for 2019 based on 2018 revenue. See Note 1 to our Consolidated Financial Statements.

Table of Contents

In addition, the Brazilian government published Decree No. 7,512/2011 which proposed the General Plan for the Universalization of Fixed Telephone Services under the Public Regime (*Plano Geral de Metas para a Universalização do Serviço Telefônico Fixo Comutado Prestado no Regime Público – PGMU III*). It set forth new targets for public pay phones (*Telefone de Uso Público*) availability in rural and low-income areas and targets related to low-income fixed line services (*Acesso Individual Classe Especial – AICE*).

On June 27, 2014, ANATEL held a public consultation for the PGMU. Since there was no mutual agreement between ANATEL and operators for the signature of the 2015 concession agreement contracts, the new version of the PGMU was also delayed. In December 2018, although the new concession contracts have not yet been signed, the Brazilian government published Decree No. 9,619/2018, which approves the revision of the PGMU targets for 2019 and 2020 (PGMU IV). The new plan replaces some obligations, mainly related to public telephony, for obligations related to broadband infrastructure (including mobile network). These targets have been criticized by certain local operators.

Also, in December 2018, ANATEL initiated a public consultation for the last PGMU revision, concerning the period between 2021 and 2025 (PGMU V).

According to our concession agreements, all assets owned by us which are indispensable to the provision of the services described in such agreements are considered “reversible assets”. As per ANATEL’s recent interpretation of current regulations, these assets will be automatically returned to ANATEL upon the expiration of the concession agreements, in accordance to the regulation in force at that time, and would not be available to creditors in the event of insolvency, bankruptcy or similar events. With discussions relating to a new regulatory framework under way, this rule might cease to exist in light of the possibility of transforming concessions into authorizations.

On April 8, 2008, we entered into an amendment to the concession agreement to substitute the obligation to install telecommunications service posts with an obligation to roll out broadband network infrastructure throughout the municipalities serviced by such concessionaires. Such an amendment could be extended with the approval of the counterparties of the new regulatory framework.

On October 23, 2012, ANATEL published Resolution No. 598 addressing the criteria and procedures for the execution and control of obligations related to the universalization of services. The resolution sets deadlines to meet access requests, sets targets for the expansion of the public telephone plant, establishes a list of agencies that can request access to their location, reviews the deadline for proposing service plans and establishes obligations disclosure.

Currently, the Brazilian Congress is discussing a new regulatory framework for telecommunications that is expected to affect our concession agreements. The new regulatory framework contains several changes to the existing regime, which primarily include, among other things, the immediate replacement of the current concession-based regime for an authorization-based regime, changes in the standards for the use of frequencies and Brazilian orbital position, as well as terms relating to the transfer of reversible assets to telecommunication companies in exchange for investments in telecommunications infrastructure by such companies.

The new framework was approved by the Commission of Science, Technology, Innovation, Communication and Information Technology of the Federal Senate on November 7, 2018 and was sent for consideration by the full Senate. As of November 16, 2018, 16 amendments to the framework were set forth. On December 21, 2018, the Senate President forwarded the project to the Senate Commission on Science, Technology, Innovation, Communication and Information Technology to examine this set of amendments. As a result, the discussion may be resumed in 2019.

For information about regulations affecting rates we are able to charge under our concession agreements, see “—Rates, Taxes and Billing.”

Obligations and restrictions on concessionaires to provide fixed line service under the public regime

We and the other concessionaires are subject to the General Universal Service Targets Plan (*Plano Geral de Metas de Universalização – PGMU*), which requires that concessionaires undertake certain network expansion activities with respect to fixed-line services. The timing for network expansion is revised by ANATEL from time to time. If any given concessionaire does not fulfill its obligations under the PGMU, ANATEL may impose various monetary penalties and such concessionaire may lose its license if ANATEL determines that it will be unable to provide basic services under the Plan.

Table of Contents

Concessionaires are also subject to certain restrictions on alliances, joint ventures, mergers and acquisitions, including:

· a prohibition on holding more than 20% of the voting shares of the facto control in any other concessionaire, according to ANATEL Resolution No. 101; and

· a prohibition on concessionaires to provide fixed-line telecommunications services through related companies.

Fixed line service under the private regime

In 2002, we began providing local and interregional services in Regions I and II and Sector 33 of Region III, and international long-distance services in Regions I, II and III, which constitute regions in Brazil that are outside of our public regime concession area.

Public telephone regulation

On June 30, 2014, ANATEL published the new Public Telephone Regulation. Among the new rules, it opened up the possibility of advertising on the public telephones and the possibility of alternative payment modalities.

In 2016, ANATEL extinguished the Standard for the Certification and Homologation of the Inductive Card. Instead, a list of Technical Requirements for Telecommunications Products was issued.

Mobile services

In October 2016, ANATEL approved new spectrum use regulations, which facilitates access to radio frequencies and generates efficiency in its use, due to the simplification of procedures and necessary documentation. The regulation also alters spectrum pricing (for non-bidding grants), rules for extending use authorization and new rules for frequency use on a secondary basis prior to primary use.

In July 2018, ANATEL approved Resolution No. 695, which establishes new spectrum pricing regulations, with calculation methods and conditions for spectrum reserve prices and renewals costs. This new regulation would take effect in January 2019, but in December 2018 the agency initialized a Public Consultation that proposes its postponement to May 2019.

In November 2018, ANATEL approved the Resolution No. 703, which establishes new spectrum cap regulation. There are two groups of bands with specific limits for a given area:

- Frequencies up to 1 GHz: each operator may hold up to 35% of the bands;

- Frequencies between 1 GHz and 3 GHz: each operator may hold up to 30% of the bands.

All these limits can be extended by up to 40%, through competitive constraints that may be imposed by ANATEL. For frequencies above 3GHz, the limits will be determined in the specific auction terms.

Mobile service licenses (SMP)

Our authorizations to provide mobile services throughout Brazil consist of two licenses—one to provide mobile telecommunications services, and another to use the respective frequency spectrum for a period of 15 years. The frequency license is renewable for an additional 15-year period upon payment of 2% of net operating revenues over usage charges in the region described above, every two years for the duration of the extension period. In the 15th year, the Company will pay 1% of the aforementioned amount.

Our SMP authorizations include the right to provide mobile services for an unlimited period of time but restrict the right to use the spectrum according to the schedules listed in the respective radiofrequency authorizations. The table below sets forth our current SMP authorizations, their locations, band and spectrums, date of issuance or renewal and date of expiration:

Table of Contents

Authorization	800 MHz	900 MHz	1800 MHz	1900 MHz	2100 MHz
Rio de Janeiro	Band A November 2020	Extension 1 April 2023	Extensions 9&10 April 2023	—	Bands J, L April 2023
Espírito Santo	Band A November 2023	Extension 1 April 2023	Extensions 9&10 April 2023	—	Bands J, L April 2023
Amazonas, Roraima, Amapá, Pará and Maranhão	Band B November 2028	Extension 2 April 2023	Extensions 7, 9&10 April 2023	—	Band J April 2023 Bands J, L
Minas Gerais (except for “Triângulo Mineiro” region)	Band A April 2023	Extension 2 April 2023	Extensions 11&14 April 2023	—	April 2023 Bands J, L
Minas Gerais (“Triângulo Mineiro” region)	—	Band E April 2020	Band E April 2020	—	April 2023 Bands J, L
Bahia	Band A June 2023	Extension 1 April 2023	Extensions 9&10 April 2023	—	April 2023 Bands J, L
Sergipe	Band A December 2023	Extension 1 April 2023	Extensions 9&10 April 2023	—	April 2023 Bands J, L
Alagoas, Ceará, Paraíba, Pernambuco, Piauí and Rio Grande do Norte	—	—	Band E April 2023 Extensions 9&10 April 2023	—	April 2023 Bands J, L
Paraná (except for Londrina and Tamarana) and Santa Catarina	Band B April 2028	Extension 1 April 2023	Band M April 2023	—	April 2023 L
Paraná - Londrina and Tamarana	Band B April 2028	—	Band M April 2023 Extension 10 April 2023	—	Band J April 2023
Rio Grande do Sul (except for Pelotas, Morro Redondo, Capão do Leão and Turuçu)	Band A December 2022	Extension 1 April 2023	Band M April 2023	—	Bands J, L April 2023
Rio Grande do Sul (Pelotas, Morro Redondo, Capão do Leão and Turuçu)	—	—	Bands D&M April 2023	—	Bands J, L

Federal District	Band A July 2021	Extension 1 April 2023	Band M April 2023	—	April 2023 Bands J, L April 2023 Bands J, L
Goiás and Tocantins	Band A October 2023	Extension 1 April 2023	Band M April 2023	—	April 2023 Bands J, L

Table of Contents

Authorization	800 MHz	900 MHz	1800 MHz	1900 MHz	2100 MHz
			Extensions 7 to 10 April 2023		Bands J, L April 2023
Goiás (Buriti Alegre, Cachoeira Dourada, Inaciolândia, Itumbiara, Paranaiguara and São Simão)	—	—		—	
			Band M April 2023		
Mato Grosso	Band A March 2024	Extension 1 April 2023	Band M April 2023	—	Bands J, L April 2023
Mato Grosso do Sul (except for Paranaíba)	Band A September 2024	Extension 1 April 2023	Band M April 2023	—	Bands J, L April 2023
			Extensions 7, 9&10 April 2023		
Mato Grosso do Sul (Paranaíba)	—	—		—	Bands J, L April 2023
			Band M April 2023		
Rondônia	Band A July 2024	Extension 1 April 2023	Band M - April/23	—	Bands J, L April 2023
Acre	Band A July 2024	Extension 1 April 2023	Band M April 2023	—	Bands J, L April 2023
São Paulo	Band A August 2023	—	Extensions 9&10 April 2023	—	Bands J, L April 2023
São Paulo (Ribeirão Preto, Guataporá and Bonfim Paulista)	Band A January 2024	—	Extensions 5, 9&10 April 2023	—	Bands J, L April 2023
São Paulo (Altinópolis, Aramina, Batatais, Brodosqui, Buritizal, Cajuru, Cássia dos Coqueiros, Colômbia, Franca, Guaíra, Guará, Ipuã, Ituverava, Jardinópolis, Miguelópolis, Morro Agudo, Nuporanga, Orlândia, Ribeirão Corrente, Sales de Oliveira, Santa Cruz da Esperança, Santo Antônio da Alegria and São Joaquim da	—	—	Extensions 9&10 April 2023	—	Bands J, L April 2023

Barra)

In 2013, we changed the terms of our authorization regarding Band “L” (1.9 GHz) in certain locations, adapting their blocks of frequencies to 2.1 GHz and aligning them with the Band “J” (3G), which enables more efficient use of the spectrum. In 2018, this alignment process was completed at the national level with respect to the following areas: Northeast region, with the exception of Bahia and Sergipe; Pelotas, Morro Redondo, Capão do Leão and Turuçu, in Rio Grande do Sul; Buriti Alegre, Cachoeira Dourada, Inaciolândia, Itumbiara, Paranaiguara and São Simão, in Goiás; Altinópolis, Aramina, Batatais, Brodowski, Buritizal, Cajuru, Cássia dos Coqueiros, Colômbia, Franca, Guaíra, Guará, Ipuã, Ituverava, Jardinópolis, Miguelópolis, Morro Agudo, Nuporanga, Orlândia, Ribeirão Corrente, Sales de Oliveira, Santa Cruz da Esperança, Santo Antônio da Alegria and São Joaquim da Barra in São Paulo; and Paranaíba in Mato Grosso do Sul. This change is foreseen in the bidding document No 001/2007. We do not have Band “L” in the states of Amazonas, Roraima, Amapá, Pará and Maranhão and in the cities of Londrina and Tamarana, Paraná.

In 2012, Telefônica acquired 40MHz on the 2.5GHz to 2.69GHz frequencies for the amount of R\$ 1.05 billion. In order to meet the coverage requirements, we had the obligation of implementing 4G coverage in 1,094 cities by December 31, 2017. By that date, we had made 4G services available in 2,600 municipalities. To achieve these targets, Telefônica has deployed and continues to deploy 4G coverage by serving its customers through the use of its own network or by established agreements of RAN-sharing approved by ANATEL. Verification of compliance with these targets will be controlled by the agency.

Table of Contents

The remaining coverage commitments in cities with less than 30,000 inhabitants may be fulfilled with other frequency bands, and we are required to make 4G coverage available in 156 more cities by December 31, 2019.

In order to complete the 450 MHz frequency requirements, we had the obligation to meet voice and data demand in remote rural areas. As a commitment, we are required to provide infrastructure and service operating in any frequency band in rural areas in the states of Alagoas, Ceará, Minas Gerais, Paraíba, Pernambuco, Piauí, Rio Grande do Norte, Sergipe, and countryside of São Paulo, for a total of 2,556 municipalities. In these areas, we are also required to provide free broadband to schools located in rural areas.

In December 2015, ANATEL and CADE approved the agreement between Telefônica Brasil, TIM and Oi for the construction, implementation and mutual assignment of network tools for supporting the Personal Mobile Service (voice and broadband) in the 2.5 GHz band, in order to make compliance with the scope of commitments between 2015 and 2017 and the expansion of 4G coverage, considering municipalities with a population over 30 thousand inhabitants. The operation involves the search for more efficiency of resources application of rationality and presenting a solution to the urban planning and environmental restrictions on the deployment of the new radio base stations (cell sites).

Regarding the 700MHz spectrum, ANATEL has allocated the band for the provision of fixed, mobile and broadband services. On September 30, 2014 we acquired 20 MHz (10+10 MHz) with nationwide coverage, for R\$1.92 billion, at the minimum price, plus R\$904 million for the band cleaning (migration of broadcasters that currently occupy the band and interference management). According to the auction rules, the winning bidders are responsible for financing and managing the band cleaning process (Analog TV switch off).

In January 2016, the Ministry of Communications (now Ministry of Science, Technology, Innovations and Communications) published a new schedule for the Analog TV Switch Off, postponing the usage of the 700 MHz frequency for telecommunications in some major Brazilian cities. According to the schedule and its further revisions, 11 cities had its Analog TV services turned off in 2016, including Rio Verde (GO) and Brasília (DF). In 2017 the switch off was completed in over 404 cities.

Between 2016 and 2018, of the 1,379 municipalities that were expected to have the analog TV signal off, 1,362 municipalities (including all state capitals and the Federal District) were confirmed. The remaining 17 municipalities had their postponement until 9/01/2019.

By the end of 2018, 4,467 municipalities will be apt to activate LTE in the 700 MHz band. By the middle of 2019, all Brazilian municipalities will be able to activate LTE in the 700MHz band.

In December 2015, ANATEL auctioned the remaining spectrum lots in the 1800 MHz, 1900 MHz and 2500 MHz bands, from which Telefônica acquired seven lots of 2.5 GHz frequency band offering a total of R\$ 185.4 million. These lots are associated to six different States, in the capital cities of the States of São Paulo, Rio de Janeiro, Porto Alegre, Florianópolis, and Palmas, and one countryside city of the State of Mato Grosso do Sul. Such frequencies are already being used for the provision of mobile broadband service on 4G.

Multimedia communication services (SCM)

Our multimedia services include broadband in several technologies, including fiber UBB services.

Obligation to provide fixed broadband access

We have assumed in the past the obligation to provide free Internet access to public schools in the area comprising in our concession area during the term of the concession agreement (until 2025). The number of schools for which we should provide broadband is determined by the school census provided by the National Education Ministry, which is published on a yearly basis or sometimes in longer intervals. Our obligation targets are adjusted according to the latest census released.

Table of Contents

Pay TV services

Regulations for pay TV services – SeAC

We are authorized to provide Pay TV Services - SeAC. On September 12, 2011, the Brazilian Congress adopted Law 12,485/2011 as a result of Bill 116, which establishes a new legal framework for audiovisual communication with restricted access. This law opens the Pay TV market by enabling telecom operators to offer audiovisual content to subscribers through their networks, creating a new service called Pay TV Services (*Serviço de Acesso Condicionado - SeAC*). The absence of restrictions on foreign capital to be invested in Pay TV providers, as well as the elimination of restrictions for the provision of other telecommunications services through fixed line concession, allow us to provide Pay TV services, as well as other telecommunication services previously limited under the General Telecommunications Law.

Pursuant to Law 12,485/2011, the Pay TV service has replaced current cable subscription TV services, subscription TV, MMDS and DTH, giving power to ANATEL to regulate the Pay TV service. As a result of this law, ANATEL introduced in December 2011 the proposed regulations for Pay TV services through Public Consultation No. 65/2011, including license grants, installation and licensing of stations and mandatory distribution programming channels. The Public Consultation was finalized on February 2, 2012 and resulted in Resolution No. 581, issued by ANATEL on March 28, 2012, as well as the new Authorization Terms of the SeAC.

Law No. 12,485/2011 also established an annual payment to Condecine (*Contribuição para o Desenvolvimento da Indústria Cinematográfica*) to be made by providers of telecommunication services and amended Law No. 5,070/1966 by revising the amount due as Inspection Fee (*Taxa de Fiscalização de Funcionamento*) for telecommunication stations from 45% to 33% of the Installation Fee (*Taxa de Fiscalização de Instalação*). The amount due to Condecine is approximately 12% of the Installation Fee for telecommunication services and must be paid by March 31 every year.

As a result of Law No. 12,485/2011, the National Cinema Agency (*Agência Nacional do Cinema – ANCINE*) issued one public consultation by the end of 2011 and one public consultation in 2012 to regulate the registration of economic agents. In 2013, we had our licenses adapted to the new regulation and was recognized as an economic agent by ANCINE. In 2014, ANCINE recognized Telefônica Brasil S.A. as a Pay TV content packer.

In March 2016, ANATEL published a Public Consultation to change the regulation for Pay TV access services (SeAC). The proposal brought new rules for the isonomic treatment of open channels, transfer of grants, for the transfer of control between pay-TV companies, and the obligation to load channel accessibility resources, among other

aspects. The new regulation is still under discussion within ANATEL.

In April 2018, ANATEL approved an amendment to the Regulation on SeAC, which determines that local open channels streamed by Pay TV companies will be negotiated. The agency will arbitrate in cases where the negotiation is not successful. ANATEL also decided to withdraw the requirement for hybrid boxes, which would allow the reception of both pay-TV and analog open TV, due to the digital TV deployment process.

Interconnection fees

In accordance with ANATEL regulations, we must charge fees to the other telecommunications service providers based on the following:

Fee for the use of our local fixed service network (TU-RL) - we charge local service providers an interconnection fee for every minute used in connection with a call that either originates or terminates within our local network, with the exception of calls between other providers of local fixed service, for which a fee is not charged;

Fee for the use of our fixed service long-distance network (TU-RIU) - we charge long distance service providers an interconnection fee on a per-minute basis only when the interconnection access to our long-distance network is in use;

Fee for the use of mobile network (MTR) - we charge mobile service providers an interconnection fee on a per-minute basis only when the interconnection access to our mobile network is in use;

Table of Contents

Fee for the use of leased lines by another service provider (EILD). We also lease transmission lines, certain infrastructure and other equipment to other providers of telecommunications services.

Fixed Service

In July 2005, ANATEL published new rules regarding interconnection. The main changes are: (i) an obligation to have a public offering of interconnection for all services, besides interconnections fees between providers of fixed and mobile telephone services; (ii) an offer of interconnections for Internet backbone providers; (iii) establishment of criteria for the treatment of fraudulent calls; and (iv) reduction of service times for interconnection requests.

In 2006, we completed the implementation of the interconnection with the mobile service providers in regions with heavier traffic, assuring the proper billing for such calls. This movement reduced interconnection costs.

In 2007, ANATEL published a new version of Fixed Network Compensation Regulation that changed the rules to determine the interconnection fees. Local and long-distance rates that were set at all times became variable according to the rules of public service tariffs. A 20% increase was applied to tariffs of mobile service operators without significant market power in their regions.

On May 7, 2012, Resolution No. 588/12 was published determining the following:

- A maximum of two minutes of interconnection should be paid for the use of the local network on reduced hours;

- The reduction of interconnection fees from domestic and international long distance calls by 30% of the value of the local fixed service network interconnection fee (TU-RL) and the reduction of 25% and 20% by December 2012 of the value of the long distance network interconnection tariffs (TU-RIU);

- The remuneration between networks will not occur until this traffic imbalance is greater than 75% compared to 25%; and

- The partial Bill & Keep by December 31, 2013 and full Bill & Keep by December 31, 2014.

On July 1, 2014, ANATEL established gradual decreases in fixed service network interconnection fees (TU-RL), based on a cost model for the years 2016, 2017, 2018 and 2019, as described under “Item 3. Key Information—D. Risk Factors—Risks Relating to the Brazilian Telecommunications Industry and Us—Our results of operations may be negatively affected by the application of the Fixed Commuted Telephone Service (Serviço de Telefonia Fixa Comutada – STFC) rules relating to fixed telephone service and the Personal Mobile Service (Serviço Móvel Pessoal – SMP), rules relating to mobile services.”

In December 2016, ANATEL held a public consultation to discuss a new interconnection regulation (RGI). The new document aims to solve the large number of disputes in the agreements for voice and data traffic among companies. ANATEL has proposed that in cases of default the cut in the provision of interconnection could be done without the regulator’s authorization. In addition, the new document aims to establish a list of prohibited practices in interconnection relationships and to make the interconnection technology neutral. The new rules were published in July 2018 (Resolution No. 693).

Mobile service

In November 2009, ANATEL unified the licenses of all mobile operators, resulting in the consolidation of interconnection fees, reducing the number of fees for the use of mobile network from 2 to 1.

On December 2, 2013, Act No. 7,272 was published, establishing the MTR reference values for providers determined to be a Significant Market Power (PMS), which became effective on February 24, 2014. On August 28, 2014, Act no. 7,310 replaced the reference values previously set out in Act No. 7,272.

On July 1, 2014, ANATEL established gradual decreases in MTR, based on a cost model for the years 2016, 2017, 2018 and 2019 and, in December 2018, ANATEL established the reference values for MTR for the years ranging from 2020 until 2023 as described in “Item 3. Key Information—D. Risk Factors—Risks Relating to the Brazilian Telecommunications Industry and Us—Our results of operations may be negatively affected by the application of the Fixed Commuted Telephone Service (Serviço de Telefonia Fixa Comutada – STFC) rules relating to fixed telephone service and the Personal Mobile Service (Serviço Móvel Pessoal – SMP) rules relating to mobile services.”

Table of Contents

In addition, the General Competition Plan (*Plano Geral de Metas de Competição – PGMC*) determined that the in the relationship among PMS and non-PMS providers in the mobile network, the interconnection fee should be paid only when the traffic out of a network in a given direction is greater than 80% of the total traffic exchanged until February 23, 2015; and 60% of the total traffic exchanged from February 24, 2015 to February 23, 2016. Since February 24, 2016, the MTR is owed to the mobile service provider when its network is used to originate or terminate calls (full billing). These conditions were further modified by ANATEL in February 2015, after promoting a Public Consultation.

In July 2018, ANATEL edited the new the General Competition Plan (“*Plano Geral de Metas de Competição – PGMC*”), approved by Resolution No. 694, which modified the preexisting rules regarding the interconnection fee to be paid of the outbound traffic, as follows:

- From January 1, 2013 to February 23, 2015: 80% / 20%;
- From February 24, 2015 to February 23, 2016: 75% / 25%;
- From February 24, 2016 to February 23, 2017: 65% / 35%;
- From February 24, 2017 to February 23, 2018: 55% / 45%; and
- From February 24, 2018 onwards: 50% / 50%.

TU-RL and TU-RIU

On May 18, 2014, the proposed standards were approved for setting maximum values of fixed interconnection fees and for the values of mobile interconnection, based on Cost Models. In addition, values for fixed and mobile interconnection were published through the acts: No. 6210 for TU-RL and TU-RIU and No. 6211 for MTR.

For fixed and mobile termination fees, ANATEL’s decision established values for 2018 based on a bottom-up cost model.

On December 2018, ANATEL established values for fixed interconnection fees ranging from 2020 until 2023:

Interconnection fees for Sector

31

Year	TU-RL	TU-RIU1	TU-RIU2
2020	0.00134	0.00166	0.00118
2021	0.00117	0.00176	0.00120
2022	0.00104	0.00183	0.00122
2023	0.00096	0.00188	0.00122

EILD

On May 18, 2014, ANATEL approved the proposed standard for setting maximum values of Industrial Dedicated Line (EILD), based on Cost Models. Values for EILD were published through Act No. 6212, which contains a single reference table which is valid from 2016 until 2020. In addition, the general competition plan requires companies with significant market power to present a public offer every six months informing standard commercial conditions, which is subject to approval by ANATEL.

On December 17, 2018, ANATEL approved through Act No. 9,920 a revision of the EILD reference table, valid for 2020.

Table of Contents

Mobile Virtual Network Operator (MVNO)

In 2001, ANATEL approved rules for companies to be licensed as MVNOs. In 2016, ANATEL authorized MVNO companies to be affiliates of other certain network operators, and for that reason, we have signed agreements with companies authorized to operate as an MVNO in Brazil.

Internet and related services in Brazil

In Brazil, Internet service providers, or ISPs, are deemed to be suppliers of value-added services and not telecommunications service providers. ANATEL requires SCM operators to act as carriers of third-party internet service providers.

Exemptions for telecommunications infrastructure

In connection with the national plan entitled “*Plano Brasil Maior*”, instituted to promote the Brazilian technology industry and foreign trade, the Brazilian Government established the special tax regime for the taxation of national broadband plans (*Regime Especial de Tributação para o Plano Nacional de Banda Larga – RePNBL*). This regime provides tax exemptions for telecommunications companies for broadband network expansions.

Another initiative set forth by “*Plano Brasil Maior*” and approved by the government on May 5, 2014, was the establishment of exemptions for machine-to-machine services. The initiative reductions on the two taxation rates that compose the Telecommunications Inspections Fund (FISTEL). The Installation Inspection Rate (TFI), which is charged for each enabled chipset, decreased from R\$26.83 in 2013 to R\$5.68 in 2014, whereas the Operations Inspection Rate (TFF), paid every year for each chipset held by a Brazilian operator, decreased from R\$12.40 in 2013 to R\$1.89 in 2014.

On January 14, 2015, the Ministry of Communications published a decree that reduces national technology requirement in the aforementioned RePNBL. Some requirements were reviewed in mobile and electrical networks in order to accelerate projects and attract more investments.

The deadline for submission of projects for the RePNBL program was June 30, 2015. A total of 1,167 projects were approved, amounting to investments in the order of R\$15.1 billion and reaching 3,699 cities in all Brazilian states. We had 143 projects authorized, totaling an amount of approximately R\$4.3 billion in investments.

Civil rights framework for the Internet

On April 23, 2014, at the opening of NetMundial, former President Dilma Rousseff approved the Civil Rights Framework for the Internet (“*Marco Civil da Internet*”), which was enacted as Law 12,965/2014. The act adopts strict Net Neutrality rules that guarantee equality of treatment for data traffic in the network and preserves the business model of Brazilian broadband offered in packages with different speeds. After three public consultations released by CGI.br (the Brazilian Internet Steering Committee), the Ministry of Justice and ANATEL, the Brazilian government published Decree 8,711/2016, which regulates the law. It establishes the regulation for Net Neutrality and mechanisms to protect the data stored by service and application providers, as well as determining the circumstances in which data can be obtained by the public administration.

Personal data protection

In June 2016, the Brazilian House of Representatives put into consultation a draft of law regarding the Personal Data Protection. The original text of this law is based on the European Union’s Directives on Data Protection, and as such, imposes restrictive rules on the express consent to process personal data, international data transfer, processing of sensitive data, among others. The proposed legislation is still under discussion within the House of Representatives.

In August 2018, the Brazilian government passed the Law of Personal Data Protection (Law 13,709/2018). The law increases citizens’ control over their personal information, requiring explicit consent for the collection and use of data. It also established requirements relating to options for viewing, correcting and deleting such data.

The law will take effect in 2020 to allow public and private entities to adapt to the new rules. On December 27, 2018, the Brazilian government created the National Data Protection Authority by a Medida Provisória 869/2018.

Table of Contents

We believe these measures will offer our clients greater protection with respect to how their personal information is used and shared, and creates opportunities for new services that make use of aggregated information.

Resolutions published

A series of new regulations, published by ANATEL as well as other regulatory bodies in Brazil, became effective in 2018. The most relevant among these regulations were:

Resolution No. 704: Amends the Quality Management Regulation of the Multimedia Communication Service (RGQ-SCM), the Quality Management Regulation of the Personal Mobile Service (RGQ-SMP), the Quality Management Regulation of the Fixed Commuted Telephone Service (RGQ-STFC), the Regulation of the Multimedia Communication Service and the General Regulation of Consumer Rights of Telecommunications Services.

Resolution No. 703: Establishes radiofrequency spectrum caps.

Resolution No. 702: Approves the Regulation of Public Price for Rights of Satellite Exploration and establishes the Public Price for authorization, adaptation, consolidation and transfer of authorization, permission and concession of telecommunications services.

Resolution No. 700: Approves the Regulation on human exposure to electric, magnetic and electromagnetic fields associated to Radio Communication Stations.

Resolution No. 698: Establishes the Committee of Small Telecommunications Service Providers and approves its Internal Regulations.

Resolution No. 695: Approves the Public Price Regulation for the Right to Use of Radio Frequencies.

Resolution No. 694: Amends the General Competition Plan (*Plano Geral de Metas de Competição* – PGMC), the Regulation on Remuneration of Fixed Commuted Telephone Service networks, the Regulation on Remuneration of Personal Mobile Service Networks, the Resolution No. 396/2005, the Regulation on Administrative Sanctions and provides other measures.

Resolution No. 693: Approves the General Regulation of Interconnection (*Regulamento Geral de Interconexão* – RGI) and amends the Regulation of Telecommunications Services, the Anatel's Internal Regulations, and Regulations on

Remuneration of Fixed Commuted Telephone Service networks and Personal Mobile Service networks.

- Resolution No. 692: Amends the Regulation on Pay TV access services (SeAC).

Public consultations published

In 2018, ANATEL and ANCINE announced a series of public consultations. The most relevant among these public consultations were:

- ANATEL Public Consultation No. 6: Proposal for Spectrum Management Model.

- ANATEL Public Consultation No. 8: Strategic Sector Indicators.

ANATEL Public Consultation No. 20: Structural Plan for Telecommunications Networks (“*Plano Estrutural de Redes de Telecomunicações*” – PERT).

- ANATEL Public Consultation No. 22: Regulation on Public Price for Satellite Exploration Rights.
- ANATEL Public Consultation No. 25: Regulation on Using Conditions of 2.3 GHz band.
- ANATEL Public Consultation No. 29: Technical and economic aspects about 2.3 GHz and 3.5 GHz.

Table of Contents

· ANATEL Public Consultation No. 28: Regulation on Electrical Poles Sharing by telecommunications operators.

· ANATEL Public Consultation No. 31: Reduction of regulatory barriers to the expansion of the Internet of Things (IoT) and machine-to-machine communications (M2M).

· ANATEL Public Consultation No. 40: Bidding proposal for Local STFC Concession, authorization for Long distance STFC, SMP Authorization, SCM Authorization and radiofrequency authorizations (800 MHz and 1,800 MHz) in Sector 20 and Registration Area 43.

· ANATEL Public Consultation No. 43: Regulation on Using Conditions of 3.5 GHz band.

· ANATEL Public Consultation No. 49: Regulatory Agenda 2019-2020.

· ANATEL Public Consultation No 51: Revision of the General Plan for the Universalization of Fixed Telephone Services under the Public Regime (PGMU) and related concession contracts, for the period from 2021 to 2025.

· ANCINE: Questionnaires about Pay TV and Video on Demand (VoD).

Other regulatory matters

TAC

On October 27, 2016, ANATEL's board of directors approved a Conduct Adjustment Term (TAC) for the Company, subject to the approval of the Court of Auditors of the Union (TCU). This TAC aimed to settle certain fines currently imposed by ANATEL as long as the Company committed to invest in certain specific projects. Among these projects, the Company would be required to make investments to improve the quality of services provided and provide fixed broadband access through FTTH to about 100 municipalities in and outside the State of São Paulo over a 4-year period.

In September 2017, after having held the TAC under analysis for months, TCU unanimously decided that there were no obstacles preventing ANATEL from signing the agreement. TCU established, however, that prior to the celebration of the contract, the Agency must have complied with certain determinations and recommendations imposed by the court. The technical area of ANATEL worked on the necessary adjustments during the last months of 2017.

In March 2018, ANATEL denied Telefônica's requests to reverse fines associated to Administrative Proceedings which were part of the TAC.

The TAC involved fines amounting to approximately R\$3 billion (monetary correction not included). However, approximately R\$400 million were withdrawn from this amount to avoid prescription. Due to the imbalance caused by this exclusion and the impossibility of committing investments for a longer period, Telefônica informed the Agency that it would reassess the conditions of the TAC.

In April 2018, Anatel decided not to sign the agreement with Telefônica. Due to this decision, the Company is currently prevented from negotiating similar agreements involving the same set of infractions and the fine amounts are again charged by Anatel. Nevertheless, Telefônica may appeal to the courts for charges that it considers undue.

Regulation for competition

ANATEL launched in December 2016 a Public Consultation for the Regulation that set price references for the wholesale products. The proposal aims to determine that ANATEL's Cost Model should be the only source of information for the validation of these prices.

In July 2018, ANATEL approved the revision of the General Competition Plan (PGMC – *Plano Geral de Metas de Competição*) - Resolution nº 694/2018. The regulation establishes a new relevant market (high capacity data transport) and introduces the concept of retail competitiveness levels for each municipality (ranging from category 1 - fully competitive - to category 4 - non-competitive areas where public policies are necessary to enable services).

Table of Contents

For each relevant market, the asymmetric measures may vary according to the competition category assigned to each municipality.

In addition, the new PGMC introduces the concept of Small-Scale Provider (PPP – *Prestadora de Pequeno Porte*), which will be considered by the Agency in the creation of asymmetric rules (in the context of PGMC and possibly in other regulations). By the definition brought by Anatel, PPP's designation applies to any company that does not account for more than 5% of the retail market share in which it operates.

Productivity factor

In September 2017, ANATEL approved the new methodology for calculating the Productivity Factor (X Factor) of fixed telephony service. The new regulation uses the cost model to segregate revenues and costs for services. In the new formula, although gains with retail broadband were ruled out, the methodology continues to consider the productivity gains of the fixed voice authorization. Telefonica is arguing that the calculation should focus only on the productivity of the fixed voice concession.

C. Organizational Structure

On December 31, 2018, 94.31% of our voting shares were controlled by our three major controlling shareholders: SP Telecomunicações Participações Ltda. with 51.46%, Telefónica S.A. with 34.67% and Telefônica Latinoamérica Holding, S.L. with 8.18%. Telefônica Latinoamérica Holding, S.L., or Telefônica Latinoamérica, is the controlling shareholder of SP Telecomunicações S.A., or SP Telecomunicações. Telefónica Latinoamérica is a wholly owned subsidiary of Telefónica S.A. Therefore, Telefónica S.A. was the beneficial owner of 94.47% of our voting shares, as Telefónica Chile S.A., holder of 0.16% of our voting shares, is also a wholly owned subsidiary of Telefónica S.A.. See “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders.”

Our current general corporate and shareholder structure is as follows:

Significant Subsidiaries

Our significant subsidiaries are *Terra Networks Brasil S.A.*, or Terra, and *POP Internet Ltda.*, or POP, both of which are wholly owned and headquartered in Brazil.

Table of Contents

Associated Companies

Aliança Atlântica Holding B.V. (Aliança): Headquartered in Amsterdam, Netherlands, this entity is 50% owned by Telefônica Brasil and holds proceeds generated from the sale of its Portugal Telecom shares in June 2010. For more information, see “Item 4. Information On The Company—A. History and Development of the Company—Historical Background—Corporate Restructuring Involving Telefônica Brasil and Vivo Participações.”

Companhia AIX de Participações (AIX): Headquartered in Brazil, this entity is 50% owned by Telefônica Brasil and holds a 93% equity interest in the Refibra consortium, which was formed to finalize a network of underground fiber pipelines in Brazil in order to make them commercially viable.

Companhia ACT de Participações (ACT): Headquartered in Brazil, this entity is 50% owned by Telefônica Brasil and holds a 2% equity interest in the Refibra consortium.

With the implementation of IFRS 11 *Joint Arrangements* on January 1, 2013, our investments in these entities were accounted for retroactively using the equity method.

Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 added Section 13(r) to the Exchange Act. Section 13(r) requires an issuer to disclose in its annual or quarterly reports filed with the SEC whether the issuer or any of its affiliates has knowingly engaged in certain activities, transactions or dealings with the Government of Iran, relating to Iran or with designated natural persons or entities involved in terrorism or the proliferation of weapons of mass destruction during the period covered by the annual or quarterly report. Disclosure is required even when the activities were conducted outside the United States by non-U.S. entities and even when such activities were conducted in compliance with applicable law.

The following information is disclosed pursuant to Section 13(r). None of these activities involved U.S. affiliates of Telefônica or the Company.

Roaming agreements with Iranian operators

Various subsidiaries of our controlling shareholder, Telefónica, have entered into roaming agreements with Iranian telecommunication companies. Pursuant to such roaming agreements these subsidiaries' customers are able to roam in the particular Iranian network (outbound roaming) and customers of such Iranian operators are able to roam in the network of Telefónica's relevant subsidiary (inbound roaming). For outbound roaming, these subsidiaries pay the relevant Iranian operator roaming fees for use of its network by our customers, and for inbound roaming, the Iranian operator pays the relevant subsidiary roaming fees for use of our network by its customers.

We have a roaming agreement with MTN Irancell. During 2018, we recorded U.S.\$12.00 in roaming revenues and U.S.\$979.88 (before taxes and U.S.\$1,068 after taxes) of expenses payable to Irancell under this agreement. In addition, as part of the Telefónica group, we adhere to the roaming agreements with Telefónica's subsidiaries described below.

Telefónica's subsidiaries were party to the following roaming agreements with Iranian telecommunication companies in 2018:

Telefónica Móviles España ("TME"), Telefónica's Spanish directly wholly-owned subsidiary, has respective roaming agreements with (i) Mobile Telecommunication Company of Iran ("MTCI"), (ii) MTN Irancell ("Irancell"), (iii) Taliya (1) ("Taliya") and (iv) Telecommunications Kish Co. ("TKC"). During 2018, TME recorded the following revenues related to these roaming agreements: (i) 98,580.28 euros from MTCI, (ii) 561.17 euros from Irancell, (iii) no revenues from Taliya and (iv) no revenues from TKC.

TME also holds a roaming hub through its 55% directly-owned subsidiary, Link2One, a.e.i.e. ("L2O"). Under the related agreement, L2O provides a roaming hub service to Irancell enabling the latter to maintain a relationship with other members of the hub. Some members of the hub are also entities of the Telefónica Group. During 2018, L2O recorded revenues of 18,000.00 euros from Irancell.

Table of Contents

Telefónica Germany GmbH & Co. OHG (“TG”), Telefónica’s German 69.22% indirectly-owned subsidiary, has (2) respective roaming agreements with (i) MTCI and (ii) Irancell. During 2018, TG recorded the following revenues related to these roaming agreements: (i) no revenues from MTCI and (ii) 4,543.71 euros from Irancell.

Telefónica UK Ltd (“TUK”), Telefónica’s English directly wholly-owned subsidiary, has respective roaming (3) agreements with (i) Taliya and (ii) Irancell. During 2018, TUK recorded (i) no revenues from Taliya and (ii) 1,420.17 euros from Irancell.

Telefónica Argentina, S.A. and *Telefónica Móviles Argentina, S.A.* (together “TA”), Telefónica’s Argentinean directly (4) and indirectly wholly-owned subsidiaries, have a roaming agreement with Irancell. During 2018, TA recorded 6.51 euros in roaming revenues under this agreement.

Pegaso Comunicaciones y Sistemas, S.A. de C.V. (“PCS”), Telefónica’s Mexican directly wholly-owned subsidiary, (5) has a roaming agreement with Irancell. During 2018, PCS recorded 8.80 euros in roaming revenues under this agreement.

(6) *Telefónica del Perú, S.A.A.* (“TdP”), Telefónica’s Peruvian 98.57% indirectly-owned subsidiary, has a roaming agreement with Irancell. During 2018, TdP recorded 0.08 euros in roaming revenues under this agreement.

(7) *Colombia Telecomunicaciones, S.A. ESP* (“ColTel”), Telefónica’s Colombian 67.50% directly and indirectly-owned subsidiary, holds a roaming hub through L2O. L2O, in turn, provides a roaming hub service to Irancell enabling the latter to maintain a relationship with other members of the hub. During 2018, ColTel recorded 1.62 euros in roaming revenues under this roaming hub service.

(8) *Telefonía Celular de Nicaragua S.A.* (“TN”), Telefónica’s Nicaraguan 60% indirectly-owned subsidiary, has an indirect relationship with Irancell via the Telefonica Link2One Roaming hub. During 2018, TN recorded 0.85 euros in roaming revenues under this agreement.

(9) *Telefonica Móviles del Uruguay S.A.* (“TMU”), Telefónica’s Uruguayan directly wholly-owned subsidiary, has an indirect relationship with Irancell via the Telefonica Link2One Roaming hub. During 2018, TMU recorded 0.09 euros in roaming revenues under this agreement.

The net profit recorded by Telefónica’s subsidiaries pursuant to these agreements did not exceed the related revenues recorded thereunder.

The purpose of all of these agreements is to provide the Telefónica group’s customers with coverage in areas where the group does not own networks. For that purpose, Telefónica’s subsidiaries intend to continue maintaining these

agreements.

International Carrier Agreement with Iran

Telefónica de España had an international carrier agreement with Telecommunication Company of Iran that was terminated in February 2018.

Pursuant to this agreement, both companies interconnected their networks to allow the international exchange of telephone traffic. Telefónica de España recorded 1,653.77 euros in revenues under this agreement in 2018 until it was terminated. The net profit recorded by Telefónica de España pursuant to this agreement did not exceed such revenues.

D. Property, Plant and Equipment

On December 31, 2018, we had fixed and mobile operations in 2,871 properties, 1,472 of which we own, of which 128 are administrative buildings. Besides that, we have entered into standard leasing agreements to rent the remaining properties, under which 122 administrative areas, 14 kiosks and 293 retail stores are leased.

Our main physical properties for providing fixed line telephone services involve the segments of switching (public switching telephone network, or PSTN), transmission (optic and wireless systems), data communication (multiplex devices, IP network), infrastructure (energy systems and air conditioning) and external network (fiber optic and metallic cables), which are distributed in many buildings throughout the state of São Paulo and in the main cities outside the state of São Paulo. Some of these buildings are also used for administrative and commercial operations.

Table of Contents

Our main physical property for mobile services consists of transmission equipment, switching equipment, base stations, and other communication devices, such as voicemail, prepaid service, short message service, home location registers, signaling transfer point, packet data switching network and gateways. All switches, cellular sites, administrative buildings, administrative facilities, warehouses and stores are insured against damages for operational risks.

Pursuant to Brazilian legal proceedings, liens have been attached to several properties pending the outcome of various legal proceedings to which we are a party. See “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Legal Proceedings.” In addition, certain of our properties are still pending the applicable licenses and approvals from the local fire departments.

We are constantly making improvements to our facilities and network to meet customer demand and to improve the level of services we offer our clients.

On December 31, 2018, the net book value of our property, plant and equipment amounted R\$34.1 billion (R\$33.2 billion on December 31, 2017), which included reversible assets in the amount of R\$8.6 billion.

Environmental matters

Brazilian Federal, State and Municipal legislation provide for the control and protection of the environment. These laws govern the appropriate use of natural resources, control of atmospheric emissions and noise, treatment of effluents, handling and final disposal of hazardous materials, amongst others.

Under these laws, certain environmental licenses must be secured prior to the construction, installation, expansion and operation of facilities that use natural resources or that may pollute the environment, including those related to installation and operation of radio/cell stations and antennas. According to the stage of the project, the environmental licenses may be: (1) a preliminary license, which approves the location and design of the project and must be obtained in the early stages of the project or activity to certify its environmental feasibility; (2) an installation license, which authorizes the installation of the project or activity in accordance with the specifications set forth in approved plans, programs and projects; or (3) an operation license, which authorizes commencement of operations once the conditions for compliance with the preliminary and installation licenses are met, and may impose additional conditions applicable to the project’s operations.

Besides environmental licensing, other environmental regulations may affect our operations, such as, among other matters, regulations related to emissions into the air, soil and water, take-back systems, recycling and waste management, protection and preservation of fauna, flora and other features of the ecosystem, water use, interference with areas of cultural and historical relevance and with Conservation Units (UCs) or their surroundings, Permanent Preservation Areas (APPs) and contaminated areas.

Regarding the last subject matter, in accordance with the Environmental National Policy (Law No. 6,938/1981), the owner of a real estate property located in a contaminated area may be compelled by the relevant environmental agency to clean up the area, regardless of fault and the damage causes. Environmental authorities have been adopting an increasingly stringent position in connection with the handling of contaminated areas, including the creation of environmental standards to preserve the quality of land and underground water. Non-compliance with guidelines set by the relevant environmental and health authorities with respect to surveys and analyses of potentially contaminated areas or the exposure of persons to toxic fumes or residues may result in administrative and legal penalties for the developments and their management, in addition to the damage it can cause to our reputation as a responsible company. We perform periodic environmental investigations to assess any possible liability with respect to contamination of soil.

We are subject to administrative review of our activities and corporations found to be in violation of these administrative environmental regulations can be fined up to R\$50 million, have their operations suspended, be barred from entering into certain types of government contracts, be required to repair or provide indemnification in respect of any environmental damages they cause, be required to suspend tax benefits and incentives, be at competitive disadvantage to match the requirements of global sustainability index such as Dow Jones Sustainability Index and ISE (Index of corporate sustainability from B3 – Brazil), among others.

In Brazil, violating environmental rules or regulations may result in civil, administrative or criminal liability. With respect to civil liability, Brazilian environmental laws adopt a standard of unlimited strict, several and joint liability in determining the obligation to remediate damages caused to the environment. In addition, Brazilian courts may pierce the corporate veil when and if it poses an obstacle to the full recovery of environmental damages.

Table of Contents

We have a series of systems in place to protect our networks, our reputation and operations from environmental damage.

Additionally, we have systems in place for the proper disposal of batteries and oil, in our construction operations and to address other environmental issues that may arise in the operation and maintenance of our properties. In 51 cities (that cover more than 40% of our clients) we have a certified Environmental Management System that meets ISO14.001 requirements since 2016. We also maintain the control of radio frequency energy levels transmitted by our antennas, in accordance with current legislation. The energy consumption of our network infrastructure is very high and to address this challenge we established a global target that at least 50% of our energy consumption would come from renewable sources by 2020 and 100% by 2030. However, in 2018 we decided to acquire Renewable Energy Certificates (RECs), which offset our energy consumption from non-renewable sources, ensuring that 100% of our current energy consumption either directly originates from clean and renewable sources, or is offset by RECs that represent energy originated by clean and renewable sources. Therefore, on a net basis, we have reached our goals well before the stipulated deadline.

Also, to comply with Brazilian Federal regulations, (National Solid Waste Policy - Law 12,305/10), we were the first telecommunications company in Brazil to offer collection points at all of our stores for old mobile phones, accessories and batteries, where customers and other individuals can dispose of their used equipment ensuring proper disposal of these materials. At fixed line telecom business, we directly pick up equipment that is defective from customers or once the contract ends. These materials underwent triage and can be refurbished to be used again with full technical capacity and layout conditions. Through an online form on our website, customers can schedule pick-ups of equipment that they no longer use. These processes ensure that almost all of the collected electronic waste is recycled.

Moreover, we perform periodic environmental investigations to assess any possible liability with respect to contamination of soil and groundwater, including internal audits of our Environmental Management System (EMS), conducted by our sustainability unit at planned intervals.

ITEM 4A.

UNRESOLVED STAFF COMMENTS

None.

ITEM 5.

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. Operating Results

The following discussion should be read in conjunction with our consolidated financial statements and accompanying notes and other information appearing elsewhere in this annual report and in conjunction with the financial information included under “Item 3. Key Information—A. Selected Financial Data.” We prepared our consolidated financial statements included in this annual report in accordance with IFRS.

Overview

Our results of operations are principally affected by the following key factors.

Brazilian economic environment

The Brazilian economy has experienced varying rates of growth this decade. According to IBGE (*Instituto Brasileiro de Geografia e Estatística*), the Brazilian GDP increased by 1.1% in 2017, after decreasing by 3.3% in 2016 and 3.5% in 2015. According to market data, in 2018, the Brazilian GDP grew by approximately 1.3%.

Consumer prices, as measured by the IPCA, increased by 3.7% in 2018. Accordingly, growth in consumer prices stood below the lower limit of the inflation target band established by the Central Bank of 4.5% +/- 1.5%. In 2016 and 2017, the increases in IPCA were 6.3% and 2.9%, respectively. Inflation, as measured by the Brazilian general price index (*Índice Geral de Preços - Disponibilidade Interna*), or the IGP-DI, calculated by the FGV, which includes wholesale, retail and home-building prices, increased by 7.2% and decreased by 0.4% in 2016 and 2017, respectively. In 2018, the IGP-DI increased by 7.1%.

Table of Contents

As inflation rate measured by IPCA stood between the target of 4.5% and its lower bound of 3.0%, the Central Bank decreased the basic interest rate (*Sistema Especial de Liquidação e de Custódia*), or SELIC rate, to 6.5% by the end of 2018 and is keeping this level, from 7.0% as of the end of 2017.

Brazil closed 2018 with a trade balance surplus of US\$53.6 billion, a lower but still very comfortable level than in relation to the surplus of US\$64.0 billion at the end of 2017. Exports increased by 10.0%, registering US\$239.0 billion, while imports increased by 21.0%, to US\$185.5 billion. Foreign Direct Investments inflows into the country have increased, reaching US\$88.3 billion, compared to US\$70.3 billion in 2017. Portfolio investments have registered negative net flows of US\$8.4 billion in 2018, in comparison to negative flows of US\$1.7 billion in 2017. As a result of this performance of external accounts, international reserves at the end of 2018 were US\$387.0 billion, an increase of US\$5 billion compared to December 31, 2017.

Despite the improvement in economic activity, inflation and external accounts, some areas of the economy remained unfavorable, as is the case of the primary fiscal deficit. The fiscal result this year was another deficit, of 1.7% of the GDP, compared to 1.9% in 2017's result. The slight improvement, resultant from both the gradual recovery of the economic activity the expenditures control, have contributed for the change of outlook by the rating agencies' to the stability of the Brazilian sovereign debt credit rating. However, risk premium indexes have increased. The J.P. Morgan Emerging Markets Bond Index Plus (EMBI + Brazil), which tracks total returns for traded external debt instruments in emerging markets, reached 270 basis points by the end of 2018, down from 240 basis points at the end of 2017 and 328 basis points at the end of 2016. Factors such as the less favorable external scenario and political uncertainties during the elections period contributed to an increase in the EMBI.

The *Real* depreciated against the U.S. dollar in 2018 by 17.1%. The exchange rate on December 31, 2018 was R\$3.8748 per US\$1.00, from R\$3.3080 per US\$1.00 on December 29, 2017.

Our business is directly affected by the external environment and the Brazilian economy. Lower volatility of the Brazilian *Real* against the U.S. dollar contributes to the maintenance of the purchasing power of Brazilian consumers and, preventing a negative impact on the ability of our customers to pay for our telecommunications services.

Impact of inflation on our results of operations

Before 2006, the fees we charged our customers were periodically adjusted by ANATEL based on the inflation rates measured by the IGP-DI.

Starting in 2006, telephone fees were indexed to the IST, which is a basket of Brazilian indexes that reflect the telecommunications sector's operating costs. Such indexing reduced inconsistencies between revenue and costs in our industry and therefore reduced the adverse effects of inflation on our business. The IST for the twelve-month period ending December 2017 was 3.2% according to the most recent data published by ANATEL.

The table below shows the Brazilian general price inflation (according to the IGP-DI, IPCA and the IST) for the years ended December 31, 2014 through 2018:

	Inflation Rate (%) as Measured by IGP-DI(1)	Inflation Rate (%) as Measured by IPCA(2)	Inflation Rate (%) as Measured by IST(3)
December 31, 2014	3.8	6.4	5.9
December 31, 2015	10.7	10.7	11.1
December 31, 2016	7.2	6.3	6.0
December 31, 2017	(0.4)	2.9	3.2
December 31, 2018	7.1	3.7	5.5

(1) Source: IGP-DI, as published by the FGV.

(2) Source: IPCA, as published by the *IBGE*.

(3) Source: IST, as published by the *Agência Nacional de Telecomunicações*.

Table of Contents

Discussion of Critical Accounting Estimates and Policies

The preparation of the financial statements requires the use of certain critical accounting estimates and the exercise of judgment by the Company's Management in applying the Company's accounting policies. These estimates are based on experience, better knowledge, information available at the end of the fiscal year, and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Settlement of transactions involving these estimates may result in values that are different from those recorded in the financial statements due to the criteria inherent in the estimation process. The Company reviews its estimates at least annually.

The significant and relevant estimates and judgments applied by the Company in the preparation of these financial statements are presented in the following notes. The areas involving a higher degree of judgment or complexity are described below.

Accounting for long-lived assets

Property, plant and equipment and intangible assets, other than goodwill, are recorded at acquisition cost. Property, plant and equipment and intangible assets with definite useful lives are depreciated or amortized on a straight-line basis over their estimated useful lives. Intangible assets with indefinite useful lives, including goodwill, are not amortized, but are instead, subject to an impairment test on a yearly basis and whenever there is an indication that such assets may be impaired.

Accounting for long-lived assets and intangible assets involves the use of estimates for determining the fair value at their acquisition dates, particularly for assets acquired in business combinations and for determining the useful lives over which they are to be depreciated or amortized as well as their residual value. Useful lives are assessed annually and changed when necessary to reflect current evaluation on the remaining lives in light of technological change, network investment plans, prospective utilization and physical condition of the assets concerned.

The carrying values and useful lives applied to the principal categories of property, plant and equipment, and intangibles, are disclosed in Notes 12 and 13 to our consolidated financial statements.

Estimated losses for impairment of accounts receivable

In determining whether the credit risk of a financial asset has increased significantly since the initial recognition and in estimating the expected credit losses, we consider reasonable and bearable information that is relevant and available. This includes quantitative and qualitative information and analysis, based on our historical experience, credit assessment and considering forward-looking information. Although we believe that the assumptions used are reasonable, actual results may be different.

Additional information on estimated losses for impairment of accounts receivable is disclosed in Note 4 to our consolidated financial statements.

Impairment of nonfinancial assets, including goodwill

An impairment loss exists when the accounting value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher between the fair value less selling costs and the value in use. The estimated fair value less selling costs is based on the information available from transactions involving the sale of similar assets or the market price less additional costs regarding the disposition of such asset. The value in use is based on the model of discounted cash flow. Cash flows are derived from the budget and do not include activities of reorganization for which the company has not yet been committed or significant future investments that will improve the group of assets of the cash-generating unit subject to the test. The recoverable amount is sensitive to the discount rate used in the method of discounted cash flows as well as to the projected future cash flow and the expected future growth rate used for the purposes of determining terminal value. Furthermore, additional factors, such as technological obsolescence, the suspension of certain services and other circumstantial changes are taken into account.

The carrying value of goodwill and the key assumptions used in performing the annual impairment assessment are disclosed in Note 14 to our consolidated financial statements.

Table of Contents

Provisions for tax, labor, civil and regulatory proceedings

We record provisions for tax, labor, civil and regulatory claims where an outflow of resources is considered probable and a reasonable estimate can be made of the likely outcome. The assessment of the likelihood of loss includes assessing the available evidence, the hierarchy of laws, the available jurisprudence, the most recent court decisions and its materiality in the legal system as well as the evaluation of the case by external counsels. Provisions are reviewed and adjusted to take into account changes in circumstances such as the applicable prescriptive period, results from tax inspections or additional exposure identified based on newly issued court decisions. A significant change in these circumstances or assumptions could result in a corresponding increase or decrease the amount of our provisions.

Additional information on provisions for tax, labor, civil and regulatory proceedings is disclosed in Note 19 to our consolidated financial statements.

Pension and other post-retirement benefit plans

The cost of defined benefit retirement plans and other post-employment medical care benefits and the present value of pension and other postretirement obligations are determined using actuarial valuation methods. The actuarial valuation methods involve the use of assumptions about discount rates, expected future salary increases, mortality rates, health care costs trend rates and future increases in retirement benefits and pensions. The obligation of a defined benefit is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year-end. The mortality rate is based on mortality tables available in the country. Future increases in wages and retirement benefits and pensions are based on expected future inflation for Brazil. The assumptions reflect historical experience and our judgment regarding future expectations.

The value of our net pension obligation on December 31, 2018, the key financial assumption used to measure the obligation as well as the sensitivity of our pension liability on December 31, 2018 and of the income statement charge in 2016, 2017 and 2018 to changes in these assumptions, is disclosed in Note 30 to our consolidated financial statements.

Fair value of financial instruments

When the fair value of financial assets and liabilities presented on the balance sheet cannot be obtained in active markets, it is determined using valuation techniques, including the method of discounted cash flow. The data obtained

for the use of these methods are based as much on the information prevailing in the market as possible. However, when it is not feasible to obtain such information in the market, a certain assumption level is required to establish the fair value. The assumption includes consideration of the data that was used, such as the liquidity risk, credit risk and volatility. Changes in the assumptions regarding these factors could affect the presented fair value of financial instruments.

Additional information on fair value of financial instruments is disclosed in Note 31 to our consolidated financial statements.

Taxes

There may be uncertainties regarding the interpretation of complex tax regulations and the amount and timing of future taxable income. We record provisions based on reasonable estimates for potential disagreement with tax authorities from the jurisdictions in which we operate. The value of these provisions is based on several factors such as experience from previous tax audits and different interpretations of tax regulations by the taxable entity and the competent tax authority in charge. Such differences of interpretation may arise in a wide variety of subjects, depending on the prevailing conditions in the domicile of the company. As a result, we may be required to pay more than our provisions or to recover less than the related judicial assets recognized.

We evaluate the recoverability of deferred tax assets based on estimates of future results. This recoverability ultimately depends on our ability to generate taxable profits over the period in which the temporary difference is deductible. The analysis considers the reversal period of deferred tax liabilities, as well as estimates of profits from operations, based on updated internal projections reflecting the latest trends.

Table of Contents

Determining the proper valuation of the tax items depends on several factors, including an estimate of the period and the realization of the deferred tax asset and the expected date of payments of these taxes. The actual flow of receipt and payment of income tax could differ from estimates made by us, as a result of changes in tax laws or of unexpected future transactions that may impact tax balances.

Additional information on taxes is disclosed in Notes 7, 8 and 17 to our consolidated financial statements.

Revenue recognition

Customer Loyalty Program

We have a customer loyalty program that allows customers to accumulate points when generating traffic from the use of our mobile services. The accrued points may be exchanged for handsets or services, provided the customer has a minimum stipulated balance of points. The consideration received is allocated to the cost of handsets or services and the related points earned based on the relative fair value. The fair value of the points is calculated by dividing the discount value granted as a result of the customer loyalty program by the number of points needed to carry out the redemption. The fair value accrued on the balances of generated points is deferred and recognized as income upon redemption of points.

For determining the number of points to be recognized, we apply statistical techniques, which take into consideration assumptions such as estimated redemption rates, expiration dates, cancellation of points and other factors. These estimates are subject to variations and uncertainties due to changes in the redemption behavior of the customers.

A change in the assumptions regarding these factors could affect the estimated fair value of the points under the customer loyalty program and it could affect the apportionment of revenue among the elements and, as a result, revenues in future years.

Revenue recognition - revenue from unbilled services

We have billing systems for services with intermediate cut-off dates. Thus, at the end of each month there are revenues already received by us, but that are not effectively invoiced to our customers. These unbilled revenues are

recorded based on estimates, which take into account historical consumption data, number of days elapsed since the last billing date, among others. Because historical data are used, these estimates are subject to significant uncertainties.

Additional information on revenue recognition is disclosed in Note 24 to our consolidated financial statements.

Sources of Revenue

The breakdown of our gross operating revenue is presented net of discounts granted. In addition, we categorize our revenue according to the following groups:

Fixed and mobile telephone services

Includes revenues from fixed and mobile telephone, principally:

Local: includes the sum of revenues from monthly subscription fees, installation fees, local services, public telephones and fixed-to-mobile revenues;

Domestic long-distance: includes the sum of fixed-to-mobile revenues and domestic long distance calls and domestic long-distance calls placed on public telephones;

International long-distance: includes the sum of revenues from international long distance calls and international long-distance placed on public telephones; and

Usage charges: include measured service charges for calls, monthly fee and other similar charges.

Data Transmission and value-added services

Table of Contents

Wholesale: includes the sum of infrastructure rental revenues; and

Value Added Services: Vivo Música, Vivo Educa, Vivo Sync, Vivo PlayKids, Vivo NBA, Vivo Família Online, Vivo Meditação, among others; and

Data Transmission: Fixed and mobile data including FTTH, xDSL, cable on the fixed side and 3G and 4G on the mobile side.

Interconnection fees

Interconnection fees are amounts we charge other cellular and fixed-line service providers for the use of our network.

Pay TV

Includes TV services through satellite, cable or IPTV technology.

Sale of goods and equipment

The sale of wireless devices and accessories.

Other Services

Other services include integrated solution services offered to residential and corporate clients, such as Internet access, private network connectivity and leasing of computer equipment; and

Other telecommunications services such as extended service, caller identification, voice mail and cellular blocker, among others.

Results of Operations

The following table sets forth certain components of our net income for each year ended December 31, 2018, 2017 and 2016 as well as the percentage change of each component.

In 2017, we acquired 100% of shares of Terra Networks Brasil S.A. (“Terra Networks”). Results of Terra Networks S.A. are consolidated into our financial statements as from July 3, 2017. Notwithstanding, results from Terra Networks are not material and therefore our results of operations for the years ended December 31, 2018 and 2017 are comparable with our results of operations for the years ended December 31, 2016, 2015 and 2014. See Note 1 c.1 to our consolidated financial statements and “Item 4.A.—Historical Background—Acquisition of Terra Networks by TData” for further information.

In 2015, we acquired 100% of shares of GVT Participações S.A. (“GVT”). Results of GVT are consolidated into our financial statements as from May 1, 2015. See Note 1 c.3 to our consolidated financial statements and “Item 4.A.—Historical Background—Acquisition of GVT” for further information. As mentioned in footnote 1.c2, as part of the corporate restructuring in 2016, GVT was merged into Telefônica Brasil S.A.

	Year ended December 31,			Percent		Percent	
	2018	2017	2016	change		change	
	(in millions of <i>reais</i>)						
Net operating revenue	43,462.7	43,206.8	42,508.4	0.6	%	1.6	%
Cost of sales	(21,025.7)	(20,272.6)	(20,823.0)	3.7	%	(2.6)	%
Gross profit	22,437.0	22,934.2	21,685.4	(2.2)	%	5.8	%
Operating expenses:							
Selling expenses	(12,832.7)	(13,136.4)	(12,455.4)	(2.3)	%	5.5	%
General and administrative expenses	(2,599.0)	(2,443.1)	(2,793.3)	6.4	%	(12.5)	%
Other net operating income (expenses), net	2,450.9	(722.5)	(68.7)	(439.2)	%	951.7	%
Total operating income (expenses), net	(12,980.8)	(16,302.0)	(15,317.4)	(20.4)	%	6.4	%
Operating income	9,456.2	6,632.2	6,368.0	42.6	%	4.1	%
Financial income (expenses), net	1,827.2	(903.0)	(1,234.5)	(302.3)	%	(26.9)	%
Equity pickup	(5.9)	1.5	1.2	(493.3)	%	25.0	%
Income before taxes	11,277.5	5,730.7	5,134.7	96.8	%	11.6	%
Income and social contribution taxes	(2,349.2)	(1,121.9)	(1,049.5)	109.4	%	6.9	%
Net income for the year	8,928.3	4,608.8	4,085.2	93.7	%	12.8	%
Net income attributable to:							
Controlling shareholding	8,928.3	4,608.8	4,085.2	93.7	%	12.8	%
Net income for the year	8,928.3	4,608.8	4,085.2	93.7	%	12.8	%

Table of Contents

Results of Operations for the Year Ended December 31, 2018 Compared to the Year Ended December 31, 2017

Gross operating revenue

Our gross operating revenue decreased by 0.7% to R\$65,794.4 million in 2018 from R\$66,243.2 million in 2017. Service revenue decreased by 2.2%, to R\$61,292.4 million in 2018 from R\$62,696.5 million in 2017, mainly due to the maturity of fixed and mobile voice, prepaid and DTH, partially offset by the good performance of key segments, as postpaid and FTTH. Sale of goods revenue increased by 26.9% to R\$4,502.0 million in 2018 from R\$3,546.7 million in 2017, related to the strong sales activities in the period. The table and descriptions below set forth explanations for these variations:

	Year ended December 31,		Percent change	
	2018	2017	2018-2017	
	(in millions of <i>reais</i>)			
Gross operating revenue	65,794.4	66,243.2	(0.7	%)
Services (1)	61,292.4	62,696.5	(2.2	%)
Sale of goods (2)	4,502.0	3,546.7	26.9	%
Deductions from gross operating revenue	(22,331.7)	(23,036.4)	(3.1	%)
Taxes	(14,559.9)	(16,058.6)	(9.3	%)
Services	(13,820.8)	(15,468.3)	(-10.7	%)
Sale of goods	(739.1)	(590.3)	(25.2	%)
Discounts granted and return of goods	(7,771.8)	(6,977.8)	11.4	%
Services	(6,289.0)	(5,340.6)	17.8	%
Sale of goods	(1,482.8)	(1,637.2)	(9.4	%)
Net operating revenues	43,462.7	43,206.8	0.6	%
Services	41,182.6	41,887.6	(1.7	%)
Sale of goods	2,280.1	1,319.2	72.8	%

(1) These include telephone services, use of interconnection network, data and SVA services, cable TV and other services.

(2) These include sale of goods (handsets, sim cards and accessories) and equipment of the “Soluciona TI.”

Net operating revenue

Net Operating Revenue increased by 0.6% to R\$43,462.7 million in 2018 from R\$43,206.8 million in 2017, due to the increase in revenues from telecommunication services, as a result of strong increase in data transmission and value-added services revenues from the successful upselling of mobile data bundles, strong migration to 4G and 4.5G, higher smartphone penetration within our customer base, and robust fixed broadband evolution, mainly due to strong growth in ultra-broadband revenues driven by higher adoption of FTTH and footprint expansion. These factors were partially offset by a reduction in outgoing voice and interconnection revenues, resulting from decreases in mobile and fixed termination rates mandated by ANATEL, which became effective in February 2018, as described in “Item 4. Information On The Company—B. Business Overview—Regulation of the Brazilian Telecommunications Industry—Mobile Services—Interconnection Fees—Mobile service.”

Table of Contents**Cost of sales**

Cost of sales increased by R\$753.1 million, or 3.7%, to R\$21,025.7 million in 2018 from R\$20,272.6 million in 2017. The table and descriptions below set forth explanations for these variations:

	Year ended December 31,		Percent change	
	2018	2017	2018-2017	
	(in millions of <i>reais</i>)			
Cost of goods sold	(2,406.1)	(1,955.9)	23.0	%
Depreciation and amortization	(6,487.9)	(5,963.1)	8.8	%
Outside services and other	(5,413.0)	(5,650.1)	(4.2)	%
Interconnection and network use	(1,294.5)	(1,441.0)	(10.2)	%
Rental, insurance, condominium and connection means	(2,957.4)	(2,624.4)	12.7	%
Personnel	(872.0)	(845.4)	3.1	%
Taxes, charges and contributions	(1,594.8)	(1,792.7)	(11.0)	%
Cost of sales	(21,025.7)	(20,272.6)	3.7	%

Cost of Goods Sold: Cost of goods sold increased by R\$450.2 million, or 23.0%, to R\$2,406.1 million in 2018 from R\$1,955.9 million in 2017, mainly due to a strategic repositioning since in the fourth quarter of 2017, when we focused on increasing sales of handsets with positive profit margins, which also increased the cost of goods sold in 2018.

Depreciation and Amortization: Costs related to depreciation and amortization increased by R\$524.8 million, or 8.8%, to R\$6,487.9 million in 2018 from R\$5,963.1 million in 2017, as a result of the increase in fixed assets, reflecting the higher level of investments made by the Company in the expansion of 4G and 4.5G network and the acceleration of FTTH deployment in 2018.

Outside Services and Other: Costs related to outside services and other decreased by R\$237.1 million, or 4.2%, to R\$5,413.0 million in 2018 from R\$5,650.1 million in 2017, primarily due to lower electricity costs and higher efficiency in maintenance activities.

Interconnection and Network Use: Costs related to interconnection and network use decreased by R\$146.5 million, or 10.2%, to R\$1,294.5 million in 2018, from R\$1,441.0 million in 2017, primarily as a result of the decreases in mobile and fixed termination rates mandated by ANATEL, which became effective in February 2018.

Rental, Insurance, Condominium and Connection Means: Costs related to rent, insurance, condominium and connection means increased by R\$333.0 million, or 12.7%, to R\$2,957.4 million in 2018, from R\$2,624.4 million in 2017, as a result of higher rental and leasing expenses in connection with sites where we install our antennas, due to the expansion in 4G and 4.5G coverage and focus on service quality.

Personnel: Personnel expenses increased by R\$26.7 million, or 3.1% (below the inflation rate of 3.7% in the same period as measured by the IPCA rate), to R\$872.0 million in 2018 from R\$845.4 million in 2017, driven by costs related to rightsizing processes and by changes in collective bargaining agreements.

Taxes, Charges and Contributions: Taxes, charges and contributions decreased by R\$197.9 million, or 11.0%, to R\$1,594.8 million in 2018, from R\$1,792.7 million in 2017, primarily due to lower regulatory taxes paid in the period resulting from the disconnection of unprofitable prepaid customers, in accordance with ANATEL policies.

Operating expenses

Operating Expenses decreased by R\$3,321.2 million, or 20.4%, to R\$12,980.8 million in 2018, from R\$16,302.0 million in 2017. The table and descriptions below set forth explanations for these variations:

	Year ended December 31,		Percent
	2018	2017	change
	(in millions of <i>reais</i>)		2018-2017
Selling expenses	(12,832.7)	(13,136.4)	(2.3 %)
General and administrative expenses	(2,599.0)	(2,443.1)	6.4 %
Other operating income (expenses), net	2,450.9	(722.5)	(439.2 %)
Total	(12,980.8)	(16,302.0)	(20.4 %)

Table of Contents

Selling Expenses: Our selling expenses decreased by R\$303.7 million, or 2.3%, to R\$12,832.7 million in 2018 from R\$13,136.4 million in 2017, mainly due to lower expenses related to call centers, back office, billing and posting, due to the increasing penetration of our digitalization and automatization initiatives, and other measures that increased our overall efficiency, as well as increases in online sales, improving our customer experience while reducing our related selling expenses.

General and Administrative Expenses: Our general and administrative expenses increased by R\$155.9 million, or 6.4%, to R\$2,599.0 million in 2018, from R\$2,443.1 million in 2017, due to higher personnel expenses in the period, related to severance expenses associated with an organizational restructuring implemented in the year in order to optimize our general and administrative expenses.

Other Operating Income (Expenses), Net: Other operating income, net increased by R\$3,173.4 million, or 439.2%, to an income of R\$2,450.9 million in 2018, from expenses of R\$722.5 million in 2017. This non-recurring income, which amounted to R\$3,386.4 million in 2018, was related to a positive outcome of legal proceedings we had in the Superior Court of Justice (STJ), which recognized the right to deduct the ICMS tax from the basis of calculation of PIS/COFINS contributions, leading to a revision of expense amounts relating to payments made by TELESP and Telefônica Data from 2003 to 2014 and by Vivo from 2004 to 2013.

Financial income (expenses), net

For the year ended December 31, 2018, financial income, net reached R\$1,827.2 million, an increase of R\$2,730.2 million or 302.3%, from an expense of R\$903.0 million for the year ended December 31, 2017, primarily because of the non-recurring financial effect registered in the period, in the amount of R\$2,720.7 million, primarily resulting from non-recurring income resulting from the above-mentioned judicial decisions relating to the exclusion of ICMS tax from the PIS/COFINS tax base on TELESP and Telefônica Data's operations from 2003 and 2014 and from Vivo's operations between 2004 and 2013.

Income and social contribution taxes

We recorded an expense from income and social contribution taxes in the amount of R\$2,349.2 million in 2018, compared to an expense of R\$1,121.9 million in 2017, as a result of a 96.8% increase in income before income tax and social contribution against the prior year.

The effective rate of income and social contribution taxes increased to 20.8% in 2018 compared with 19.6% in 2017, primarily as a result of an increase in taxable income related to the final judgment in the Superior Court of Justice, in favor of the Company, recognizing the right to deduct the ICMS from the basis of calculation of PIS/COFINS contributions.

Results of Operations for the year ended December 31, 2017 compared to the year ended December 31, 2016

Gross operating revenue

Our gross operating revenue increased by 1.9% to R\$66,243.2 million in 2017 from R\$65,006.7 million in 2016. Service revenue increased by 1.9%, to R\$62,696.5 million in 2017 from R\$61,513.1 million in 2016, mainly due to the good performance of key segments, as postpaid and ultra-broadband, partially offset by the maturity of fixed and mobile voice, prepaid and DTH. Sale of goods revenue increased by 1.5% to R\$3,546.7 million in 2017 from R\$3,493.6 million in 2016. The table and descriptions below set forth explanations for these variations:

	Year ended December 31,		Percent change	
	2017	2016	2017-2016	
	(in millions of reais)			
Gross operating revenue	66,243.2	65,006.7	1.9	%
Services (1)	62,696.5	61,513.1	1.9	%
Sale of goods (2)	3,546.7	3,493.6	1.5	%
Deductions from gross operating revenue	(23,036.4)	(22,498.3)	2.4	%
Taxes	(16,058.6)	(15,388.8)	4.4	%
Services	(15,468.3)	(14,780.0)	4.7	%
Sale of goods	(590.3)	(608.8)	(3.0	%)
Discounts granted and return of goods	(6,977.8)	(7,109.5)	(1.9	%)
Services	(5,340.6)	(5,612.7)	(4.8	%)
Sale of goods	(1,637.2)	(1,496.8)	9.4	%
Net operating revenue	43,206.8	42,508.4	1.6	%
Services	41,887.6	41,120.4	1.9	%
Sale of goods	1,319.2	1,388.0	(5.0	%)

(1) These include telephone services, use of interconnection network, data and SVA services, cable TV and other services.

(2) These include sale of goods (handsets, sim cards and accessories) and equipment of the “Soluciona TI.”

Table of Contents**Net operating revenue**

Net Operating Revenue increased by 1.6% to R\$43,206.8 million in 2017 from R\$42,508.4 million in 2016, due to the increase in revenues from telecommunication services, as a result of strong increase in data transmission and value-added services revenues from the successful upselling of mobile data bundles, strong migration to 4G and higher smartphone penetration within our customer base, and robust fixed broadband evolution, mainly due to strong growth in ultra-broadband revenues driven by higher adoption of FTTH and footprint expansion. These factors were partially offset by decreasing outgoing voice and interconnection revenues, resulting from decreases in mobile and fixed termination rates mandated by ANATEL, which became effective in February 2017, as described in “Item 4. Information On The Company—B. Business Overview—Regulation of the Brazilian Telecommunications Industry—Mobile Services—Interconnection Fees—Mobile service.”

Cost of sales

Cost of sales decreased by R\$550.4 million, or 2.6%, to R\$20,272.6 million in 2017 from R\$20,823.0 million in 2016. The table and descriptions below set forth explanations for these variations:

	Year ended December 31,		Percent change
	2017	2016	2017-2016
	(in millions of <i>reais</i>)		
Cost of goods sold	(1,955.9)	(2,118.9)	(7.7 %)
Depreciation and amortization	(5,963.1)	(5,821.6)	2.4 %
Outside services and other	(5,650.1)	(5,794.9)	(2.5 %)
Interconnection and network use	(1,441.0)	(1,924.1)	(25.1 %)
Rental, insurance, condominium and connection means	(2,624.4)	(2,326.1)	12.8 %
Personnel	(845.4)	(976.2)	(13.4 %)
Taxes, charges and contributions	(1,792.7)	(1,861.2)	(3.7 %)
Cost of sales	(20,272.6)	(20,823.0)	(2.6 %)

Cost of Goods Sold: Cost of goods sold decreased by R\$163.0 million, or 7.7%, to R\$1,955.9 million in 2017 from R\$2,118.9 million in 2016, primarily as a result of the decline in the overall number of handsets sold due to a value-driven, selective sales strategy adopted in 2017, which focused on selling handsets to higher-value customers.

Table of Contents

Depreciation and Amortization: Costs related to depreciation and amortization increased by R\$141.5 million, or 2.4%, to R\$5,963.1 million in 2017 from R\$5,821.6 million in 2016, as a result of the increase in fixed assets, reflecting the higher level of investments made by the Company in the expansion of 4G network and FTTH deployment.

Outside Services and Other: Costs related to outside services and other decreased by R\$144.8 million, or 2.5%, to R\$5,650.1 million in 2017 from R\$5,794.9 million in 2016, as a result of lower costs for acquisition of mobile and TV content.

Interconnection and Network Use: Costs related to interconnection and network use decreased by R\$483.1 million, or 25.1%, to R\$1,441.0 million in 2017, from R\$1,924.1 million in 2016, primarily as a result of the decreases in mobile and fixed termination rates mandated by ANATEL, which became effective in February 2017.

Rental, Insurance, Condominium and Connection Means: Costs related to rent, insurance, condominium and connection means increased by R\$298.3 million, or 12.8%, to R\$2,624.4 million in 2017, from R\$2,326.1 million in 2016, as a result of higher rental and leasing expenses in connection with sites where we install our antennas, due to the expansion in 4G coverage and focus on service quality.

Personnel: Personnel expenses decreased by R\$130.8 million, or 13.4%, to R\$845.4 million in 2017 from R\$976.2 million in 2016, driven by cost savings from corporate restructuring activities executed in the past years and cost-control measures implemented throughout the year.

Taxes, Charges and Contributions: Taxes, charges and contributions decreased by R\$68.5 million, or 3.7%, to R\$1,792.7 million in 2017, from R\$1,861.2 million in 2016, due to lower regulatory taxes paid in the period.

Operating expenses

Operating Expenses increased by R\$984.6 million, or 6.4%, to R\$16,302.0 million in 2017, from R\$15,317.4 million in 2016. The table and descriptions below set forth explanations for these variations:

Year ended December	Percent
31,	change

	2017	2016	2017-2016
	(in millions of <i>reais</i>)		
Selling expenses	(13,136.4)	(12,455.4)	5.5 %
General and administrative expenses	(2,443.1)	(2,793.3)	(12.5 %)
Other operating income (expenses), net	(722.5)	(68.7)	951.7 %
Total	(16,302.0)	(15,317.4)	6.4 %

Selling Expenses: Our selling expenses increased by R\$681.0 million, or 5.5%, to R\$13,136.4 million in 2017 from R\$12,455.4 million in 2016, mainly due to higher expenses related to telesales and active call center, which are associated with ARPU growth and higher volumes of net additions in high-end customers (postpaid and ultra-broadband services).

General and Administrative Expenses: Our general and administrative expenses decreased by R\$350.2 million, or 12.5%, to R\$2,443.1 million in 2017, from R\$2,793.3 million in 2016, due to lower personnel expenses in the period.

Other Operating Income (Expenses), Net: Other operating (expenses), net increased by R\$653.8 million, or 951.7%, to R\$722.5 million in 2017, from R\$68.7 million in 2016. The increase is a result of the positive impact of the sale of 1,655 towers in the amount of R\$513.5 million in 2016.

Financial expenses, net

For the year ended December 31, 2017, financial expenses, Net reached R\$903.0 million, decreasing by R\$331.5 million or 26.9% when compared to the period ended December 31, 2016, primarily because of a decrease in interest expense as a result of lower interest rates.

Table of Contents

Income and social contribution taxes

We recorded an expense from Income and Social Contribution Taxes in the amount of R\$1,121.9 million in 2017, compared to an expense of R\$1,049.5 million in 2016, as a result of higher income before income tax and social contribution.

The effective rate of income and social contribution taxes decreased to 19.6% in 2017 compared with 20.4% in 2016, as a result of an increase in distributions of interest on shareholders' equity during 2017, which is deductible for income tax purposes.

B. Liquidity and Capital Resources

General

We fund our operations and capital expenditures primarily from operating cash flows, loans obtained from financial institutions or development banks, and debentures. As of December 31, 2018, we had R\$3,4 billion in cash and cash equivalents. We do not have any material unused sources of liquidity.

Our principal cash requirements include:

- the servicing of our indebtedness;
- capital expenditures; and
- the payment of dividends.

Our management believes that our sources of liquidity and capital resources, including working capital, are adequate for our present requirements.

Sources of Funds

Our cash flow from operations was R\$11.9 billion in 2018, a decrease of 5.5% compared to R\$12.6 billion in 2017. The decrease in cash flow from operations is due to the clearing of the provision legal deposits (FISTEL and EBC fee that were previously deposited and will be converted into revenue) of R\$ 2.5 billion, offset by cash flow used in investing activities, without cash outflow. Excluding these non-recurring impacts, our cash flow from operations would be R\$ 14.4 billion in 2018, an increase of 14.3% compared to R\$ 12.6 billion in 2017. The increase in cash flow from operations reflects the increase in revenues from mobile services mainly driven by data revenues and the increase in devices revenues. There was also a decrease in expenses with interconnection, FUST/FUNTELL tax, maintenance and conservation services, call center and commissioning, advertising and posting/billing.

Our cash flow from operations was R\$12.6 billion in 2017, an increase of 10.5% compared to R\$11.4 billion in 2016. The increase in cash flow from operations is a reflection of an increase in revenues from mobile telecommunications services, mainly driven by data and digital services revenues, which represented 72.1% of our mobile service revenues, and the increase of broadband revenues, mainly in ultra-broadband, due to our strategy to expand our FTTH footprint in existing and new cities, partially offset by an increase in operating expenses, mainly due to the cost of sales and IT development.

Uses of Funds

Our cash flow used in investing activities was R\$5.7 billion in 2018 compared to R\$8.4 billion in 2017. The decrease in cash flow used in investing activities is due to the clearing of the provision legal deposits (Fistel and EBC fee that were previously deposited and now decided to be converted into revenue) of R\$ 2.5 billion, offset in Cash flow from Operation, without cash outflow. Excluding these non-recurring impacts, our cash flow used in investing activities would be R\$ 8.2 billion in 2018, a decrease of 3.0% compared to R\$ 8.4 billion in 2017. The decrease in cash flow used in investing activities of R\$0.3 billion in 2018 compared to 2017 was primarily due to the acquisition of Terra in 2017.

Our cash flow used in investing activities was R\$8.4 billion in 2017 compared to R\$6.9 billion in 2016. The increase in cash flow used in investing activities of R\$1.5 billion in 2017 compared to 2016 was primarily due to the additions to property, plant and equipment and intangible assets, to the acquisition of Terra in 2017, and to proceeds from the one-time sale of fixed assets in 2016.

Table of Contents

Our cash flow used in financing activities recorded an outflow of R\$6.9 billion in 2018 compared to an outflow of R\$5.3 billion in 2017. The increase in cash flow used in financing activities of R\$1.7 billion in 2018 compared to 2017 was due primarily to the increase in payment of dividends and interest on equity (R\$0.5 billion) and there were no debentures raised in 2018 (debentures raised R\$3.1 billion in 2017), partially offset by a decrease in payments of loans and debentures (R\$1.6 billion).

Our cash flow used in financing activities recorded an outflow of R\$5.3 billion in 2017 compared to an outflow of R\$4.8 billion in 2016. The increase in cash flow used in financing activities of R\$0.5 billion in 2017 compared to 2016 was due primarily to the increase in payment of dividends and interest on equity (R\$0.7 billion), increase in payments of loans and debentures (R\$2.3 billion) partially offset by debentures raised R\$3.0 billion in 2017.

Indebtedness

As of December 31, 2018, our total debt was as follows:

Debt	Currency	Annual interest rate payable	Maturity	Total amount outstanding (in millions of reais)
BNDES loans and financing	UR TJLP	TJLP + 0.0% to 4.08%	2023	940.0
BNDES loans and financing	R\$	2.5% to 6.0%	2023	165.2
BNDES loans and financing	R\$	SELIC D-2 + 2.32%	2023	325.9
BNDES	UMBNDDES (1)	ECM(1) + 2.38%	2019	96.6
BNB – Banco do Nordeste loans and financing	R\$	7.0% to 10.0%	2022	54.8
Debentures 4th issue - Series 3	R\$	IPCA + 4.0%	2019	41.1
Debentures 1st issue - Minas Comunica	R\$	IPCA + 0.5%	2021	78.7
Debentures 5th issue - Single Series	R\$	108.25% of CDI	2022	2,048.9
Debentures 6th issue - Single Series	R\$	100% of CDI + 0.24 spread	2020	1,005.1
Finance Leases (2)	R\$	-	2033	393.0
Contingent Consideration	R\$	-	2025	465.7
Suppliers finance arrangements	R\$	101.4 to 109.4% of CDI	2018	524.2
Total debt				6,139.4
Current				1,464.2

Noncurrent

4,675.3

The UMBNDES is a monetary unit of the Brazilian Development Bank (BNDES) that reflects the weighted basket (1) of currencies in which the BNDES borrows. The Currency Basket Charge (*Encargos da Cesta de Moedas*), or ECM, is a rate disclosed by BNDES on a quarterly basis.

(2) Our finance leases are related to towers and rooftops, IT equipment leases, infrastructure rent and other means of transmission.

Interest and principal payments on our indebtedness as of December 31, 2018 due in 2019 and 2020 total R\$1,464.2 million and R\$1,426.5 million, respectively.

The agreements that govern the majority of our outstanding loans and financings contain certain standard restrictive covenants, including financial covenants. These agreements may provide for the acceleration of the full balance of our obligations in the event of any default. In general, these agreements are subject to acceleration of maturity upon: (i) the inclusion in our shareholders' agreement, bylaws or articles of incorporation or those of the companies that control us of conditions leading to restrictions or loss of ability to pay financial obligations arising from these agreements; (ii) a conviction or final judgment against us in connection with child labor, slave labor or a crime against the environment; or (iii) liquidation, dissolution, insolvency; voluntary bankruptcy, judicial or extrajudicial recovery to any creditor or class of creditors.

Table of Contents

As of December 31, 2018, we were not in default of any of our obligations and therefore none of our liabilities were subject to acceleration.

Foreign exchange and interest rate exposure

We face foreign exchange risk due to our foreign currency-denominated indebtedness, accounts payable (including our capital expenditures, particularly equipment) and receivables in foreign currency. A *real* devaluation may increase our cost of debt and certain commitments in a foreign currency. Our revenue is earned in *reais*, and we have no material foreign currency-denominated assets, except income from hedging transactions, interconnection of international long-distance services and services rendered to customers outside Brazil. Equity investments in foreign companies also suffer effects with variations in the exchange rate.

As of December 31, 2018, 1.6% of our R\$6.1 billion of financial indebtedness was denominated in UMBNDES (which is partially tied to the U.S. dollar). See Note 33 to the Consolidated Financial Statements. Devaluation of the *real* causes exchange losses on foreign currency-denominated indebtedness and commitments and exchange gain on foreign currency-denominated assets and corporate stakes in foreign companies.

We use derivative instruments to limit our exposure to exchange rate risk. Since September 1999, we have hedged all of our foreign currency-denominated bank debt using swaps and other derivative instruments. Since May 2010, the company began using net balance coverage, which is the hedging of net positions in foreign exchange exposures, or assets (issued invoices) *minus* liabilities (received invoices) for foreign exchange exposures, substantially reducing our risk to fluctuations in exchange rates. We could still continue to face exchange rate exposure with respect to our planned capital expenditures, however, as a small part of our planned capital expenditures are denominated or indexed in foreign currencies (mostly U.S. dollars). We systematically monitor the amounts and time of exposure to exchange rate fluctuations and may hedge positions when deemed appropriate.

The largest part of our *reais* denominated debt originally pays interest as a percentage of the CDI or has been swapped to do so. The CDI – Certificate of Interbank Deposits (*Certificado de Depósito Interbancário*) is an index based upon the average rate of operations transacted among the banks within Brazil. With the CDI being a floating rate, we remain exposed to market risk. This exposure to the CDI is also present in long derivatives positions and financial investments, which are indexed to percentages of the CDI.

For more information, see “Item 11. Quantitative and Qualitative Disclosures about Market Risk.”

Capital Expenditures and Payment of Dividends

Our principal capital requirements are for capital expenditures and payments of dividends to shareholders. Capital expenditures consisted of additions to property, plant and equipment and additions to intangible assets, including licenses which totaled R\$8.2 billion, R\$8.0 billion and R\$8.2 billion for the years ended December 31, 2018, 2017 and 2016, respectively. These expenditures relate primarily to the expansion of our network. We may seek financing for part of our capital expenditures and cash management assistance from the Brazilian government, in particular from BNDES, which is the main government financing agent in Brazil, as well as from the local or foreign capital markets or from local and foreign financial institutions. See “Item 4. Information on the Company—A. History and Development of the Company—Capital Expenditures.”

Pursuant to our bylaws and Brazilian Corporate Law, we are required to distribute a mandatory minimum dividend of 25% of our “adjusted net income” (as defined below) in respect of each fiscal year to the extent earnings are available for distribution. Holders of preferred shares are assured priority in the reimbursement of capital, without a premium, and are entitled to receive cash dividends that are 10% higher than those attributable to common shares.

Adjusted net income, as determined by Brazilian Corporate Law, is an amount equal to our net income adjusted to reflect allocations to or from (i) legal reserve, (ii) statutory reserve and (iii) a contingency reserve for anticipated losses, if any.

Table of Contents

We may also make additional distributions to the extent that we have profits and reserves available to distribute. All of the above distributions may be made as dividends or as tax-deductible interest on shareholders' equity. Interest on shareholders' equity is tax-deductible payments pursuant to Brazilian Corporate law, that a company may make, in addition to dividends, which the company may treat as financial expenses for tax and social contribution purposes. For more information on the payment of interests on shareholders' equity, see "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividend Distribution Policy—Dividends and Interest on Shareholders' Equity." We deliberated in favor of the distribution of dividends and interest on shareholders' equity of R\$7.0 billion, R\$4.6 billion and R\$4.1 billion in 2018, 2017 and 2016, respectively.

Our management expects to meet 2019 capital requirements primarily from cash provided from our operations. Net cash provided by operations was R\$11.9 billion, R\$12.6 billion and R\$11.4 billion in 2018, 2017 and 2016, respectively.

Adjustments to net income for purposes of calculating the basis for dividends include allocations to various reserves that effectively reduce the amount available for the payment of dividends. For the fiscal year ended December 31, 2018, in addition to the interim dividend and interest on own capital payments made in 2018, management decided to propose (i) the allocation of R\$1.7 billion of profits available for distribution to Reserve of Modernization and Expansion and (ii) an additional proposed dividend to shareholders in the amount of R\$2.5 billion. The proposal to allocate profits to Reserve of Modernization and Expansion and to pay dividends will be approved at the shareholders' meeting that will approve the 2018 annual report. See "Item 3. Key Information—D. Risk Factors—Risks Relating to the Preferred Shares and the ADSs—Holders of our Preferred Shares and ADSs generally do not have voting rights" and "Item 10. Additional Information—B. Memorandum and Articles of Association—Description of Our Bylaws—Voting Rights."

Accounting Pronouncements

The accounting policies adopted in the preparation of the consolidated financial statements for the year ended December 31, 2018 are consistent with those used in the preparation of the consolidated annual financial statements for the year ended December 31, 2017, except for the changes required by the new pronouncements, interpretations and amendments approved for the IASB, which came into effect as of January 1, 2018, as follows:

Standards and amendments

IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers
Clarifications to IFRS 15	Revenue from Contracts with Customers, issued on April 12, 2016
Amendments to IFRS 2	Classification and Valuation of Share-Based Transactions
Improvements to IFRS Standards	2014-2016 Cycle

The adoption of part of these standards, changes and interpretations did not have a significant impact on the financial position of the Company and its subsidiaries in the initial period of application. However, for IFRS 9 and IFRS 15, there was a significant impact on the consolidated financial position at the time of their adoption and prospectively.

IFRS 9 Financial Instruments

IFRS 9 simplified the current measurement model for financial assets and established three main categories: (i) amortized cost; (ii) fair value through profit or loss; and (iii) fair value through other comprehensive income (“OCI”), depending on the business model and the characteristics of the contractual cash flows. Regarding recognition and measurement of financial liabilities there were not significant changes from current criteria except for the recognition of changes in own credit risk in OCI for those liabilities designated at fair value through profit or loss.

IFRS 9 introduced the expected credit loss model as the new model for impairment losses on financial assets. This new model requires that the expected credit losses be recorded from the initial recognition of the financial asset. The Company applied the simplified approach and recorded lifetime expected losses on all trade receivables. Consequently, the application of the new requirements led to an acceleration in the recognition of impairment losses on its financial assets, mainly trade receivables.

Table of Contents

In addition, the new standard introduced a new and less restrictive hedge accounting model, requiring an economic relationship between the hedged item and the hedging instrument and that the hedge ratio be the same as that applied by the entity for risk management, criteria for documenting hedge relationships.

The main changes are related to the documentation of policies and hedging strategies, as well as the estimation and timing of recognition of expected losses on receivables from customers. The Company has decided to apply the option that allows not to restate comparative periods to be presented in the year of initial application.

From the analysis performed on the transactions of the 2017 financial year, the Company recognized on January 1, 2018, a decrease of R\$364 million in retained earnings, before deferred taxes, as a result of the increase in the bad debt provision balance on receivables from customers.

In addition to the effects on provision for customer receivables defaults mentioned above, the adoption of IFRS 9 had impacts on the classification and measurement of financial assets and liabilities, as presented in the table below.

	Classification by category	
	Classification in accordance with IAS 39	Classification in accordance with IFRS 9
Financial Assets		
Trade accounts receivable	Loans and receivables	Amortized cost
Derivative transactions	Hedges (economic)	Measured at fair value through comprehensive income
Financial Liabilities		
Derivative transactions	Hedges (economic)	Measured at fair value through comprehensive income

IFRS 15 Revenues from Contracts with Customers

IFRS 15 establishes a global structure to determine when to recognize revenue from ordinary activities and by what amount. The basic principle is that an entity must recognize revenue from ordinary activities in a way that represents the transfer of goods or services committed with the customer in exchange for an amount that reflects the consideration that the entity expects to be entitled in exchange for such assets or services.

With the adoption of IFRS 15, for bundled packages that combine multiple wireline, wireless, data, internet or television goods or services, the total revenue is now allocated to each performance obligation based on their standalone selling prices in relation to the total consideration of the package and will be recognized when (or as) the obligation is satisfied, regardless of whether there are undelivered items. Consequently, when bundles include a discount on equipment, there is an increase in revenues recognized from the sale of handsets and other equipment, in detriment of ongoing service revenue over subsequent periods. To the extent that the packages are marketed at a discount, the difference between the revenue from the sale of equipment and the consideration received from the customer upfront is recognized as a contract asset in the statement of financial position.

All incremental costs to obtain a contract (sales commissions and other acquisition costs of third parties) are accounted for as prepaid expenses (assets) and amortized over the same period as the revenue associated with that asset. Similarly, certain contract fulfillment costs are also deferred to the extent that they relate to performance obligations that are satisfied over time.

Revenue from the sale of handsets to dealers is accounted for at the time of delivery and not at the time of sale to the final customer, as there is no performance obligation after delivery to dealers.

Table of Contents

Certain changes of the contract have been accounted for as a retrospective change (i.e. as a continuation of the original contract), while other modifications are to be considered prospectively as separate contracts, such as the original contract end and the creation of a new one.

The Company adopted, as permitted by the technical pronouncement, the retrospective method modified with the cumulative effect of the initial application recognized as an adjustment to the opening balance of retained earnings on the date of the initial adoption. Therefore, comparative amounts of previous periods will not be restated.

IFRS 15 also allows the application of certain practical arrangements to facilitate the implementation of the new criteria. The Company has assessed which of them will be adopted in the implementation of the standard in order to reduce complexity in its application.

The main practical expedients that the Company adopted were:

Completed contracts: the Company did not apply the standard retrospectively to those contracts that were completed at January 1, 2018.

Portfolio approach: the Company applied the requirements of the standard to groups of contracts with similar characteristics, since, for the clusters identified, the effects do not differ significantly from an application on a contract by contract basis.

Financial component: was not be considered significant when the period between the moment when the promised good or service is transferred to a customer and the moment when the customer pays for that good or service is one year or less.

Costs to obtain a contract: these costs were recognized as an expense when incurred if the amortization period of the asset that the entity would otherwise recognize was one year or less.

The process of implementing the new requirements involved the introduction of modifications to the current information systems, the implementation of new IT tools, and changes in the processes and controls of the entire revenue cycle in the Company. This process of implementation in the Company entailed a high degree of complexity due to factors such as many contracts, numerous data source systems, as well as the need to make complex estimates.

From the analysis performed on the transactions of the 2017 financial year, considering commercial offers as well as the volume of contracts affected, the Company recognized on January 1, 2018 an increase in retained earnings of R\$156 million, before deferred taxes, referring to first-time recognition of contract assets that lead to the early recognition of revenue from the sale of goods and the activation and deferral of incremental costs related to obtaining contracts and contract fulfillment costs that result in the subsequent recognition of customer acquisition costs and other sales.

New IFRS pronouncements, issues, amendments and interpretations of the IASB

In addition to the previously issued and amended standards, at the date of preparation of our financial statements as of and for the year ended December 31, 2018, the following issues and changes in IFRS and IFRICs had been published but were not mandatory.

The Company does not anticipate the early adoption of any pronouncement, interpretation or amendment that has been issued before application is mandatory for the year ended December 31, 2018.

Standards and amendments		Mandatory application: annual periods beginning on or after
Improvements to IFRS Standards	2015-2017 Cycle	January 1, 2019
IFRS 16	Leases	January 1, 2019
IFRIC 23	Uncertainty over Income Tax Treatments	January 1, 2019
Amendments to IFRS 9	Prepayment Features with Negative Compensation	January 1, 2019
Amendments to IAS 28	Long-term Interest in associates and Joint Ventures	January 1, 2019
Improvements to IFRS 10 and IAS 28	Sale or Constitution of Assets between an Investor and its Associate or Joint Venture	January 1, 2019

Table of Contents

Based on the analyses made to date, the Company estimates that the adoption of these standards, amendments and interpretations will not have a significant impact on the consolidated financial statements in the initial period of adoption, except for the effects of IFRS 16, where there is an expectation of a significant impact on the consolidated financial position at the time of its adoption and prospectively.

IFRS 16 Leases

IFRS 16 requires lessees to recognize assets and liabilities arising from all leases (except for short-term leases and leases of low-value assets) in the statement of financial position.

The Company acts as a lessee in a significant number of leases on different assets, such as towers and the respective land where they are located, circuits, offices, stores and commercial real estate, mainly. A significant portion of these contracts are accounted for as operating leases under the current lease standard, with lease payments being recognized on the straight-line basis over the contract term.

The Company concluded the process of estimating the impact of this new standard on such contracts. This analysis included the estimation of the lease term, based on the non-cancellable period and the periods covered by options to extend the lease, when the exercise depends only on Company and where such exercise is reasonably certain. This depended, to a large extent, on the specific facts and circumstances applicable to the main class of assets in the telecom industry (technology, regulation, competition, business model, among others). In addition to this, the Company adopted assumptions to calculate the discount rate, which was based on the incremental borrowing rate of interest for the estimated term. On the other hand, the Company considered not to separately recognize non-lease components from lease components for those classes of assets in which non-lease components are not material with respect to the total value of the lease.

The standard also allows for two transition methods: retrospectively for all periods presented, or a modified retrospective approach, where the cumulative effect of adoption is recognized at the date of initial application. The Company decided to adopt the modified retrospective approach. The Company has opted for the practical expedient that allows it to not re-evaluate whether a contract is or contains a lease on the date of the initial adoption of IFRS 16, but to directly apply the new requirements to all contracts that, under the current standard, have been identified as leasing. In addition, certain handbooks are available on the first application in connection with the right to use, asset measurement, discount rates, impairment, leases that terminate within twelve months of the date of first adoption, direct start-up costs, and contract term of leasing. Accordingly, the Company opted to adopt the following practical steps in the transition to the new criteria: (i) use of common discount rates for groups of contracts with similar characteristics in terms of term, contract object, currency and economic environment; (ii) application of the practical file that allows it not to adopt the new criteria for contracts that expire in 12 months from the date of the initial adoption; and (iii) exclusion of initial direct costs from the initial valuation of the asset by right of use on the date of

the initial adoption.

Based on the volume of contracts affected, as well as the magnitude of future lease commitments, the Company expects the changes introduced by IFRS 16 to have a significant impact on its financial statements as of the date of its adoption, including the recognition in the balance of rights-of-use assets and their corresponding lease obligations in connection with most of the contracts that are classified as operating leases in accordance with current standards. In addition, the amortization of rights-of-use assets and the recognition of interest costs over the lease obligation in the income statements will replace the amounts recognized as lease expenses in accordance with current lease standards. The classification of lease payments in the statement of cash flows will also be affected by the requirements of the new lease standard.

Based on the analysis made so far, the Company estimates that the changes introduced by IFRS 16 will have a significant impact on its financial statements as of the date of initial adoption, including recognition in the opening balance sheet for the year 2019 of a value between 8.4 and 9.2 billion reais as rights-of-use assets, in relation to most of the contracts that, under current regulations, are classified as operating leases, as a contra entry to the lease liability.

Table of Contents

C. Research and Development, Patents and Licenses

Research and Development

We operate in a fast-paced, dynamic and convergent industry, which demands that our products and services be continuously revamped to keep up with growth expectations.

The table below presents our investments in development, updates and modernization of systems to support the launch of new products and services. In 2018, we invested R\$62.1 million in development and innovation.

R&D investments	Year ended December 31,		
	2018	2017	2016
	(in millions of <i>reais</i>)		
Development and Innovation (business incubator and tests)	62.1	52.8	50.9

Patents and Licenses

Our principal intellectual property assets include:

- permission to use the trademark name “Telefônica” and all names derived from “Telefônica”;

- our commercial brands in Brazil, “Vivo,” and sub-brands such as “Vivo Fixo”, “Vivo TV”, “Vivo Internet”, Vivo Fibra”, “Meu Vivo”, “Vivo Empresas”, “VivoPlay”, “Vivo Easy”, “Vivo Ads” as our advertising service, among other

- the trademark “Aura” that is Vivo’s Artificial Intelligence;

- the trademark “Terra” that provides media and digital services.

In September 2016, the Brazilian Trademark Office recognized the “Vivo” trademark as of “high reputation”, thus protected in all branches of activities within Brazilian territory.

D. Trend Information

Consumption patterns in Brazil have converged towards the ever-increasing importance of digital services, based on connection quality. Customers are demanding not only a better mobile connection and faster data speeds, but also reliable customer care and a simpler, more customized and personalized customer experience. Furthermore, brand reputation and concerns with security and data privacy are becoming increasingly important to customers’ choices.

Accordingly, we intend to continue to efficiently invest in modern infrastructure for the mobile and fixed segment, aiming to sustain our well-known 4G and FTTH footprint and cement a reputation for the best connectivity and experience platform in Brazil. We believe this is the path to meet our current customers’ needs and, furthermore, to enable us to be prepared for long term opportunities, such as the technological wave of 5G and the deployment of the new range of services it will allow.

The macroeconomic scenario is currently undergoing a process of recovery, despite a slow pace, after past retraction and higher volatility in 2018 due to general elections and overall political uncertainty. As a result, we expect a competitive environment that continues to emphasize sustainability and profitability but that, on the other hand, will become more inclined to invest in newer technology as FTTH and 4.5G.

Our top priority is making our customers’ digital life fulfilled and easier to manage. On a daily basis, we are committed to providing digital and converging cross-platform products and services, with a customer experience that deepens the loyalty of our current base.

We believe that revenue growth will continue to be driven by data and digital services overconnectivity in the next few years.

Table of Contents

E. Off-balance-Sheet Arrangements

None.

F. Tabular Disclosure of Contractual Obligations

Our contractual obligations and commercial commitments as of December 31, 2018 are as follows:

	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
	(in millions of <i>reais</i> , as of December 31, 2018)				
Contractual obligations					
Loans, financing and leases (1)	2,965.5	1,340.2	669.9	296.7	658.8
Debentures	3,173.9	124.0	2,050.2	999.7	
Derivatives	39.4	16.5	—	—	22.8
Pension and other post-retirement benefits	679.5	19.7	7.0	7.3	645.5
Total contractual obligations	6,858.3	1,500.4	2,727.1	1,303.7	1,327.1
Commercial commitments					
Trade accounts payable	7,642.8	7,642.8	—	—	—
Total commercial commitments	7,642.8	7,642.8	—	—	—

Includes the present value of minimum lease payments on operating leases of rental of equipment, facilities and (1) stores, administrative buildings, and cell sites and contingent consideration relating to the GVT acquisition. See Note 4 to our consolidated financial statements.

For additional information, see note 31 g.3 to our consolidated financial statements.

Long-Term Debt – Loans, financing, leases and debentures

Amount
Year ending December 31

	(in millions of <i>reais</i> , as of December 31, 2018)
2020	1,426.5
2021	1,293.6
2022	1,244.9
2023	51.5
2024 and forward	658.8
Total	4,675.3

G. Safe Harbor

See “Cautionary Statement Regarding Forward-Looking Statements.”

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

We are managed by a board of directors (*Conselho de Administração*) and a board of executive officers (*Diretoria*).

Board of Directors

Our board of directors comprises a minimum of five and a maximum of 17 members elected and dismissed by the shareholders at the shareholders’ meeting, serving for a term of three years with the possibility of re-election.

Table of Contents

The following is a list of the current members of our board of directors, their respective positions and dates of their election. The members of our board of directors are currently mandated until the ordinary general meeting scheduled to take place up to April 2019.

One member of the board of directors must be elected by holders of preferred shares in a separate voting process. The following are the current members of the board of directors are:

Name	Position	Date of Appointment
Eduardo Navarro de Carvalho(1)	Chairman	April 28, 2016
Julio Esteban Linares Lopez	Director	September 4, 2017
Antonio Carlos Valente da Silva	Director	April 28, 2016
Antonio Gonçalves de Oliveira	Director	April 28, 2016
Francisco Javier de Paz Mancho	Director	April 28, 2016
Sonia Julia Sulzbeck Villalobos (2)	Director	April 28, 2016
Luiz Fernando Furlan	Director	April 28, 2016
Narcís Serra	Director	April 28, 2016
José Maria Del Rey Osorio	Director	January 04, 2017
Roberto Oliveira de Lima	Director	April 28, 2016
Luis Miguel Gilpérez López	Director	February 02, 2018
Christian Mauad Gebara	Director	December 12, 2018

(1) Mr. Eduardo Navarro de Carvalho was elected as a Director on April 28, 2016 and as the Chairman of the Board on June 10, 2016.

(2) Mrs. Sonia Villalobos was elected by preferred shareholders, on a separate vote, with no participation of the controlling shareholder.

Below are brief biographies of our directors:

Christian Mauad Gebara is 46 years old and is our Chief Executive Officer and member of our board of directors. He is also President of SP Telecomunicações Participações Ltda, and CEO of Innoweb Ltda., Pop Internet Ltda. and Terra Networks Brasil S.A. He was our Chief Operating Officer (March/2017 – December/2018), Executive Vice President - Chief Revenue Officer (September/2015 – February/2017), Vice President of Consumer Mobile (July/2015 – August/2015), Vice President of the B2C division (“Negócios PF” - February/2015 - June/2015) and Vice President of the National Individual Market (July/2013 – January/2015). Previously, he was the Vice President National Individual Market (April/2013 – July/2013), Vice President New Business Strategy (July/2011 – March/2013) and Vice President of Synergy Integration and New Businesses (January/2011 – June/2011) at Vivo S.A., which was extinct due to its incorporation by the Company. Since 2006, Mr. Gebara held a wide variety of positions within the Telefónica Group –

Telefónica Spain and Telefónica América Latina, both in Madrid. Before joining the Telefónica Group, he worked at McKinsey & Company (Spain), JP Morgan Chase (USA), Banco ABC Brasil and Citibank (Brazil). He graduated in management from the Fundação Getúlio Vargas in São Paulo and has an MBA from the Graduate School of Business at Stanford University.

Eduardo Navarro de Carvalho is 56 years old and is Chairman of our board of directors and member of our Nominations, Compensation and Corporate Governance Committee. He is Chairman of the board of directors of Telefônica Factoring do Brasil Ltda.; Chairman of the Board of Trustees of Fundação Telefônica; Officer of SindiTelebrasil (since November/2016); member of the board of directors of Telefónica Audiovisual Digital (since June/2016) and *Patrono Nato* of Fundación Telefónica (since September/2012). Mr. Navarro was Chief Executive Officer of the Company (November/2016 – December/2018); CEO of Telefônica Data S.A. (until November/2018, when the company was extinct due to its incorporation by the Company); President of SP Telecomunicações Participações Ltda, and CEO of Innoweb Ltda., Pop Internet Ltda. and Terra Networks Brasil S.A. He was the Chief Commercial Digital Officer of Telefónica S.A. (February/2014 – January/2017) and Global Director of Strategy and Alliances at Telefónica S.A. (2011 – 2014). He graduated in Metallurgical Engineering from the Federal University of Minas Gerais, Brazil.

Julio Esteban Linares Lopez is 73 years old and is a member of our board of directors and Chairman of our Strategy Committee. He is also a member of the Supervisory Board of Telefónica Deutschland Holding AG; *Administrador Solidário* of Telefónica de España, S.A.U. and of Telefónica Móviles España, S.A.U.; trustee of Telefónica Foundation (since June/2000). Mr. López was Vice President of the board of directors of Telefónica S.A. (September/2012 – July/2017) and was COO of Telefónica, S.A. (December/2007 – September/2012). He is a member of the GSM Association Board (since October/2012); trustee of Mobile World Capital Barcelona Foundation (since December/2012) and of CEDE Foundation (*Confederación Española de Directivos y Ejecutivos*) (since June/2014); member of Association Management Board for Managerial Progress (since June/2013); member of the Executive Commission (since January/2015), member of the Board and Chairman of the Digital Society Committee of CEOE (*Confederación Española de Organizaciones Empresariales*) (since May/2016); member of COIT (Official College of Telecommunications Engineering) (since December/2014), member of AEIT (Spanish Association of Telecommunications Engineers) (since December/2014) and member of the Advisory Board of Higher Technical School of Engineers Telecommunications (since July/2015). Previously he held the offices of Officer of Telecom Italia (November/2007 – December/2013); Executive Officer of Coordination, Development of Businesses and Synergy at Telefónica S.A. and member of its board of directors and Secretary of its Executive Committee (December/2005 – December/2007). Mr. López graduated in Engineering of Telecommunications from Universidad Politécnica of Madrid.

Table of Contents

Antonio Carlos Valente da Silva is 66 years old and serves as a Member of our board of directors and Chairman of our Service Quality and Marketing Committee. He was member of the *Consejo Asessor* of Telefónica Internacional S.A.U (2015 – 2016); Chairman of the Board of Trustees of Fundação Telefônica (December 2010 – December 2016); Valente was Chief Executive Officer of Telefônica Brasil S.A. and member of the Appointments, Compensation and Corporate Governance Committee of Telefônica Brasil S.A. (January/2007 — March/2015); Chief Executive Officer of Telefônica Data S.A. (until March/2015), Vice-President Officer of SP Telecomunicações Participações Ltda. (until May/2015), Chairman of the board of directors of Telefônica Factoring do Brasil Ltda. (until May/2015), member of the Control Committees of Media Networks Brasil Soluções Digitais Ltda. (until May/2015), Telefônica Transportes e Logística Ltda. (until May/2015) and Telefônica Serviços Empresariais do Brasil Ltda. (until May/2015). He was the Chief Executive Officer of the merged companies Vivo S.A., A. Telecom S.A., Telefônica Sistemas de Televisão S.A., Ajato Telecomunicação Ltda., Lemontree Participações S.A., GTR-T Participações e Empreendimentos S.A., Comercial Cabo TV São Paulo S.A. and TVA Sul Paraná S.A. Mr. Valente was also Chairman of the Junta Directiva of Telefónica Venezuela (November/2015 – March 2017). He is also Chairman of Everis, a quotaholder of SmartWare Consulting EIRELI and he used to work as a volunteer at Fundação Lemann (2017 – July/2018). Mr. Valente was Chairman of the Official Spanish Chamber of Commerce in Brazil (2011-2015); Chairman of Telebrasil (Brazilian Association of Telecommunications), Chairman of SindiTelebrasil (National Union of Fixed and Mobile Telephone Service Operators); Chairman of Febratel (Brazilian Federation of Telecommunications) (2010–2013) and Chairman of the Euro-chambers in Brazil (an association that gathers the main Chambers of Commerce from the European Union in Brazil). He is also a member of the Advisory Board of CPqD, (Brazilian Telecommunications Research and Development Center) and member of the board of directors of Cinnecta. He was also a member of the CDES - Economic and Social Development Council of the Presidency of the Republic of Brazil (until 2016), and until the end of 2017, Mr. Valente was a member of the Board of Executive Officers of ABDIB - Brazilian Base Industries Association), member of COINFRA (FIESP's Infrastructure Commission) and member of the Advisory Board of Catenon Brasil. He has a degree in Electrical Engineering from PUC/RJ and has significant experience in the telecommunications market, in which he has been working since 1975. He has a post-graduate degree in business and administration from PUC/RJ and has concluded several specialization courses in telecommunication systems in Brazil and abroad, as well as several specialization courses in business management, including corporate strategy at MIT/Sloan.

Antonio Gonçalves de Oliveira is 74 years old and is a member of our Board of Directors and of our Control and Audit Committee (since September/2011). Mr. Oliveira was also a member of the Board of Directors of TELES P Celular S.A. and a member of the Board of Directors and of the Control and Audit Committee of the following companies: Tele Sudeste Celular Participações S.A., Telemig Celular Participações S.A., Telemig Celular S.A., Tele Leste Celular Participações S.A., Tele Centro Oeste Celular Participações S.A. and Celular CRT Participações S.A., until these companies ceased to exist, due to their merger into Vivo Participações S.A. Mr. Oliveira is the Vice-Chairman of the Association of Friends of the Museum of Contemporary Art of USP (AAMAC) (since 2011). He was a member of the Fiscal Board of Jereissati Participações (until April/2016). Mr. Oliveira was a member of the Board of Directors of Paranapanema S.A. (April/2012 – April/2014), and a member of the Fiscal Board of Klabin S.A., (April/2010 – April/2013). He was a member of the Council of Representatives of the Federação das Indústrias do Estado de São Paulo (FIESP), a member of the Advisory Board of the Caixa de Previdência dos Funcionários do Banco do Brasil (PREVI), member of the CDES (Economic and Social Development Council of the Presidency of the Republic of Brazil) and of the Working Group for Small and Medium Enterprises in Mercosul, nominated by the Brazilian government. Mr. Oliveira was also a member of the Steering Committee and Management of the Banco do Povo do Estado de São Paulo; Chairman of the Deliberative Board of the Associação Nacional dos Funcionários do Banco do Brasil (ANABB) representing the employees; President of the Association of Sociologists

of the State of São Paulo; Officer of the Latin American Association of Sociology and executive coordinator of the Movimento Nacional da Micro e Pequena Empresa. Mr. Gonçalves holds a degree in Social Sciences, a master's degree in Communication Sciences and a post-graduate degree in Sociology of Organizations from the Universidade de São Paulo in Brazil. He also holds a specialist title in Human Resources from Fundação Getúlio Vargas in São Paulo and extension courses on business management. Mr. Oliveira is Certified Counselor by the Brazilian Institute of Corporate Governance, IBGC, due to his experience in supervisory boards, management boards and fiscal boards.

Table of Contents

Francisco Javier de Paz Mancho is 60 years old and is a member of our board of directors and Chairman of our Nominations, Compensation and Corporate Governance Committee. Mr. de Paz is also a member of the board of directors of Telefónica S.A., Telefónica Móviles Argentina S.A. and Telefónica Móviles México. He is also Chairman of the board of directors of Telefónica Ingeniería de Seguridad S.A. and Lead Director of Telefónica S.A. He was Chairman of the board of directors of Telefónica Gestão de Serviços Compartidos Espanha S.A. (September/2014 – March/2016), member of the Advisory Board of Telefónica América Latina (2008 – 2016) and Chairman of the board of directors of *Atento Inversiones y Teleservicios* (December/2008 – December/2012 and Vocal of the *Comité Ejecutivo del Consejo Superior de Cámaras* (2006 – 2014). Mr. Mancho holds degrees in Information and Publicity and a degree in law from the Executive Management Program of IESE (*Universidad de Navarra*).

Luis Miguel Gilpérez López is 59 years old and a member of our board of directors and of our Strategy Committee. He was Chairman of Telefónica España Group (2011 — April 2018) and *Director Solidário* of Telefónica España and Telefónica Móviles España. Mr. Gilpérez holds a degree in Industrial Engineering from the *Escuela Técnica Superior de Ingenieros de Industriales de Madrid* and has a master's degree in Planning and Business Administration - Master CEPADE Grados I y II from the *Universidad Politecnica de Madrid*.

Sonia Julia Sulzbeck Villalobos is 55 years old and a member of our board of directors and our Service Quality and Marketing Committee. She is a member of the board of directors of Petrobrás, of Odebrecht TransPort and of LATAM Linhas Aéreas. She also participates in the Board of Director of CFA Society Brasil, a non-profit association that gathers around 1000 professionals that have a CFA certification (Chartered Financial Analyst) in the country. She is founding partner of Villalobos Consultoria Ltda. (since 2009) and professor of the Post Graduate Course in Finance at Insper (since 2016). She holds a degree in Public Administration from EAESP/FGV, from 1984, and became a master in Finance, from the same institution, in 2004. She was the first to receive the CFA certification in Latin America (1994).

Luiz Fernando Furlan is 72 years old and is a member of our board of directors, of our Nominations, Compensation and Corporate Governance Committee and of our Strategy Committee. He is also a member of the *Comisión Nombramientos Retribuciones y Buen Gobierno* and of the board of directors of Telefónica S.A. (Spain), member of the Strategic and Marketing Committee and Quality and Sustainability Committee, and member of the board of directors of BRF S.A. He is a member of the *Conselho Superior de Gestão em Saúde Pública* of the State of São Paulo (Brazil) and Chairman of the Board of LIDE – *Grupo de Líderes Empresariais* (Brazil) and Chairman of the Deliberative Board of *São Paulo Negócios* (Brazil). Mr. Furlan also acted as a member of the Global Ocean Commission in the USA (2013 – 2015), Chairman of the board of directors of *Fundação Amazonas Sustentável “FAS”* (Brazil) (2008 – 2015), institution within which he has become an honorary member; also acted as a member of the Advisory Board of Panasonic in Japan (2008 – 2013); a member of the board of Amil Participações S.A. (2008 – 2013) and of AGCO Corporation in the USA (2010 – 2016). Previously he served as Minister of State at the *Ministério de Desenvolvimento, Indústria e Comércio Exterior* of Brazil (2003 – 2007). He holds a degree in Chemical Engineering from FEI (University of Industrial Engineering) and in Business Administration from University of Santana – São Paulo, with extension and specialization courses in Brazil and abroad.

Narcís Serra is 75 years old and is as a member of our board of directors and of our Control and Audit Committee. He is also the Vice President of the board of directors of Telefónica Chile S.A. Mr. Serra holds a doctorate in economics from the Universidad Autónoma de Barcelona and is President of Barcelona Institute for International Studies (IBEI).

José María Del Rey Osorio is 67 years old and serves as a member of our board of directors, a member of our Strategy Committee and Chairman of our Control and Audit Committee. He is also a member of the *Comision de Auditoria y Control y del Directorio* of Telefónica del Perú. Mr. Del Rey was a member of the Board of Director of Telefônica del Perú (2005 – 2012); worked as an economist at *Servicios de Estudios Económicos de EDES e INITEC*, in the National Institute of Industry's (INI) companies and in the management and planning of the INI's corporation. He holds a degree in Economy and Business Administration from the *Universidad Autónoma de Madrid*.

Table of Contents

Roberto Oliveira de Lima is 67 years old and serves as a member of our board of directors and a member of the Service Quality and Marketing Committee. He was executive of information systems in Saint Gobain (1975 – 1977), executive of information systems and finance at Rhodia (1977 – 1982) and executive of finance and general administration in Accor do Brasil (1982 – 1999). He was Chairman of the board of directors of the Credicard Group (1999 – 2005) and CEO of the Banco Credicard (1999 – 2005). He was also the Chief Executive Officer of Vivo Participações S.A. and Vivo S.A. (2005 – 2011). Mr. Oliveira was also Chairman of the Publicis Group Worldwide in Brazil (January/2014 – August/2014) and Chief Executive Officer of Natura Cosméticos S.A. (2014 – 2016). Previously he served on the boards of companies such as Edenred, located in Paris – France (2010 – 2016); Natura Cosméticos S.A. (2011 – 2013) Companhia Brasileira de Distribuição - Grupo Pão de Açúcar (2012 – 2016). Currently, he is the Non-Executive Director of Naspers Limited in Cape Town - South Africa since 2012; member of the board of directors of Rodobens Negócios Imobiliários since 2012; and of Petrobrás Distribuidora S.A. since May 2018. He holds a degree in Public Administration and an MBA from Fundação Getúlio Vargas, Brazil. He also holds a master's degree in Finance and Strategic Planning from the Institute Supérieur des Affaires, Jouy en Josas, France.

There is no family relationship between any of the directors named above. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any director referred to above was selected as such.

Board of Executive Officers

The Board of Executive Officers consists of at least three (3) and no more than fifteen (15) members, who may or may not be our shareholders, must be resident in the country, are appointed by our board of directors for a period of three (3) years, may be reelected, and who may remain in office until reappointed or replaced. Our Board of Executive Officers is responsible for our day-to-day management and for representing us in our business with third parties. Any of our executive officers may be removed at any time by a decision of the board of directors.

The following are the current members of the Board of Executive Officers, their respective positions and the date of their appointment.

Name	Position	Date of Appointment
Christian Mauad Gebara (1)	Chief Executive Officer	December 12, 2018
Breno Rodrigo Pacheco de Oliveira	General Secretary and Legal Officer	June 10, 2016
David Melcon Sanchez-Friera	Chief Financial and Investor Relations Officer	June 10, 2016

(1) Mr. Eduardo Navarro de Carvalho was the CEO of the Company until December 31, 2018. Mr. Christian Gebara was elected as CEO of the Company on December 12, 2018 and took office on January 1, 2019.

Below are brief biographies of our executive officers:

Breno Rodrigo Pacheco de Oliveira is 43 years old and serves as our General Secretary and Legal Officer. He is also the General Secretary and Legal Officer of Innoweb Ltda., POP Internet Ltda. and Terra Networks Brasil S.A.; Corporate Secretary of our board of directors, member and Chairman of the Deliberative Council of Visão Prev Sociedade de Previdência Complementar and Officer of SP Telecomunicações Participações Ltda. Mr. Oliveira is also Corporate Secretary and member of the board of directors of Telefônica Factoring do Brasil Ltda., Corporate Secretary and member of the board of directors of Telefônica Corretora de Seguros Ltda.; member of the Deliberative Board of Fundação Sistel; Chairman and member of the board of directors of Companhia ACT de Participações and Companhia AIX de Participações. Mr. Oliveira was the General Secretary and Legal Officer of Telefônica Data S.A. (until November/2018, when it was extinct due to its merge into the Company). He was General Secretary and Legal Officer of Global Village Telecom S.A. and GVT Participações S.A. (until April/2016, when these companies were extinct due to their merge into the Company); Officer of the following merged companies: Vivo S.A., A.Telecom S.A., Telefônica Sistema de Televisão S.A., Ajato Telecomunicação Ltda., Lemontree Participações S.A., TVA Sul Paraná S.A., GTR-T Participações e Empreendimentos S.A. and Comercial Cabo TV São Paulo S.A. (until July/2013, when these companies were extinct due to its incorporation by the Company). He was a member of the board of directors of Tectotal Tecnologia sem Complicações S.A. (until June/2016 date in which the company was sold). He holds a law degree from Universidade do Vale do Rio dos Sinos – UNISINOS, Brazil.

Table of Contents

David Melcon Sanchez Frieria is 48 years old and serves as our Chief Financial and Investor Relations Officer (since April/2016). He is also the Chief Financial Officer of Innoweb Ltda., POP Internet Ltda., and Terra Networks Brasil S.A., as well as the Chief Financial Officer of SP Telecomunicações Participações Ltda., Vice Chairman of the Board of Telefonica Corretora de Seguros Ltda., member of the Board of Trustees of Fundação Telefônica and member of the board of directors of Telefônica Factoring do Brasil Ltda. He was also Chief Financial Officer of Telefônica Data S.A. (until November/2018, when the company was extinct due to its incorporation by the Company). Mr. Melcon has more than 20 years of global experience as Financial Officer in the Telecommunications industry in Latin America and Europe. He was the Transformation Officer of Telefónica S.A. (October/2014 – January/2016); Chairman of the Supervisory Board of Telefonica Slovakia and, in the same period, he was a member of the board of directors of Tesco Mobile Czech Republic (March/2013 – June/2014); Vice Chairman of the board of directors and Chief Financial Officer of Telefonica Czech Republic (August/2012 – September/2014); member of the board of directors of Telfin Ireland Ltd. – Ireland (April/2010 – December/2012) and Financial and Control Officer of the Telefonica Group in Europe (June/2007 – July/2012) Mr. Melcon holds a degree in Economics and Business Administration from the University of Zaragoza (Spain), and a Master in Audit and Business Analysis from the University Complutense – Madrid (Spain).

For the biography of Mr. Christian Mauad Gebara, see item “—A. Directors and Senior Management—Board of Directors.”

There is no family relationship between any of the executive officers named above. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any executive officer referred to above was selected as such.

B. Compensation

For the year ended December 31, 2018, the aggregate amount of compensation paid to all our directors and executive officers was approximately R\$26.4 million, of which R\$17.5 million corresponded to salaries and R\$8.9 million corresponded to bonuses.

For the year ended December 31, 2018, our directors and officers did not receive any pension, retirement or similar benefits. For a description of our pension plan, see “—D. Employees—Pension Plans.”

C. Board Practices

Board of Directors

Our board of directors typically meets once every three months and the Chairman may call special meetings. Our Board takes action by majority vote, provided the majority of its members in office are present, with the Chairman having, in addition to his or her regular vote, casting vote in the event of a tie. The specific responsibilities of the Chairman include representing the Board in the General Shareholders Meetings, chairing the General Shareholders Meetings, selecting the Secretary from among those present, and calling and chairing meetings of the Board.

Our board of directors is responsible, among other things, for:

· establishing our general business policies;

· electing and removing, at any time, the members of our Board of Executive Officers, and establishing their responsibilities with due regard for legal and statutory provisions;

· supervising our management and examining, at any time, our corporate records, and requesting information regarding the execution or the process of execution of any agreements and other acts;

· calling General Shareholders Meetings;

Table of Contents

· approving the financial statements, management reports, proposals for allocation of the company's results and the submission of such documents to the General Shareholders Meeting;

· appointing and deposing external auditors;

· determining the distribution of interim dividends;

· determining the payment of interest on equity "ad referendum" of the General Shareholders Meeting;

· authorizing the purchase of our shares to be canceled or kept in treasury;

· appointing and removing the person responsible for internal auditing;

· approving the budget and annual business plan;

· deliberating on the issuance of new shares by increasing the corporate capital within the limits authorized by the bylaws;

· approving the issuance of commercial paper and depositary receipts;

· authorizing the disposal of assets directly related to public telecommunications services;

· approving agreements, investments and obligations in an amount greater than R\$250 million that have not been contemplated in the budget;

· approving employment and compensation plans, incentive policies and professional development, regulation and staffing of the company, and the terms and conditions of collective bargaining agreements to be executed with unions representing various categories of the company's employees and adhesion or disassociation from pension plans, all with respect to employees of the company; the board of directors can, at its own discretion, assign to the company's Board of Executive Officers limits to deliberate on these matters;

· authorizing the acquisition of an interest in other companies on a definitive basis and the encumbrance and creation of a lien on or sale of an equity interest;

authorizing the offering of ordinary nonconvertible unsecured debentures;

approving the organizational structure of the company; the board of directors can assign to the officers of the Board of Executive Officers limits to the exercise of such powers, subject to legal and bylaws provisions;

approving and modifying the internal regulations of the board of directors;

deliberating as to the issuance of warrants;

deliberating, by delegation of the General Shareholders Meeting, about the following aspects related to the company's issuance of debentures: (i) opportunity to issue, (ii) time and conditions of expiration, amortization or redemption, (iii) time and conditions of the payment of interest, of the participation in the profits and of the premium of repayment, if any, (iv) method of subscription or placement, and (v) the type of debentures;

approving the establishment of technical and advisory committees for advice on matters of interest to the company, to elect members of such committees and approve the committees, internal regulations, which shall contain specific rules concerning their organization, functions, powers, and compensation of members;

authorizing the sale of property, the creation of in rem guarantees and the provision of guarantees on behalf of third parties, and setting limits on the practice of such acts by the officers;

Table of Contents

establishing, as an internal regulation, the limits for the officers to authorize the disposition or encumbrance of permanent assets, including those related to public telecommunications services which are disabled or inoperable;

approving the company's participation in consortia in general, and the terms of such participation; the board of directors may delegate such powers to the officers and establish limits, as it seeks to develop activities in line with the company's purpose;

setting the limits for the officers to authorize the practice of reasonable gratuitous acts for the benefit of employees or the community of which the company is a part of, including the donation of unserviceable assets to the company; and

· approving the creation and dissolution of subsidiaries of the company, in Brazil or abroad.

One of the members of our board of directors was elected by the preferred shareholders in a separate voting process and the others were elected by the holders of common shares.

Fiscal Board

Brazilian Corporate Law and our bylaws each require that we maintain a statutory Fiscal Board (*Conselho Fiscal*). Our permanent, statutory Fiscal Board, which is a separate and distinct entity from our outside auditors, is primarily charged with certain advisory, reporting, oversight and review functions with respect to the company's financial statements. Our statutory Fiscal Board is also responsible for rendering opinions on management's annual report and management proposals, including financial statements, to be submitted at shareholders' meetings relating to a change in the company's capital composition, investment plans, budget, debenture issuances or subscription bonuses, payment of dividends and consolidations, mergers and spin-offs. However, the statutory Fiscal Board, as required by Brazilian Corporate Law and our bylaws, has only an advisory role and does not participate in the management of the company. Decisions of the statutory Fiscal Board are not binding on the company under Brazilian Corporate Law.

In accordance with Brazilian Corporate Law and our bylaws, the Fiscal Board consists of a minimum of three (3) and a maximum of five (5) active members and an equal number of alternates. The members of the Fiscal Board are elected for a period of one (1) year and may be reelected.

One member of the Fiscal Board and his or her alternate must be elected by holders of preferred shares in a separate voting process. The following are the current members of the Fiscal Board:

Members	Alternates	Date Appointed
Flavio Stamm (1)	Gilberto Lerio(1)	April 12, 2018
Cremênio Medola Netto	Juarez Rosa da Silva	April 12, 2018
Charles Edwards Allen	Stael Prata Silva Filho	April 12, 2018

(1) Mr. Flavio Stamm and Mr. Gilberto Lerio were elected by the preferred shareholders in a separate voting process, with no participation of the controlling shareholder

Committees

Brazilian Corporate Law does not require a corporation to maintain committees responsible for ethics, corporate governance or compensation. Nevertheless, our board of directors has created the following committees:

Control and Audit Committee;

Nominations, Compensation and Corporate Governance Committee;

Service Quality and Marketing Committee; and

Strategy Committee.

Table of Contents

Control and Audit Committee

Our Control and Audit Committee was created by our board of directors in December 2002 and is comprised of a minimum of three (3) and a maximum of five (5) directors, who are not members of our Board of Executive Officers, and who are appointed by the board of directors to serve as members of the Control and Audit Committee for the duration of their respective terms as members of the board of directors. The Committee has its own charter, which was approved by the board of directors. The Committee provides support to the board of directors.

According to its charter, the Control and Audit Committee shall meet four (4) times per year and whenever called by its chair, and shall report its conclusions to the board of directors. Our Control and Audit Committee and our statutory Fiscal Board may have some similar attributes.

The Control and Audit Committee, among other responsibilities that may be required by the board of directors, is responsible for, and charged with, informing and providing recommendations to the board of directors regarding the following:

Submitting to the board of directors the appointment of independent auditor as well as the replacement of such independent auditors; the Control and Audit Committee shall also: (a) recommend the compensation to be paid to the Company's independent auditors; (b) issue opinion on the hiring of the independent auditor to render any other service to the Company; and (c) supervise the independent auditor's activities in order to assess their independence, the quality and the adequacy of the services considering the Company's necessities;

Examining the Company's management report and financial statements, including capital budgets, making the necessary recommendations to the board of directors;

Examining the financial information prepared and disclosed regularly by the Company;

Examining the report of the related parties transactions as established by our Related Party Transactions Policy (*Política para Transações com Partes Relacionadas*);

Assessing the effectiveness and sufficiency of the Company's internal controls as well as the internal and independent audit procedures, making recommendations deemed necessary to the improvement of policies, practices and procedures; the Control and Audit Committee shall also: (a) supervise the activities of the Company's internal control departments; (b) supervise the Company's activities related to internal audit and compliance, including complaints received by the Company's Hotline related to the scope of its activities, opining on or due referring the complaints; and (c) assess the effectiveness and sufficiency of the risk and contingency control and management systems;

Examining the management bodies' propositions regarding modification of the share capital, issuance of debentures convertible into shares or subscription bonus, transformation of our corporate form, merger or spin-off, making the recommendations it deems necessary to the board of directors;

Assessing the compliance, by the Company's Board of Executive Officers, of the recommendations made by the external and internal independent auditors, as well as inform the board of directors regarding possible conflicts between internal audit, external audit and/or the Company's Board of Executive Officers; and

Preparing an annual opinion to be disclosed with the Company's financial statements, in accordance with applicable law.

The following are the current members of the Control and Audit Committee:

Members	Date Appointed
José María Del Rey Osorio (Chairman)	September 4, 2017
Antonio Gonçalves de Oliveira	June 10, 2016
Narcís Serra	June 10, 2016

Table of Contents

Nominations, Compensation and Corporate Governance Committee

Our Nominations, Compensation and Corporate Governance Committee was established in November 1998, and was restructured in October 2004, and consists of three (3) to five (5) directors appointed by the board of directors to serve for the duration of their respective terms as members of the board of directors. The Committee shall meet two (2) times per year and whenever called by its chair. The Nominations, Compensation and Corporate Governance Committee, among other responsibilities that may be assigned by the board of directors, is charged with:

· Making recommendations on propositions to amend the Company's bylaws;

· Examining propositions for the appointment of members of the other Committees, to be further submitted to the board of directors;

· Opining on propositions for the appointment and withdrawal of the members of the Board of Executive Officers, to be further submitted to the board of directors;

· Deciding on propositions for hiring, establishing compensation and promoting the Company's vice-presidents and officers of levels A, B and C;

· Annually assessing the management's overall compensation, including benefits of any kind and representation fees, taking into consideration their responsibilities, time spent on duties, professional capability and reputation, and the value of their services at the market;

· Deciding on the annual adjustment of the employees' compensation at management level (annual program, premises and budget) and at non-management level (program, premises and budget), including collective bargaining agreement to be entered with the unions representing the employees of the Company in each category, as well as examining and approving the Company's programs regarding the share of profits whenever any rule is changed therein; and

· Examining corporate governance matters submitted to it by the Board of Executive Officers, making recommendations to the board of directors whenever required.

The following individuals are the current members of the Nominations, Compensation and Corporate Governance Committee:

Members	Date Appointed
Francisco Javier de Paz Mancho (Chairman)	June 10, 2016
Luiz Fernando Furlan	February 16, 2018
Eduardo Navarro de Carvalho	November 16, 2016

Service Quality and Marketing Committee

The Service Quality and Marketing Committee was created on December 16, 2004 and provides assistance to our board of directors. The Committee consists of at least three (3), and at most five (5), members of our board of directors selected periodically to serve for the duration of their respective terms as members of the board of directors. The Committee shall meet two (2) times per year and whenever called by its chair. The Committee is responsible for the review and analysis of quality indices measuring our principal services and to ensure that the requisite degree of commercial assistance is furnished to our clients. The Service Quality and Marketing Committee, among other responsibilities that may be assigned by the board of directors, is charged with:

- Assessing and monitoring the adequacy of the Company's customers service as well as suggesting improvements whenever any opportunity appears;

- Examining, analyzing and following-up periodically as to the scores for the quality indexes of the main services rendered by the Company and the quality levels of the Company's customer services, making recommendations on possible actions whenever any opportunity appears; and

- Examining, analyzing and following-up periodically on the Company's quality plans and actions.

Table of Contents

The following individuals are the current members of the Service Quality and Marketing Committee:

Members	Date Appointed
Antonio Carlos Valente da Silva (Chairman)	June 10, 2016
Sonia Julia Sulzbeck Villalobos	June 10, 2016
Roberto Oliveira de Lima	June 10, 2016

Strategy Committee

The Strategy Committee was created on October 7, 2016 and provides assistance to our board of directors. The Strategy Committee consists of at least three (3), and at most five (5), members of our board of directors selected periodically to serve for the duration of their respective terms as members of the board of directors. The Committee shall meet two (2) times per year and whenever called by its chair. The Strategy Committee, among other responsibilities that may be required by the board of directors, is charged with informing and making recommendations to the board of directors regarding the following:

- Analyzing and accompanying the Company's strategic plans; and
- Examining other matters of strategic interest of the Company, as submitted by the Board of Executive Officers.

The following individuals are the current members of the Strategy Committee:

Members	Date Appointed
Julio Esteban Linares Lopez (Chairman)	September 4, 2017
José María Del Rey Osorio	January 4, 2017
Luiz Fernando Furlan	October 7, 2016
Luis Miguel Gilpérez López	May 9, 2018

D. Employees

As of December 31, 2018, we had 32,638 employees, distributed in full-time and part-time employees. Our part-time employees work primarily at our stores and call centers. Our employees are divided into the following categories: 35.9% in production and operations; 38.1% in sales; 19.1% in customer care; and 6.9% in support.

As of December 31, 2017, we had 33,622 employees, distributed in full-time and part-time employees. Our part-time employees were primarily at our stores and call centers. Our employees were divided into the following categories: 36.2% in production and operations; 37.4% in sales; 19.3% in customer care; and 7.0% in support.

As of December 31, 2016, we had 33,331 employees, distributed in full-time and part-time employees. Our part-time employees were primarily at our stores and call centers. Our employees were divided into the following categories: 36.8% in production and operations; 35.9% in sales; 19.6% in customer care; and 7.7% in support.

Approximately 11.9% of our employees are union members, represented by unions that relate to their respective state (or the Federal District). Accordingly, we have employees represented by the unions of all 26 states plus one in the Federal District. In turn, 13 of these unions are associated with the National Federation of Telecommunications Workers (Fenattel) and other seven unions are associated with the Interstate Federation of Workers and Researchers in Telecommunications (Fitratelp) and six unions were disbanded from the Fenattel and formed a new federation called A Livre. Finally, the union of the Federal District is not affiliated with any Federation. Other than these 27 unions, we have employees represented by São Paulo Engineers' Union.

Our collective bargaining agreement for these employees was renewed for 100% of our employees on September 1, 2018 effective until August 31, 2020 for social clauses, and in 2019 there will be a negotiation of economic clauses.

Our management considers relations with our workforce to be very good. We have never experienced a work stoppage for a significant period or that had a material effect on our operations.

Table of Contents

Pension Plans

Before December 1999, the SISTEL plan (managed by the *Fundação Sistel de Seguridade Social*), was a defined benefit plan that supplemented government-provided retirement benefits, was adopted for all the employees of the former Telebrás System and we were contingently liable for all of the unfunded obligations of the plan.

In January 2000, we and the other companies that formerly belonged to the Telebrás system agreed to divide the existing SISTEL plan into 15 separate plans, resulting in the creation of private plans covering those employees already enrolled in the SISTEL plan. These new private pension plans, called *Plano de Benefício Sistel*, or PBS plans, were still administered by the *Fundação Sistel* and retained the same terms and conditions of the initial plan. The division was carried out to allocate liability among the companies that formerly belonged to the Telebrás system according to each company's contributions with respect to its own employees. Joint liability among the SISTEL plan sponsors continues with respect to retired employees, who will necessarily remain members of the PBS plans.

Under the PBS plans, we made monthly contributions to each plan according to a percentage of the salary of each employee who was a participant of such plan. Each employee member also made a monthly contribution to their plan on the basis of age and salary. Pension benefits of members of PBS plans vested at the same time their retirement benefits vested under the government-provided retirement plan. *Fundação Sistel* operates independently from us, and its assets and liabilities are fully segregated.

Beginning in 2000, we decided to establish defined contributions plans, and offered these to participants in our PBS plans, as well as to employees who do not already have a pension plan. Unlike the PBS plans, which are defined benefits plans, the defined contribution plans are financed by contributions from participating employees, as well as by our contributions as sponsor, which are credited to the individual accounts of the participants. We are responsible for all management and maintenance expenses of these plans, including the risks of death and permanent injury of the participants.

In 2005, we created a closed social security entity called *Visão Prev Sociedade de Previdência Complementar* to manage the pension plans of the Telefônica group in Brazil. From 2005 to 2010, management of all plans was transferred from *Fundação Sistel* to *Visão Prev*, except for PBS-A Plan, which continues to be managed by *Fundação Sistel*.

In 2011, the *Visão Telesp*, *Visão Telefônica Empresas*, *Visão Assist* and *Visão A Telecom* plans were consolidated into the *Visão Telefônica* plan. Following the acquisition of the *Tevecap S.A.*, or *TVA*, we became sponsors of *Abrilprev Plan*, a defined contribution plan for employees of these companies.

On September 1, 2013, we began offering the Visão Multi Pension Plan to our employees who do not have a pension plan. This plan was launched in order to standardize private pension benefits following the corporate restructuring of our subsidiaries in Brazil. In this plan, participants can make basic contributions of 1-2% and additional contributions of 0-5% of salary and we contribute a percentage between 50% to 125%, depending on the length of service.

In July 2014, a spin-off of the Abrilprev plan covering employees of the TVA companies was approved and its management transferred to Visão Prev. This plan is now called Visão TVA.

In September 2015, the merger of the plans CelPrev Telemig, Visão Celular CRT, Visão Telebahia Celular, Visão Telergipe Celular, Visão Telerj Celular, Visão Telest Celular, TCP Prev by the plan Visão Telefônica was approved. Also in September 2015, the merger of the plan Visão TVA by the plan Visão Multi was approved.

In May 2015, the company also became a sponsor of private pension plans of the open entity Brasilprev, that were offered to the employees of the GVT Group companies.

Between January and March 2016, the process of migration of the 259 participants of the Brasilprev plan to the Visão Multi plan was carried out.

Table of Contents

In 2016, we sought to improve efficiency in the management of private pension plans, aligning the main market practices, and standardizing the benefit through actions of: (i) implementing the collection in July of administrative fees from the participants for the maintenance of the Visão Multi plan; (ii) reversion of 100% of the value of the leftover fund to the company (50% were reverted until 2015, the other part being allocated to the participants); (iii) incorporation of plans managed by Visão Prev.

In March 2016, the process of migrating the PBS Telemig plan to the Telefónica BD plan was approved.

In November 2016, the migration of the Visão Terra plan to the Visão Multi plan was approved.

In December 2016, the migration of the Visão TGestiona and Vivo Prev plans to the Visão Telefônica Plan was approved. In March 2017, this migration process to the Visão Telefônica plan was completed, which impacted 5,829 (or 64%) of the participating employees.

In November 2018, the separation of the TCO Prev plan was finalized (Pension plan of the employees of Tele Centro Oeste Celular Participações S.A., as well as of its associates, affiliated companies or controlled companies). Tele Centro Oeste Celular Participações was incorporated into Vivo S.A. in October 2006 and the participants of the company's Pension plan were incorporated into the Visão Telefônica and Telefônica BD Pension Plans. This process impacted 47 participants of the plan, with 5 active employees, 7 ex-employees waiting for the benefit and 35 retirees or pensioners.

Considering the total workforce, 28.9% of our employees are participants in our private retirement plans.

E. Share Ownership

None of our directors or executive officers beneficially owns, on an individual basis, 1% or more of our common or preferred shares (including ADSs representing preferred shares) or of our total equity share capital. We currently have three share ownership plans in place:

(1) Performance & Investment Plan ("PIP")

The general shareholders' meeting of Telefónica S.A. (our indirect controlling shareholder), held on May 18, 2011, approved a new long-term incentive plan - Performance & Investment Plan, or the PIP, for executives of Telefónica S.A. and of other entities within the Telefónica group, including us. The plan grants a certain number of shares of Telefónica S.A. to selected participants who meet the necessary requirements of the program.

The new PIP program was divided in three cycles (2011, 2012 and 2013), each of which has a three-year duration, with the start date of each cycle occurring on July 1 of each year. The cycles are independent of each other.

The executives of the Telefónica group are eligible to participate in the program and they must remain in the Telefónica group for a minimum period of three years starting from the date they were qualified. In order to deliver the shares to executives at the end of each three-year cycle, the Telefónica group performs an analysis to determine if the evaluation indicators of the shares of Telefónica, which are primarily measured in terms of the total return to shareholders, or TRS, have been achieved.

The distribution of shares related to the first cycle (2011-2014) did not occur, given that the minimum TRS set forth in the program was not achieved.

The 2012-2015 cycle ended in June 2015 and, after reaching the TRS, 68 executives of the Company were entitled to receive 258,552 shares of Telefónica S.A.

The 2013-2016 cycle ended in June 2016 and the distribution of shares did not occur, given that the minimum TRS set forth in the program was not achieved.

In 2014, Telefônica approved the extension of this program for three cycles, each lasting three years, beginning on October 1, 2014 and ended on September 30, 2017. The number of shares is communicated early in the cycle, and after the period of three years from the grant date, the shares are transferred to the participant if the specified TRS is reached.

Table of Contents

The next distributions of shares are scheduled as follows:

Cycle 2014-2017: occurred in September 2017, and the distribution of shares did not occur, given that the minimum TRS set forth in the program was not achieved.

Cycle 2015-2018: occurred in September 2018, and the distribution of shares did not occur, given that the minimum TRS set forth in the program was not achieved.

(2) Performance Share Plan (“PSP”)

The general shareholders’ meeting of Telefónica S.A. (our indirect controlling shareholder), held on June 8, 2018, approved a new long-term incentive plan - Performance Share Plan, or the PSP, for executives of Telefónica S.A. and of other entities within the Telefónica group, including us.

The Plan consists of the possibility, for the executives of the Telefónica Group that are invited to participate in it, to receive a certain number of shares of Telefónica after a period of three years, through the prior assignment of a certain number of theoretical shares or units (the “Units”), which shall serve as a basis for determining the number of ordinary shares in the capital stock of Telefónica (the “Shares”) which may be delivered under the Plan as variable remuneration, depending on the achievement of the objectives established for each of the cycles in which the Plan is divided.

The Plan shall take effect as from the date of its approval by the Shareholders’ Meeting, it shall have a total duration of five (5) years, and it shall be divided into three (3) independent cycles (the “Cycles”), each with a measurement period of three (3) years, according to the following measurement calendar:

First Cycle: shall be deemed to have been initiated from January 1, 2018 through December 31, 2020.

Second Cycle: from January 1, 2019 through December 31, 2021.

Third Cycle: from January 1, 2020 through December 31, 2022.

Each Cycle will be conditioned by and determined according to the achievement of economic-financial objectives, value creation for the shareholder and, if applicable, objectives linked to sustainability, environment or good corporate governance.

In order to receive the Shares under the Plan, the Participants must maintain, for at least twelve (12) months of the Cycle, an active relationship with the Company or any of its subsidiaries which, on the Starting Date of each Cycle,

maintain, on the Delivery Date, an active relationship with a Participating Company.

In case of termination, only if it takes place once twelve (12) months have elapsed since the Starting Date or, as the case may be, since the incorporation of new members to the Plan, and is due to (i) a unilateral withdrawal by the corresponding Participating Company, (ii) a dismissal on grounds other than disciplinary grounds, (iii) a disciplinary dismissal declared as unjustified or not for just cause by the channels and on the terms indicated in the preceding section, or it arises from (iv) death, (v) retirement, or (vi) declaration of total or absolute permanent disability, or comprehensive disability of the Participant, or from contingencies which, if applicable, are equivalent to the foregoing in each jurisdiction, shall the Participant or, as the case may be, his/her heirs, be entitled to receive, in the Cycle or Cycles that have not yet ended at that date, a number of Shares, calculated according to the provision.

In order to deliver the shares to executives at the end of each three-year cycle, the Telefónica group performs an analysis to determine if the threshold performance conditions were met: Telefonica's Total Shareholder Return ("TSR") against a comparison group and Free Cash Flow (FCF) goal.

The TSR is regarded as the metric for determining the generation of value for shareholders at the Group in the medium and long term defined, for the purposes of the Plan, as the return on investment taking into account the cumulative change in the value of the Telefónica Share and dividends and other similar items received by the shareholder over the Cycle in question. The Weighting corresponding to this Objective shall be fifty (50) percent of the total number of Shares to be delivered to the Participants under the PSP.

Table of Contents

The FCF is established as the Plan's metric to encourage commitment to the sustainable achievement of long-term strategic objectives. This Objective shall be established and approved each year by the Board. Fifty (50) percent of the number of Shares to be delivered under the Plan shall be determined based on the FCF level generated by the Group in each year, comparing this with the value set in the budgets approved by the Board for each year. In this regard, the partial achievement of this Objective shall be calculated annually, and the final achievement of the FCF shall be an average of the partial achievements calculated each year.

Cycle 2018-2020: scheduled to occur in December 2020, with 120 executives of Telefônica Brasil having the potential right to receive 977,737 shares of Telefónica, S.A. which, as of December 31, 2017 were accrued in R\$9.5 million.

(3) Global Employee Share Plan ("GESP")

The program is only available to certain director-level executives, not including members of the board of directors and Fiscal Board.

Telefónica's Annual Shareholders' Meeting, held on May 30, 2014, approved an incentive plan for the acquisition of Telefónica's shares by the Telefónica Group employees at an international level, including employees of the Company and its subsidiaries. This program is not available to members of the board of directors or Fiscal Board.

Through this plan, the possibility of acquiring shares of Telefónica is offered, with a certain number of shares being delivered to participants whenever certain requirements are met.

The total planned duration of the plan was 2 years. The employees enrolled in the plan were able to acquire shares of Telefónica through monthly contributions of 25 to 150 euros (or equivalent in local currency), with a maximum value of 1,800 euros over a period of 12 months (period of purchase).

The delivery of shares occurred on July 31, 2017, and was conditioned on: (i) continued employment with the company during the two-year duration of the program (the rights vesting period), subject to certain special conditions relating to casualties; and (ii) the exact number of shares to be delivered at the end of the vesting period depends on the number of shares acquired and held by employees. Thus, the employees enrolled in the plan who remained in the Telefónica Group and held the shares acquired for an additional period of twelve months after the end of the purchase period were entitled to receive a free share for each share they have acquired and held until the end of the vesting period.

(4) Talent for the Future Share Plan (“TFSP”)

The Annual General Shareholders’ Meeting of Telefónica held in 2014 approved a long-term program to reward the commitment, outstanding performance and high potential of its executives globally with the allocation of shares of Telefónica.

Participants do not need to pay for their initial shares. The initially expected total duration of the plan is three years. The beginning of the cycle was on October 1, 2014 and finished on September 30, 2017. The number of shares is established at the beginning of the cycle and, after the period of three years from the grant date, the shares will be transferred to the participant if the goal is reached.

The delivery of shares is conditional upon: (i) maintain an active working relationship in the Telefónica Group at the date of the cycle’s consolidation; and (ii) the achievement of results which represent the fulfillment of the objectives set for the plan. The level of success is based on the comparison of the evolution of shareholder remuneration considering price and dividends (Total Shareholder Return - TSR) of Telefónica share, vis-à-vis the evolution of TSRs corresponding to a number of companies quoted in the telecommunications industry, which correspond to the Comparison Group. The maximum number of shares allocated in the first and second cycles are as follows:

Table of Contents

Cycle 2014-2017: occurred in September 2017, and the distribution of shares did not occur, given that the minimum TSR set forth in the program was not achieved.

Cycle 2015-2018: occurred in September 2018, and the distribution of shares did not occur, given that the minimum TSR set forth in the program was not achieved.

A new version of a TFSP plan was approved on The Annual General Shareholders' Meeting of Telefónica held on June 8, 2018.

The Plan consists of the possibility, for the executives of the Telefónica Group that are invited to participate in it, to receive a certain number of shares of Telefónica after a period of three years, through the prior assignment of a certain number of theoretical shares or units (the "Units"), which shall serve as a basis for determining the number of ordinary shares in the capital stock of Telefónica (the "Shares") which may be delivered under the Plan as variable remuneration, depending on the achievement of the objectives established for each of the cycles in which the Plan is divided

The Plan shall take effect as from the date of its approval by the Shareholders' Meeting, it shall have a total duration of five (5) years, and it shall be divided into three (3) independent cycles (the "Cycles"), each with a measurement period of three (3) years, according to the following measurement calendar:

First Cycle: shall be deemed to have been initiated from January 1, 2018 through December 31, 2020.

Second Cycle: from January 1, 2019 through December 31, 2021.

Third Cycle: from January 1, 2020 through December 31, 2022.

Each Cycle will be conditioned by and determined according to the achievement of economic-financial objectives, value creation for the shareholder and, if applicable, objectives linked to sustainability, environment or good corporate governance.

In order to receive the Shares under the Plan, the Participants must maintain, for at least twelve (12) months of the Cycle, an active relationship with the Company or any of its subsidiaries which, on the Starting Date of each Cycle, maintain, on the Delivery Date, an active relationship with a Participating Company.

In case of termination, only if it takes place once twelve (12) months have elapsed since the Starting Date or, as the case may be, since the incorporation of new members to the Plan, and is due to (i) a unilateral withdrawal by the corresponding Participating Company, (ii) a dismissal on grounds other than disciplinary grounds, (iii) a disciplinary

dismissal declared as unjustified or not for just cause by the channels and on the terms indicated in the preceding section, or it arises from (iv) death, (v) retirement, or (vi) declaration of total or absolute permanent disability, or comprehensive disability of the Participant, or from contingencies which, if applicable, are equivalent to the foregoing in each jurisdiction, shall the Participant or, as the case may be, his/her heirs, be entitled to receive, in the Cycle or Cycles that have not yet ended at that date, a number of Shares, calculated according to the provision.

In order to deliver the shares to executives at the end of each three-year cycle, the Telefónica group performs an analysis to determine if the threshold performance conditions were met: Telefonica's Total Shareholder Return ("TSR") against a comparison group and Free Cash Flow ("FCF") goal.

The TSR is regarded as the metric for determining the generation of value for shareholders at the Group in the medium and long term defined, for the purposes of the Plan, as the return on investment taking into account the cumulative change in the value of the Telefónica Share and dividends and other similar items received by the shareholder over the Cycle in question. The Weighting corresponding to this Objective shall be fifty (50) percent of the total number of Shares to be delivered to the Participants under the PSP.

The FCF is established as the Plan's metric to encourage commitment to the sustainable achievement of long-term strategic objectives. This Objective shall be established and approved each year by the Board. Fifty (50) percent of the number of Shares to be delivered under the Plan shall be determined based on the FCF level generated by the Group in each year, comparing this with the value set in the budgets approved by the Board for each year. In this regard, the partial achievement of this Objective shall be calculated annually, and the final achievement of the Free Cash Flow shall be an average of the partial achievements calculated each year.

Table of Contents

Cycle 2018-2020: scheduled to occur in December 2020, with 144 executives of Telefônica Brasil having the potential right to receive 122,250 shares of Telefónica, S.A. which, as of December 31, 2017 were accrued in R\$1.2 million.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

In accordance with our bylaws, we have two classes of capital stock authorized and outstanding: common shares (*ações ordinárias*) and preferred shares (*ações preferenciais*). Our common shares have full voting rights. Our preferred shares have voting rights only under limited circumstances.

On October 31, 2016, Telefônica Brasil received a correspondence from the shareholder Telefónica Latinoamérica Holding, S.L. stating that Telefónica Internacional, S.A. transferred to them their entire stake in the Company, or 24.09% of the Company's capital, represented by 46,746,635 common shares (8.18% of such class) and 360,532,578 preferred shares (32.22% of such class). The transfer of shareholding was held due to a universal succession under an internal reorganization in the Telefónica Group, through which Telefónica Internacional, S.A. was merged into Telefónica Latinoamérica Holding, S.L.

On December 31, 2018, Telefónica S.A. owned 34.67% of our common shares, Telefónica Latinoamérica Holding, S.L. owned 8.18% of our common shares and SP Telecomunicações owned 51.46% of our common shares. Since Telefónica Latinoamérica Holding, S.L. is a wholly owned subsidiary of Telefónica and owns 60.60% of the equity share capital of SP Telecomunicações, Telefónica has effective control over 94.47% of our outstanding common shares. Accordingly, Telefónica has the ability to control the election of our board of directors and to determine the direction of our strategic and corporate policies. None of Telefónica, Telefónica Latinoamérica Holding, S.L. or SP Telecomunicações has any special voting rights beyond those ordinarily accompanying the ownership of our common and preferred shares.

Telefónica S.A.'s shares are traded on various stock exchanges, including exchanges in Madrid, Barcelona, Bilbao, Valencia, London, New York, Lima and Buenos Aires.

Telefónica is one of the largest telecommunications companies in the world in terms of market capitalization and number of customers. With its strong mobile, fixed and broadband networks and its innovative portfolio of digital solutions, Telefónica is transforming itself into a "Digital Telco," a company that will be even better placed to meet the needs of its customers and capture new revenue growth.

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

The following tables set forth information relating to the ownership of common and preferred shares by Telefónica, SP Telecomunicações, Telefónica Latinoamérica Holding, S.L., any other shareholders known to us to beneficially own more than 5% of our common or preferred shares and our officers and directors, based on 571,644,217 common shares and 1,119,340,706 preferred shares outstanding as of December 31, 2018. We are not aware of any other shareholder that beneficially owns more than 5% of our common or preferred shares.

Shareholder's Name	Number of common shares owned	Percentage of outstanding common shares	
SP Telecomunicações	294,158,155	51.46	%
Telefónica S.A.	198,207,608	34.67	%
Telefónica Latinoamérica Holding, S.L.	46,746,635	8.18	%
All directors and executive officers as a group	1,875	—	

Table of Contents

Shareholder's Name	Number of preferred shares owned	Percentage of outstanding preferred shares	
SP Telecomunicações	38,537,435	3.44	%
Telefónica S.A.	305,122,195	27.26	%
Telefónica Latinoamérica Holding, S.L.	360,532,578	32.21	%
Artisan Partners Limited Partnership (1)	96,573,358	8.63	%
All directors and executive officers as a group	20,977	—	

The number of preferred shares beneficially owned is as of December 31, 2018, as reported in a Schedule 13G/A filed by Artisan Partners Limited Partnership, Artisan Investments GP LLC, Artisan Partners Holdings LP and Artisan Partners Asset Management Inc. on February 7, 2019. As set forth in the Schedule 13G/A, Artisan Partners Limited Partnership has shared power to vote 90,688,209 preferred shares and shared power to dispose of 96,573,358 preferred shares. As set forth in the Schedule 13G/A, Artisan Partners Limited Partnership does not have shared power to vote the remaining 5,885,149 preferred shares which Artisan Partners Limited Partnership (1) has reported in its Schedule 13G/A that it beneficially owns. Securities reported on the Schedule 13G/A as being beneficially owned by Artisan Partners Limited Partnership are held by Artisan Partners Limited Partnership and/or one or more of its investment adviser subsidiaries on behalf of investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients. The business address of Artisan Partners Limited Partnership reported on the Schedule 13G/A is 875 East Wisconsin Avenue, Suite 800, Milwaukee, WI 53202.

As of December 31, 2018, there were a total of 225 ADR holders of record and 185,846,971 ADRs outstanding, representing 185,846,971 preferred shares or 16.6% of outstanding preferred shares. Since some of these ADRs are held by nominees, the number of record holders may not be representative of the number of beneficial holders.

B. Related Party Transactions

Transactions with related parties are submitted to review by our related parties committee and, when necessary, approval by our board of directors and shareholders, in compliance with our bylaws. We believe that all related party transactions are carried out according to guidelines, criteria and market rules in order to provide sufficient transparency to contracts between related parties.

Note 28 to our consolidated financial statements presents, in tabular format, more detailed financial information with respect to transactions and balances with related parties. We provide below a summary description of our material transactions with related parties to which we are currently party or have been party in the last three years.

Telefónica S.A.

On January 2, 2008, we entered into a copyright licensing agreement, or Brand Fee agreement with Telefónica S.A., with respect to the brand “Telefónica.” The amounts in connection with these agreements totaled R\$321 million in 2018, R\$332 million in 2017 and R\$337 million in 2016.

Telxius Cable Brasil Ltda (former Telefônica Internacional Wholesales Services Brasil Ltda.)

On June 3, 2002, we entered into a supply agreement for the IP Band with Telefônica Internacional Wholesales Services Brasil Ltda., with respect to the internet transit service, which is a connection dedicated to the transportation of internet traffic. The amounts in connection with these agreements totaled R\$181 million in 2018, R\$174 million in 2017 and R\$176 million in 2016.

Some international roaming services are provided by companies in the Telefónica group.

Telefónica International Wholesale Services, S.L.

On April 7, 2016, we entered into a supply agreement for the IP Band with Telefônica Internacional Wholesale Services S.L., with respect to the internet transit service, which is a connection dedicated to the transportation of internet traffic. The amounts in connection with these agreements totaled R\$14 million in 2018, R\$34 million in 2017 and R\$49 million in 2016.

Table of Contents

Telxius Torres Brasil Ltda.

On March 31, 2016, we entered into a supply agreement for the use of infrastructure owned by Telxius Torres Brasil Ltda by the Company. The amounts in connection with said agreement totaled R\$93 million in 2018, R\$110 million in 2017 and R\$71 million in 2016.

Telefônica Serviços de Ensino Ltda.

On January 29, 2018, we entered into an online and in-person supply agreement offered by Telefonica Serviços de Ensino Ltda. The amounts in connection with this agreement totaled R\$49 million in 2018.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8.

FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See Note 19 of our Consolidated Financial Statements.

Legal Proceedings

We are party to legal proceedings incidental to the normal course of our business. The main categories of such proceedings include:

administrative and judicial litigation with *Instituto Nacional da Seguridade Social*, the National Institute of Social Security, or INSS;

· administrative and judicial proceedings relating to tax payments;

· lawsuits brought by employees, former employees and trade unions relating to non-compliance with the labor legislation;

· civil judicial proceedings regarding consumer rights; and

· other civil suits, including litigation arising out of the breakup of Telebrás and events preceding the breakup.

Our policy with respect to provisioning for contingencies classifies the various legal proceedings to which we are party as “probable,” “possible” and “remote.” We and our subsidiaries are parties to labor, tax, civil and regulatory claims and set up a provision for contingencies for which the likelihood of loss was estimated as probable. Our senior management classifies each legal proceeding into one of these three categories (probable, possible and remote) based upon the advice of internal and external counsel and specialized technical advisors in charge of each matter. Due to the level of provisioning and based on its analysis of the individual cases, our management believes that no additional liabilities related to any legal proceedings will have a material effect on our financial condition or results of operations, other than as described below.

There are no material proceedings in which any of our directors, any members of our senior management, or any of our affiliates is either a party adverse to us or to our subsidiaries or has a material interest adverse to us or to our subsidiaries.

Tax Matters — Probable Loss

Federal Taxes

On December 31, 2018, the company was party to federal administrative and judicial proceedings relating to (i) claims resulting from the non-ratification of compensation and refund requests, formulated by the company; (ii) CIDE (Contribution for Intervention in the Economic Domain) levied on the remittance of funds abroad relating to technical services, administrative assistance and to services of similar nature, as well as royalties (iii) IRRF on interest on shareholder’s equity; (iv) Social Investment Fund (Finsocial) offset amounts; and (v) additional charges to the PIS and COFINS tax base, as well as additional charges to COFINS required by Law No. 9718/98.

Table of Contents

In the opinion of management, the chances of loss in the foregoing federal administrative and judicial proceedings is probable. On December 31, 2018, total consolidated provisions for these federal administrative and judicial proceedings amounted to R\$526.9 million.

State Taxes

On December 2018, the company was party to administrative and judicial proceedings in progress referring to (i) ICMS credit not granted; (ii) ICMS not levied on telecommunication services; (iii) disallowance of ICMS credits referring to Covenant 39; (iv) ICMS tax rates; and (v) ICMS tax on internet (data) infrastructure lease payments (vi) sales of goods at prices below their costs of acquisition; and (vii) non-taxation of amounts granted to clients as discounts. On December 31, 2018, total consolidated provisions for these state-level administrative and judicial proceedings amounted to R\$909.5 million.

Municipal Taxes

On December 31, 2018, the company was party to tax claims at a municipal level, both in the administrative and judicial sphere which, based on the opinion of our legal advisors, are classified as a probable loss, related to (i) real estate property tax (*Imposto Predial Territorial e Urbano - IPTU*); (ii) Service tax on leases of movable assets for supplementary or intermediate activities; and (iii) Service tax retention on fixed duration service contracts. On December 31, 2018, total consolidated provisions for these municipal level proceedings amounted to R\$33.6 million.

FUST, FISTEL and EBC

On December 31, 2018, the company was party to federal judicial proceedings relating to: (i) non-inclusion of interconnection and EILD expenses in the FUST; On December 31, 2018, total consolidated provisions for these federal administrative and judicial proceedings amounted to R\$481.8 million.

In the second quarter of 2018, ongoing litigation relating to the exclusion from the calculation basis of the Installation Inspection Fee (*Taxa de Fiscalização de Instalação* or TFI) and the Inspection and Operation Fee (*Taxa de Fiscalização e Funcionamento* or TFF) with respect to mobile stations that are not owned by us was resolved unfavorably after we withdrew our previously-filed appeal, resulting in the conversion of the amounts deposited in court into a payment to ANATEL.

In the third quarter of 2018, the request by Company and one of its subsidiaries for the conversion of amounts relating to EBC rates that had been deposited with the court into revenues was accepted, even while such proceedings remain ongoing. As a result, the Company and the subsidiary reversed the provisions relating to the amounts that had been deposited in court.

Tax Matters — Possible Loss

The following tax proceedings were pending as of December 31, 2018, and, in the opinion of our management and our legal advisors, the chance of loss in these cases is “possible.”

Federal Taxes

On December 31, 2018, the company was party to various federal administrative and judicial proceedings, which are waiting to be tried at various court levels. On December 31, 2018, the total consolidated amount was R\$12,025.5 million.

Key proceedings refer to: (i) Non-compliance manifestations due to the ratification of compensation requests made by the company; (ii) social security contribution (INSS) about: (a) on compensation payment for salary devaluation arising from losses caused by “Plano Verão” (Summer Plan) and “Plano Bresser” (Bresser Plan); (b) social security contribution (INSS), SAT (Work Accident Insurance), Social Security and payables to third parties (INCRA and SEBRAE); (c) 11% retention (labor assignment); (iii) Income Tax on foreign currency remittances for the payment of technical and administrative services, as well as on royalties; (iv) Income tax and social contribution – disallowance of costs and miscellaneous expenses not substantiated; (v) deductions of COFINS from loss in swap transactions; (vi) PIS / COFINS accrual basis versus cash basis; (vii) IRPJ payable in connection with allocation of excess funds to Northeast Investment Fund (FINOR), Amazon Region Investment Fund (FINAM) or Economic Recovery Fund of the State of Espírito Santo (FUNRES); (viii) IRPJ and CSLL – disallowance of expenses related to the goodwill arising from the privatization process, Vivo’s corporate restructuring and goodwill from the mergers of Navytree, TDBH, VivoPart and GVTPart; (ix) ex-tariff, abrogation of the benefit from the CAMEX Resolution No. 6, increasing the import tariff from 4% to 28%; (x) industrialization tax (IPI) on the dispatch from company premises of “Fixed access unit” equipment to clients on a lending agreement; (xi) PIS and COFINS on value-added services; (xii) INSS on stock options, payment requirement for social security contributions on amounts paid by group companies to employees on behalf of the share purchasing plan; (xiii) financial operations tax (*Imposto sobre Operações Financeiras* - IOF), payment requirements for intercompany and credit operations; and (xiv) non-deductibility of operating expenses and expected losses of recoverable amount of the receivables.

Table of Contents

In the opinion of management, the chance of loss in these proceedings is possible, consequently, we have not made any provisions in connection with these proceedings.

State Taxes

On December 31, 2018, the company was a party to various state administrative and judicial proceedings, which are ongoing at various court levels. On December 31, 2018, the total consolidated amount was R\$16,294.7 million.

Key proceedings refer to: (i) provision of facility, utility and convenience services and equipment rental; (ii) international calls (DDI); (iii) undue credit related to the acquisition of items intended to property, plant and equipment (fixed assets); (iv) lack of proportionate credit reversal referring to the acquisition of property, plant and equipment items (fixed assets); (v) service provided outside São Paulo state with ICMS paid to São Paulo State; (vi) co-billing, (vii) tax substitution with a fictitious tax base (tax guideline); (viii) use of credits related to acquisition of electric power; (ix) secondary activities, value added and supplementary services; (x) tax credits related to opposition/challenges referring to telecommunications services not provided or mistakenly charged (ICMS CONFAZ Covenant 39/01); (xi) deferred charge of ICMS - Interconnection (DETRAF – Traffic and Service Provision Document); (xii) credits derived from tax benefits granted by other states; (xiii) disallowance of tax incentives related to cultural projects; (xiv) transfers of assets among business units owned by the company; (xv) communications service tax credits used in provision of services of the same nature; (xvi) card donation for prepaid service activation; (xvii) reversal of credit from return and free lease in connection with assignment of networks (used by the company itself and exemption from public bodies); (xviii) DETRAF (CDR), (xix) ICMS on own consumption; (xx) ICMS on exemption of public bodies; (xxi) unconditional discounts excluded from ICMS tax basis; (xxii) restructuring of ledger without prior authorization by the National Treasury Department (STN); (xxiii) ICMS on monthly subscription, which is currently under review by the Federal Supreme Court (Superior Tribunal Federal or STF) with foreclosure proceedings and the Company awaits judgment; (xxiv) exclusion of ICMS on advertising services and unmeasured services ICMS.

In the opinion of our management, the chance of loss in the foregoing state administrative and judicial proceedings is possible, and, consequently, we have not made any provisions in connection with these proceedings.

Municipal Taxes

On December 31, 2018, the company was party to various administrative and judicial proceedings at the municipal level, which are ongoing at various court levels. On December 31, 2018, the total consolidated amount was R\$637.7 million.

Key proceedings refer to: (i) ISS (*Imposto Sobre Serviços*) – secondary activities, value-added and supplementary services; (ii) withholding ISS; (iii) real estate property tax (*Imposto Predial Territorial e Urbano* - IPTU); (iv) Land Use Fee; (v) municipal fees; (vi) tariff for Use of Mobile Network (TUM), infrastructure lease; (vii) advertising services; (viii) services provided by third parties; (ix) business management consulting services provided by Telefonica Internacional (TISA); (x) ISS levied on caller ID services and on cell phone activation; (xi) service tax on continuous services contracts, provisions, reversals and cancelled invoices; and (xii) ISS on data processing and antivirus programs.

Table of Contents

In the opinion of our management, the chance of loss in the foregoing state administrative and judicial proceedings is possible and, consequently, we have not made any provisions in connection with these proceedings.

FUST, FUNTTEL, FISTEL and EBC

FUST – Universalization of Telecommunications Service

Writs of Mandamus filed separately by the fixed and mobile operators to recognize the right to include interconnection and EILD expenses in the FUST base for fixed services and interconnection revenue in the FUST base for mobile services. We have questioned such charges and the proceedings are waiting to be tried in the court of appeals.

As a result, ANATEL registered various infractions to constitute tax credits and other revenues that were not obtained from the provision of telecommunication services, on which ANATEL believes FUST is due.

On December 31, 2018, the total aggregate amount under dispute was R\$3,701.2 million.

In the opinion of our management and our legal advisors, the chance of loss in the foregoing proceedings is possible, and, consequently, we have not made any provisions in connection with these proceedings.

FUNTTEL – Fund for the Technological Development of Telecommunications

On December 31, 2018, the company was party to administrative and judicial proceedings, which are waiting to be tried at the lower administrative court and the court of appeals.

Such proceedings concern the collection of contributions to FUNTTEL on other revenues (not related to telecom services), as well as on income and expenses transferred to other operators (interconnection).

On December 31, 2018, the total aggregate amount under dispute was R\$618.5 million. In the opinion of our management and our legal advisors, the chance of loss in the foregoing proceeding is possible, but not probable and, consequently, we have not made any provisions in connection with this proceeding.

FISTEL – Telecommunications Supervision Fund

Due extension of the effective license period to use telephone switches in connection with the use of landline phone carriers and extension of the right to use radiofrequency in connection with wireless service (wireless carriers), ANATEL charges the Installation Inspection Fee, TFI.

This collection is based on ANATEL's understanding that such extension would represent a taxable event for TFI. We understand that such collection is inappropriate, and separately challenged the aforesaid fee in court. On December 31, 2018, the total consolidated amount was R\$2,825.5 million, without the respective deposit in full.

In the opinion of our management and our legal advisors, the chance of loss in the foregoing proceeding is possible and, consequently, we have not made any provisions in connection with this proceeding.

Labor Litigation

We are also a defendant in several legal proceedings filed by former employees and outsourced employees (alleging joint or several liability), who claim, among other things, deficient overtime payment, unequal compensation, retirement wage supplements, health and security hazard compensation, salary complements for retirees; and proceedings regarding our outsourcing practices. In 2018, we implemented improvements to our method of calculating our labor provision estimates for claims relating to joint or several liability with third parties, leading to an increase of R\$116 million in our labor-related provisions.

We are also party to labor claims filed by former employees, which relate to the Plan for Medical Assistance to Retirees ("PAMA"), which seeks among other things to reverse changes in retiree medical plans. The majority of such claims are pending judgment by the Superior Labor Court (*Tribunal Superior do Trabalho*). In the opinion of our management and our legal advisors, the chance of loss in the foregoing proceedings is possible. No value has been attributed to these claims because we are currently unable to estimate the value of losses in the event of an adverse judgment and, as a result, we have not recorded any provisions relating to such claims.

Table of Contents

Additionally, the Company is party to public civil actions promoted by the Public Prosecutor's Office. In August 2018, most of the Supreme Court Ministers adjudicated on the legality of unrestricted outsourcing, which was the service borrower's subsidiary responsibility. However, the Company awaits the publication of said decision and possible embargoes of declaration to clarify the scope of such decision, including for cases on trial, in which case it will be evaluated as an application of the decision of each of the processes in question that discusses the topic. In view of these considerations, there is still no estimate of amounts or losses of rights for the Company.

In addition, we are also a defendant in four public civil actions filed by the Federal Ministry of Labor, which concerns contracting third-party companies in order to perform services related to our core business. Although the likelihood of loss of such actions is "possible," no value has been attributed to these claims because we are currently unable to estimate the value of losses in the event of an adverse judgment and, as a result, we have not recorded any provisions relating to such claims.

Civil Claims

There are several civil claims filed against the Company. We have recorded approximately R\$1,000 million in provisions for these proceedings where the risk of loss is deemed probable, including the civil proceedings described below:

Expansion Plan–PEX. We are defendants in proceedings related to the possible right of individuals who purchased our shares in connection with our network expansion plan after 1996, to receive additional shares from us. These claims are in course through the various levels of the court system and the success rate in each proceeding is classified on a case-by-case basis according to the facts presented in each proceeding. For the proceedings in which the success rate of the plaintiffs is classified as "probable," we've recorded a provision of R\$334.9 million.

The Company and/or its subsidiaries are defendants in various civil proceedings related to consumers claims both in administrative and judicial courts, especially about poor performance. On December 31, 2018, provisioned amounts totaled R\$353.8 million (R\$296.2 million on December 31, 2017).

The Company and/or its subsidiaries are parties to various civil proceedings of non-consumer nature in administrative and judicial courts, all related to the ordinary course of business. On December 31, 2018, provisioned amounts totaled R\$313.9 million (R\$435.5 million on December 31, 2017).

There are other several civil claims against the Company for which the chance of loss is deemed possible and for which we have not recorded provisions, including:

Pension Benefit Plan Spin-Off. Two Associations - Sistel Participants Association in São Paulo (ASTEL) and - National Federation of Associations of Retirees and Pensioners and Participants in Pension Funds in Telecom (FENAPAS) filed distinct class actions – with the same object - against the Company, seeking the annulment of the spin-off of the PBS pension benefit plan, that occurred in 2000, and created the specific TELESP–PBS pension benefit plan, and corresponding allocation of resources resulted from the technical surplus and fiscal contingencies existing at that time. The success rate of the Company in both of the claims is deemed possible based on the opinion of our legal advisors. The amount involved in both cases cannot yet be determined until an expert appraisal report is conducted since it includes the spin-off portion of Sistel related to the telecommunication operators from the former “Telebrás System.” With respect to the class action filed by ASTEL, the action was ruled in favor of the Company by the lower court. ASTEL filed an appeal, which is awaiting a ruling. With respect to the class action filed by FENAPAS, the lower court ruled against the Company. Subsequently, the lack of jurisdiction of the State Court was acknowledged and the case was referred to the Federal Courts for re-trial.

A class action filed by SISTEL Participants’ Association (ASTEL) in the state of São Paulo, in which SISTEL associates question the changes made in the HealthCare Plan for Retired Employees (PAMA) of the Association and seek the reestablishment of the status quo. This proceeding is in the appeal phase under review by the superior court. The amount cannot be estimated in that it entails a return to the prior conditions.

Table of Contents

The Company is party to other civil claims, at several Court levels, related to service rendering. Such claims have been filed by individual consumers, civil associations representing consumer rights or by the Bureau of Consumer Protection (PROCON), as well as by the Federal and State Public Prosecutor's Office. The Company is also party to other claims of several types related to the normal course of business. On December 31, 2018, possible amounts totaled R\$3,466 million (R\$2,827 million on December 31, 2017).

Terra Networks is a party to (i) a claim proposed by a supplier of broadcast rights; (ii) annulment proceeding of penalties before the Consumer Protection Bureau (PROCON); (iii) Compensation Claims; (iv) collection of copyright (ECAD); and (v) claims proposed by former subscribers related to improper collection or breach of contract. On December 31, 2018, the total amount was R\$12,926 million.

The Company has received fines regarding the noncompliance with SAC Decree. We currently have various actions (administrative and judicial proceedings). On December 31, 2018, amounts totaled R\$14.2 million.

Ownership of Caller ID

Lune Projetos Especiais Telecomunicação Comércio e Ind. Ltda., a Brazilian company, filed on November 20, 2001 lawsuits against 23 wireless telecommunications operators, including TELESP Celular Participações and its subsidiaries. The lawsuits allege that those operators violated patent No. 9202624-9, related to *Equipamento Controlador de Chamadas Entrantes e do Terminal do Usuário*, or Caller ID, granted to Lune by the Brazilian Institute of Intellectual Property, or the INPI, on September 30, 1997. An unfavorable decision was handed down determining that the Company should refrain from selling mobile phones with Caller ID service, subject to a daily fine of R\$10,000 in case of noncompliance. Furthermore, according to that decision, the Company must pay indemnification for royalties, to be calculated at settlement. Motions for Clarification were opposed by all parties and Lune's motions for clarification were accepted since an injunctive relief in this stage of the proceedings was deemed applicable. A bill of review appeal was filed in view of the current decision which granted a stay of execution suspending that unfavorable decision until the final judgment of the appeal. A bill of review was filed in view of the sentence handed down on June 30, 2016, by the 4th Chamber of the Court of Justice of the Federal District, in order to annul the lower court sentence and remit the proceedings back to the lower court for a new examination. The outside counsel's opinion that the chance of an unfavorable outcome is possible. We are unable to determine at this time the extent of any potential liabilities with respect to this claim.

Expiration of Prepaid Plan Minutes

We and our subsidiaries, together with other Brazilian wireless telecommunications operators, are defendants in various lawsuits brought by the public prosecutor's office and consumer protection associations challenging the imposition of a deadline for the use of purchased prepaid minutes. The plaintiffs allege that purchased prepaid minutes should not expire after any specified deadline. Conflicting decisions have been issued by the courts about this matter. Although we believe that our criteria for imposing the deadline are in compliance with ANATEL's rules, we believe, based on the opinion of outside counsel, that the likelihood of an unfavorable outcome with respect to this claim is

possible.

Regulatory and Antitrust Litigation

We are involved in several administrative and judicial proceedings relating to alleged breaches of obligations by ANATEL, mainly, and CADE. As of December 31, 2018, amounts for those proceedings were R\$6.1 billion classified as possible risk, plus R\$1 billion provisioned.

Administrative and legal proceedings discussing payment of 2% charge on revenue from interconnection services due to the extension of right of use of SMP-related radiofrequencies. Under clause 1.7 of the Authorization Terms that grant right of use of SMP-related radio frequencies, the extension of right of use of such frequencies entails payment every two years, during the extension period (15 years), of a 2% charge calculated on net revenue from the basic and alternative service plans of the service company, determined in the year before that of payment. In the 15th year, the Company will pay 1% of its prior-year net revenue from the basic and alternative service plans. However, ANATEL determined that the 2% charge should be calculated on revenue from service plans and also on revenue from interconnection services and other operating income, which is not provided for by clause 1.7 of the referred to Authorization Terms. Considering that revenue from interconnection services should not be included in the calculation of the 2% charge for radiofrequency use right extension, the Company filed administrative and legal proceedings challenging these charges, based on ANATEL's position.

Table of Contents

In 2018, as a result of the termination of the TAC negotiations of Telefonica (which was not concluded), ANATEL established a collection of new administrative procedures for inspections on pipelines that would be contemplated in the TAC. This collection of processes, given the environment and factual context of the subjects treated there, was evaluated as possible loss.

In May 2018, Telefónica filed a lawsuit seeking to invalidate an ANATEL resolution from March of that same year to install administrative proceedings for non-compliance with obligations (“*Processo Administrativo para Apuração de Descumprimento de Obrigações*” or PADO) in order to verify alleged infractions committed by Telefónica Brasil to the Fixed Telephony Regulation.

This PADO has been suspended for years due to the negotiations of the TAC (“*Termo de Ajustamento de Conduta*”), between Telefónica and ANATEL about some PADOS. Since the negotiations concluded without agreement, these suspended administrative sanctioning procedures were reactivated and finalized.

In its resolution of March 2018, ANATEL considered that several infractions had been committed, in particular those related to the communication deadlines for suspension of the service to users with breaches of payments, to the terms of connection of the service after the communication of the payment and the disagreement with the terms of refund of amounts claimed by the users of the service.

The fine imposed by ANATEL and appealed by Telefónica Brasil is about 211 million reais which, along with the updates of the value of the currency and the accrued interest, currently amounts (December 2018) to about 482 million reais.

Telefônica Brasil considers that the sanction imposed is illegal and undue, and the appeal is based, fundamentally, and among other aspects, on the following defense arguments: (i) the universe of users considered by ANATEL to fix the fine is excessive, given that the number of affected users is materially lower and (ii) the calculation of the fine is disproportionate and without grounds.

The fine has not been paid, although it is guaranteed through a guarantee insurance submitted to the court. The procedure is in the first instance and Telefonica expects that a date is set for the conciliation hearing.

Dividends and Dividend Distribution Policy

Priority and Amount of Preferred Dividends

The Brazilian Corporate Law determines that the shareholders of a company have the right to receive a minimum percentage of the distributable profits (mandatory dividends) comprising dividends and/or interest on shareholders' equity, or distributable amount, of the corporation for each fiscal year. If such amount is not determined in the bylaws of the company, Brazilian Corporate Law specifies the criteria to determine the minimum amount of the dividend. See "Item 10. Additional Information—B. Memorandum and Articles of Association." Moreover, a Brazilian company may issue new preferred shares for public distribution only if one of the following terms applies to the preferred shares: (i) the right to receive dividends equivalent to at least 25% of the adjusted net profit for the fiscal year, to be calculated in accordance with Article 202 of the Brazilian Corporate Law as follows: (a) priority in the receipt of dividends corresponding to at least 3% of the book value per share and (b) the right to an equal share of the profits attributable to the holders of common shares, after the holders of common shares have received a dividend equal to a minimum of 3% of the book value per share; or (ii) the right to receive dividends, at least 10% higher than those paid for each common shares; or (iii) tag-along rights of at least 80% of the price per share paid in the sale of control to be paid by the controlling shareholder and also including the right to receive dividends at least equal to the dividend paid to common shares.

According to our bylaws, we are required to distribute as mandatory dividends of each fiscal year ending on December 31, to the extent amounts are available, an aggregate amount equal to at least 25% of adjusted net income.

Table of Contents

The annual dividend distributed to holders of our preferred shares is 10% higher than the dividend distributed to our common shareholders.

As per our bylaws, our board of directors may declare interim dividends based on (i) the accrued profits recorded in our semiannual financial statements; (ii) the accrued profits recorded in our quarterly financial statements or in our financial statements of shorter periods, provided that the total amounts of dividends paid up every six months does not exceed the total amount within the capital reserve determined per article 182 of Brazilian Corporate Law; and (iii) the amount recorded on the profit and loss account or profit reserve account on our last annual or semiannual financial statements.

Under the Brazilian Corporate Law, a company is allowed to withhold payment of the mandatory dividend in respect of common shares and preferred shares if:

management and the fiscal board report at the shareholders meeting that the distribution would be incompatible with the financial circumstances of the company; and

the shareholders ratify this decision at the shareholder's meeting.

If that is the case:

management must forward to the CVM, within five days of the shareholders meeting, an explanation justifying the decision at the shareholders meeting; and

the profits that were not distributed are to be recorded as a special reserve and, if not absorbed by losses in subsequent fiscal years, are to be paid as dividends as soon as the company's financial situation allows.

For the purposes of the Brazilian Corporate Law, net profits are defined as net income after income tax and social contribution for the fiscal year, net of any accumulated losses from prior fiscal years and any amounts allocated to beneficiary parties', employees' and management's participation in a company's profits and subscription bonuses.

Under Brazilian Corporate Law, adjusted net income is an amount equal to our net income adjusted to reflect allocations to or from (i) legal reserves, and (ii) contingency reserves for anticipated losses, if any.

At each annual shareholders meeting, the board of directors is required to suggest the allocation of net profits obtained during the preceding fiscal year. Under Brazilian Corporate Law, we are required to maintain a legal reserve, to which 5% of our net profits must be allocated for each fiscal year, until the reserve amounts to 20% of our paid-in capital. Net losses, if any, shall be deducted from accumulated profits, profit reserves and legal reserve, in this order.

Brazilian Corporate Law also provides for an additional allocation of net profits to special accounts, also to be recommended by management and subject to approval by shareholders at the annual shareholders meeting, including the amount of net profits that may be allocated to the contingency reserve for anticipated losses that are deemed probable in future years. Any amount so allocated in a previous year must be either:

- reversed in the fiscal year in which the loss was anticipated, if the loss does not in fact occur; or

- written-off if the anticipated loss occurs.

Net profits may also be allocated to the unrealized income reserve in case the total amount of mandatory dividends exceeds the amount of realized net income. Such allocation should also be suggested by management and subject to approval by shareholders at the shareholders meeting. For such purpose, realized income is the balance of net profits exceeding the sum of:

- the positive net result of equity adjustment; and

- earnings, revenues or net profits from transactions or the accounting of assets and liabilities at market value, whose financial realization term occurs after the end of the next fiscal year.

Table of Contents

The amounts available for distribution are determined on the basis of financial statements prepared in accordance with the accounting practices adopted in Brazil.

If the minimum dividend to be paid to the holders of preferred shares is not paid for the period set forth in our bylaws, which in no event shall be longer than three years, the holders of preferred shares will be entitled to full voting rights until such dividend is paid in full.

Payment of Dividends

We are required by law and our bylaws to hold an annual shareholders meeting until April 30 of each year to approve, among other issues, the allocation of net profits earned during the preceding fiscal year and the declaration of dividends by decision of common shareholders, acting on the recommendation of the executive officers, as approved by the board of directors. The payment of annual dividends is based on the financial statements prepared for each fiscal year ending on December 31. Under the Brazilian Corporate Law, dividends are required to be paid within 60 days following the date the dividend is declared to the shareholders of record on the declaration date, unless a resolution by the shareholders sets forth another date of payment, which must occur before the end of the fiscal year.

A shareholder has a three-year period from the dividend payment date to claim dividends in respect of its shares, after which any unclaimed dividend distributions legally revert to the Company. Because our shares are issued in book-entry form, dividends with respect to any share are credited to the account holding the share and no action is required on part of the shareholder. We are not required to adjust the amount of paid-in capital for inflation.

If a shareholder is not a resident of Brazil, he or she must register with the Central Bank to be eligible to receive dividends, sales proceeds or other amounts with respect to his or her shares outside of Brazil. Our preferred shares underlying ADSs are held in Brazil by a Brazilian custodian, Citibank N.A., as the agent for the depositary, which is the registered owner of our shares.

Payments of cash dividends and distributions, if any, will be made in Brazilian currency to the custodian on behalf of the depositary, which will then convert those proceeds into U.S. dollars and will provide for U.S. dollars to be delivered to the depositary for distribution to holders of ADSs. If the custodian is unable to immediately convert the Brazilian currency received as dividends into U.S. dollars, the amount of U.S. dollars payable to holders of ADSs may be adversely affected by devaluations of the Brazilian currency that occur before dividends are converted and remitted. Dividends in respect of the preferred shares paid to resident and nonresident shareholders, including holders of ADSs, are not currently subject to Brazilian withholding tax.

Additional Payments on Shareholders' Equity

Law No. 9,249, dated December 26, 1995, as amended, provides for distribution to shareholders of interest on shareholders' equity, which may be computed against the amount of dividends to be distributed to the shareholders. A company may treat these payments as financial expenses for income tax and social contribution purposes. Currently, this interest is limited to the daily pro rata variation of the TJLP, a nominal long-term interest rate determined by the federal government that includes an inflation factor and cannot exceed the greater of:

50% of net income (before deducting income taxes and the interest on shareholders' equity) for the period in respect of which the payment is made, or

50% of the sum of retained earnings and profit reserves.

Currently, any payment of interest in respect to preferred shares to shareholders (including the holders of ADSs) is subject to Brazilian withholding tax at a rate of 15%, or 25% in the case of a shareholder domiciled in a tax haven, and these payments may be included, at their net value, as part of any mandatory dividend. If payment of interest on shareholders' equity is made for a beneficiary located outside of Brazil, the IOF tax triggers at a rate of zero. See "Item 10. Additional Information—E. Taxation—Brazilian Tax Considerations—Distributions of Interest on Shareholders' Equity."

We declare and pay dividends and/or interest on shareholders' equity as required by Brazilian Corporate Law and our bylaws. The declaration of annual dividends, including dividends in excess of the mandatory distribution, requires approval by the vote of a majority of the holders of common shares, and depends on many factors. These factors include our results of operations, financial condition, cash requirements, future prospects and other factors deemed relevant by shareholders. Our shareholders have historically acted on these matters based on recommendations by the board of directors. Within the context of tax planning, we may determine in the future that it is to our benefit to distribute interest on shareholders' equity.

Table of Contents

The following table sets forth the dividends or interest on shareholders' equity paid to holders of our common and preferred shares since 2014 in *reais*.

Year	Description (Dividends or Interest on Shareholders' Equity)(1) (per share/in R\$)	Common	Preferred
		Shares	Shares
2018	Div/Int	2.358070	2.593877
2017	Div/Int	2.088332	2.297165
2016	Div/Int	1.742031	1.916234
2015	Div/Int	3.195401	3.514941
2014	Div/Int	2.122786	2.335065

(1) Interest on shareholders' equity is net of withholding taxes.

Dividends and Interest on Shareholders' Equity

On February 19, 2016, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$200 million, which the Company paid on August 22, 2017.

On March 18, 2016, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$337 million, which the Company paid on August 22, 2017.

On April 18, 2016, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$220 million, which the Company paid on August 22, 2017.

On April 28, 2016, at the General Shareholders Meeting, the shareholders approved the distribution of dividends to the common and preferred shares in the total amount of R\$1,287 million based on the closing balance sheet on December 31, 2015, which the Company paid on December 13, 2016.

On June 17, 2016, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$161 million, which the Company paid on August 22, 2017.

On September 19, 2016, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$650 million, which the Company paid on August 22, 2017.

On December 19, 2016, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$604 million, which the Company paid on December 13, 2017.

On February 13, 2017, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$180 million, which the Company paid on August 21, 2018.

On March 20, 2017, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$350 million, which the Company paid on August 21, 2018.

Table of Contents

On April 26, 2017, at the General Shareholders Meeting, the shareholders approved the distribution of dividends to the common and preferred shares in the total amount of R\$1,914 million based on the closing balance sheet on December 31, 2016, which the Company paid on December 13, 2017.

On June 19, 2017, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$95 million, which the Company paid on August 21, 2018.

On September 18, 2017, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$305 million, which the Company paid on August 21, 2018.

On December 14, 2017, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$1,487 million, which the Company paid on August 21, 2018.

On April 12, 2018, at the General Shareholders Meeting, the shareholders approved the distribution of dividends to the common and preferred shares in the total amount of R\$2,192 million based on the closing balance sheet on December 31, 2017, which the Company paid on December 11, 2018.

On June 18, 2018, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$400 million. The payment will be made to common and preferred shareholders who were registered in the Company's books on June 29, 2018, and it will be made by the end of fiscal year 2019, on a date to be determined by the Company's Directors.

On September 05, 2018, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$2,800 million. The payment will be made to common and preferred shareholders who were registered in the Company's books on September 17, 2018, and it will be made by the end of fiscal year 2019, on a date to be determined by the Company's Directors.

On December 4, 2018, the board of directors approved, subject to shareholder approval, a payment of interest on shareholders' equity for the common and preferred shares totaling R\$1,350 million. The payment will be made to common and preferred shareholders who were registered in the Company's books on December 17, 2018, and it will

be made by the end of fiscal year 2019, on a date to be determined by the Company's Directors.

Interest on shareholders' equity declared based on Telefônica Brasil's 2018 net profit totaled R\$4,550 million. The remaining R\$2,469 million were classified as proposed additional dividends and will be submitted to the approval of the 2019 General Shareholders Meeting of the Company.

B. Significant Changes

None.

ITEM 9.

THE OFFER AND LISTING

A. Offer and Listing Details

The trading market for our common and preferred shares is the B3.

Our preferred shares began trading on the B3 on September 21, 1998 and are traded on the B3 under the symbol "VIVT4" (formerly TLPP4)." Our common shares trade under the symbol "VIVT3" (formerly TLPP3). On December 31, 2018, we had approximately 1,691.0 million common and preferred shares held by approximately 2.3 million common and/or preferred shareholders.

In the United States, the preferred shares trade in the form of ADRs, each representing one preferred share, issued by Citibank N.A., as depositary, pursuant to a Deposit Agreement, among us, the depositary and the registered holders and beneficial owners from time to time of ADRs. The ADRs commenced trading on the NYSE on November 16, 1998 and are traded on NYSE under the symbol "VIV" (formerly TSP).

Table of Contents

B. Plan of Distribution

Not applicable.

C. Markets

Regulation of Brazilian Securities Markets

The Brazilian securities market is regulated and supervised by the CMN (which has general authority over the stock exchanges and securities markets), as provided for by the Brazilian Securities Exchange Act and Brazilian Corporate Law. The CMN is responsible for supervising the CVM's activities, granting licenses to brokerage firms to govern their incorporation and operation, and regulating foreign investment and exchange transactions, as provided for by the Brazilian Securities Exchange Act and Law No. 4,595 of December 31, 1964, as amended. These laws and regulations provide for, among other things, disclosure requirements to issuers of securities listed on stock exchanges, criminal sanctions for insider trading and price manipulation, protection of minority shareholders, the procedures for licensing and supervising brokerage firms and the governance of Brazilian stock exchanges.

Under Brazilian Corporate Law, a company is either publicly held and listed, a *companhia aberta*, or privately held and unlisted, a *companhia fechada*. All listed companies are registered with the CVM and are subject to reporting requirements to periodically disclose information and material facts. A company registered with the CVM is authorized to trade its securities either on the Brazilian exchange markets, including the B3, or in the Brazilian over-the-counter market. Shares of companies listed on B3 may not simultaneously trade on the Brazilian over-the-counter markets. The over-the-counter market consists of direct trades between persons in which a financial institution registered with the CVM serves as an intermediary. No special application, other than registration with the CVM (and, in case of organized over-the-counter markets, with the relevant over-the-counter market), is necessary for securities of a publicly held company to be traded in this market. To be listed on the B3, a company must apply for registration with the B3 and the CVM.

Trading in securities on the B3 may be suspended under a request from a company in anticipation of a material announcement. Trading in the securities of a particular company may also be suspended under the initiative of B3 or the CVM, among other reasons, due to the belief that the company has provided inadequate information regarding a material event or has provided inadequate responses to inquiries by the CVM or the B3.

Trading on the B3

B3 is a Brazilian publicly held company established in March 2017 when the securities, commodities and futures exchanges activities of BM&FBOVESPA were combined with the activities of CETIP, a provider of financial services for the organized OTC market. B3 is one of the world's largest financial market infrastructure providers by market value. The services it offers range from exchange trading, clearing and other post-trade services to registration of over-the-counter (OTC) transactions and of vehicle and real estate loans.

Trading on the exchange is conducted by authorized members. Trading sessions take place every business day, from 10:00 a.m. to 5:00 p.m. or from 10:00 a.m. to 6:00 p.m. during daylight savings time in Brazil, on an electronic trading system called Megabolsa. Trading is also conducted between 6:00 p.m. and 7:30 p.m., or between 7:00 p.m. and 8:30 p.m. during daylight savings time in Brazil, in an after-market system connected to both traditional brokerage firms and brokerage firms operating on the Internet. This after-market trading is subject to regulatory limits on price volatility of securities traded by investors operating on the Internet.

To better control the excess of volatility in market conditions, B3 has adopted a "circuit breaker" system pursuant to which trading sessions may be suspended for a period of 30 minutes or one hour whenever the indices of these stock exchanges fall below the limits of 10% and 15%, respectively, compared to the index at the close of trading of the previous trading day. In the event the stock exchange index falls below the limit of 20% in comparison to the previous trading day, B3 may determine the suspension of trading sessions for a certain period to be defined at its sole discretion.

Although all the outstanding shares of an exchange-listed company may trade on a Brazilian stock exchange, in most cases, less than half of the listed shares are actually available for trading by the public, the remainder being held by small groups of controlling entities or persons that rarely trade their shares. For this reason, data showing the total market capitalization of Brazilian stock exchanges tends to overstate the liquidity of the Brazilian equity securities market.

Table of Contents

Corporate Governance Practices

We are a *sociedade anônima*, a corporation incorporated under the laws of Brazil, and are subject to the corporate governance provisions of the Brazilian Corporate Law. We comply with the regulatory requirements of the Brazilian Corporate Law regarding the independence of our board of directors, the establishment and composition of certain board committees and the adoption and disclosure of corporate governance guidelines.

We comply with several requirements of Brazilian and international laws to promote strong corporate governance, reduce investor uncertainties and enhance disclosure of material and other information.

With the approval of our board of directors and/or Officers, we implemented several measures over the last few years designed to improve our transparency and disclosure practices. We believe these measures will benefit our shareholders, and current and future investors as well as the marketplace in general. Among the measures we have implemented, we have:

created a policy for disclosure of material facts or corporate actions and trading of our securities (*Política de Divulgação de Ato ou Fato Relevante e de Negociação de Valores Mobiliários*);

created a policy for internal controls related to the Communication, Recording and Control of Financial and Accounting Information (*Normativa sobre Registro, Comunicação e Controle de Informação Financeiro-Contábil*);

established the Service Quality and Marketing Committee;

established the Control and Audit Committee;

established the Nominations, Compensation and Corporate Governance Committee;

established the Strategy Committee;

enacted a procedure to receive and deal with reports of accounting and auditing fraud within the company (*Canal de Denúncias*);

enacted a policy for prior approval of contracting audit services (*Normativa sobre Aprovação Prévia de Serviços a serem Prestados pelo Auditor Externo*);

enacted a code of business conduct and ethics (*Princípios de Negócio Responsável*);

enacted a code of conduct for members of our finance team regulating the conduct of our managers in connection with the registration and control of financial and accounting information and their access to privileged and nonpublic information and data (*Normas de Conduta para Financeiros*);

enacted a policy regarding communication of information to the securities market (*Normativa sobre Comunicação de Informação aos Mercados*); and

enacted a policy regarding the prevention and fight against corruption (*Diretrizes de Prevenção e Combate à Corrupção*).

As determined by the Brazilian Corporate Law, the annual cap for the aggregate compensation of the statutory board of directors and Board of Executive Officers is approved by our shareholders at a shareholders meeting. The Nominations, Compensation and Corporate Governance Committee provides information and recommendations to the board of directors regarding the criterion for compensation.

Our policy relating to insider trading is determined pursuant to our *Política de Divulgação de Ato ou Fato Relevante e de Negociação de Valores Mobiliários* in accordance with corporate law. Senior management and members of our board of directors and any other employee exposed to sensitive information are subject to the restrictions imposed by such rules. In addition to the prohibition on trading of our shares by such individuals when in possession of insider information, the rules establish blackout trading periods for those periods when insider information is available. In addition, the charter sets forth instructions for dealing with conflicts of interest and mandates disclosure of any such situation.

Table of Contents

Code of Business Conduct and Ethics

Although adoption of a code of ethics is not required by Brazilian Corporate Law, we implemented a code of business conduct and ethics called the “Princípios de Negócio Responsável” (“PNR”), or the Telefónica Business Principles, regulating the conduct of our employees in general (including senior financial officers and executive officers) to comply with the requirements of the Sarbanes-Oxley Act and NYSE rules. See “Item 16B. Code of Ethics.”

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10.

ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

The following information describes our common shares and preferred shares and provisions set forth by our bylaws and of the Brazilian Corporate Law. This description is only a summary. You should read and refer to our bylaws (*estatuto social*) included as Exhibit 1.1 hereto.

Description of Our Bylaws

The following is a summary of the material provisions of our bylaws and of the Brazilian Corporate Law. In Brazil, a company's bylaws (*estatuto social*) are the principal governing document of a corporation (*sociedade por ações*).

General

We are registered with the Board of Trade of São Paulo (*Junta Comercial de São Paulo*), or JUCESP, under No. 35.3.001588-14. We have been duly registered with the CVM under No. 17671 since August 19, 1998. Our headquarters are located in the city of São Paulo, state of São Paulo, Brazil. Our company has an undetermined period of existence.

As of December 31, 2018, we had outstanding share capital of R\$63,571,415,865.09, comprised of 1,690,984,923 total shares, consisting of 571,644,217 issued common shares and 1,119,340,706 issued preferred shares. All of our outstanding share capital is fully paid. All of our shares are without par value. Under the Brazilian Corporate Law, and in accordance with Law 10,303/01 considering that we were a publicly held company before 2001, the aggregate number of our non-voting and limited voting preferred shares may not exceed two-thirds of our total outstanding share capital. In addition, our board of directors may increase our share capital up to 1,850,000,000 common or preferred shares without amendment to our bylaws. Any increase of our share capital above that limit must be approved by a general extraordinary shareholders meeting.

Table of Contents

As of December 31, 2018, 2,290,164 common shares were held by us (treasury shares) at a book value per share of R\$42.40. As of December 31, 2018, 983 preferred shares were held by us (treasury shares) at a book value per share of R\$42.40. As of the date of this annual report, there are no persons to whom any capital of the Company or any of our subsidiaries is under option or agreed conditionally or unconditionally to be put under option.

History of Share Capital

At a meeting held on March 25, 2015, the board of directors approved unanimously the realization of a Public Offering for the Primary Distribution of Common and Preferred Shares issued by the Company, all registered shares, without par value, free and clear of any liens or encumbrances, including in the form of American Depositary Shares (“ADSs”), represented by American Depositary Receipts, held simultaneously in Brazil and abroad, through a capital increase of the Company.

The capital increase was approved by the board of directors’ meeting held on April 27, 2015, amounting to R\$15.8 billion, increasing the Company’s share capital from R\$37.8 billion to R\$53.6 billion through the issuance of 121,711,240 common shares, at an issue price of R\$38.47 per unit, and 236,803,588 preferred shares, at an issue price of R\$47.00 per unit. Common shares, preferred shares and ADSs issued as a result of this capital increase confer to their holders, as of April 28, 2015, date of disclosure of the Global Offering announcement of commencement, the same rights assigned respectively to the holders of common shares, preferred shares and ADSs, currently outstanding, under the Company’s Bylaws and the Brazilian Law of Corporations, fully participating in dividends and other distributions declared from the date of publication of the Global Offering announcement of commencement.

The issue price of R\$47.00 per preferred share was determined after the completion of the bookbuilding process, in accordance with Article 23, paragraph 1, and Article 44 of CVM Instruction 400, and in accordance with the provisions of Article 170, paragraph 1, item III, of Law 6,404 of December 15, 1976, as amended. The issue price of R\$38.47 per common share was determined based on the price per preferred share determined after the completion of the bookbuilding process, applying a discount of 18.14%, which represents the average price discount trading of the common shares issued by the Company in relation to the trading price of the preferred shares issued by the Company in the three months prior to March 26, 2015.

In addition, at a meeting held on April 30, 2015, the board of directors approved a second capital increase in connection with the Public Offering for the Primary Distribution of Shares, due to the exercise, by the Bank of America Merrill Lynch Banco Múltiplo S.A., of the option of over-allotment of shares that was granted by the Company through the Coordination, Placement and Firm Guarantee of Settlement of Common and Preferred Shares Issued by Telefônica Brasil S.A., in accordance with Article 24 of CVM Instruction 400, of December 29, 2003, as amended, to meet the excess demand verified during the Offering. The Company’s share capital was increased in the amount of R\$295.3 million, through the issuance of 6,282,660 preferred shares at the issue price of R\$ 47.00 per unit,

increasing the share capital of the Company to R\$53.9 billion, represented by 503,046,911 common shares and 985,019,821 preferred shares.

Finally, on May 28, 2015, the General Shareholders' Meeting approved the merger of shares issued by GVT Participações ("GVTPar") by the Company and its implementation, with the conversion of GVTPar in a wholly owned subsidiary of the Company and the consequent increase in the Company's capital in the amount of R\$9.7 billion through the issue of 68,597,306 common shares and 134,320,885 preferred shares, all without par value, increasing the share capital of the Company to R\$63.6 billion, as it stands at the date of this report.

Corporate Purposes

Under Article 2 of our bylaws, our corporate purposes are:

the exploration of telecommunications services;

the development of activities necessary or useful for the execution of these services, in accordance with the concessions, authorizations, and permissions granted to us;

the exploration of value-added services, including, without limitation, the provision of audio, video, image and text content, applications and the like;

Table of Contents

the exploration of integrated solutions, management, and provision of services related to: (i) data centers, including hosting and colocation; (ii) storage, processing, and management of data, information, texts, images, videos, applications, and information systems and the like; (iii) information technology; (iv) information and communication security; (v) telecommunications; and (vi) electronic security systems related to theft, intrusion, fire, and others; and

Licensing and sub-licensing of software of any nature.

In the pursuit of its corporate purpose, the Company may incorporate assets and rights of third parties into its assets, as well as:

participate in the capital of other companies, including in order to comply with the national telecommunications policy;

create companies and/or subsidiaries for the execution of activities within its purpose and that are preferably decentralized;

promote the importation of goods and services necessary for the execution of activities within its purpose;

provide technical assistance services to companies in the telecommunications sector, carrying out activities of common interest;

manage and provide maintenance, assistance and technical support in information technology and equipment related to the Company's activities;

provide consulting services related to the Company's activities;

prepare, implement, and install projects related to the Company's activities;

manage and render engineering services and carry out civil construction and related works, necessary for the execution of projects related to the Company's activities;

provide monitoring services related to the Company's activities;

provide business intermediation services in general;

market and sell and lease equipment and materials necessary or useful for the exploration of its activities, including precision, measurement, and electronic sensor equipment;

- carry out studies and research activities, aiming at the development of the telecommunications sector;

enter into contracts and agreements with other companies that explore telecommunications services or with any persons or entities, with the purpose of ensuring the operation of the services, without prejudice to its duties and powers; and

· carry out other similar or related activities assigned to it by the National Telecommunications Agency - ANATEL.

Board of Directors

Under our bylaws, any matters subject to the approval of our board of directors can be approved only by the majority of votes of the present members of our board of directors with a majority of members currently in office. Under our bylaws, our board of directors may only deliberate if a majority of its members are present at a duly convened meeting and in the event of a tie, the Chairman of the board of directors shall be the tiebreaker.

Table of Contents

Election of Directors

The members of our board of directors are elected at general meetings of shareholders for concurrent three-year terms. The tenure of the members of the board of directors and of the board of executive officers will be conditioned on such members signing the respective instrument of investiture and complying with applicable legal requirements.

Qualification of Directors

Brazilian Corporate Law no longer requires ownership of shares in order for a person to qualify as a member of the board of directors of a corporation. The Brazilian Corporate Law requires each of our executive officers to be residents of Brazil. Members of our board of directors are not required to be residents of Brazil; however, their tenure is conditioned on the appointment of a representative who resides in Brazil with powers to receive service of process in proceedings initiated against such member based on the corporate legislation, by means of a power-of-attorney valid for at least three years after the termination of the term of such director.

Fiduciary Duties and Conflicts of Interest

All members of our board of directors owe fiduciary duties to us and all of our shareholders.

Under the Brazilian Corporate Law and the board of directors' internal rules, if one of our directors has a conflict of interest with our company in connection with any proposed transaction, such director may not vote in any decision of our board of directors regarding such transaction and must disclose the nature and extent of his conflicting interest for inclusion in the minutes of the applicable meeting. Brazilian Corporate Law sets forth similar conflict of interest rules applicable to executive officers.

Any transaction in which one of our directors or executive officers may have an interest can only be approved on reasonable and fair terms and conditions that are no more favorable than the terms and conditions prevailing in the market or offered by third parties. If any such transaction does not meet this requirement, then the Brazilian Corporate Law provides that the transaction may be nullified and the interested director or executive officer must return to us any benefits or other advantages that he obtained from, or as result of, such transaction. Under the Brazilian Corporate Law and upon the request of a shareholder who owns at least 5% of our total share capital, our directors and executive officers must disclose to our shareholders at the Annual Shareholders' Meeting certain transactions and circumstances that may give rise to a conflict of interest. In addition, our company (through the approval of the majority of our share

capital) or shareholders who own 5% or more of our share capital may bring an action for civil liability against directors and executive officers for any losses caused to us as a result of a conflict of interest.

Compensation

Under our bylaws, our common shareholders approve the annual cap for aggregate compensation payable to our directors, executive officers and members of our fiscal board. Subject to this approval, our board of directors establishes the compensation of its members and of our executive officers.

As per Brazilian Corporate Law, the compensation payable to the members of the fiscal board shall not be less than 10% of the compensation of the company's executive officers, not including other benefits listed in paragraph three of article 162 thereof.

Mandatory Retirement

Neither the Brazilian Corporate Law nor our bylaws establish a mandatory retirement age for our directors or executive officers.

Share Capital

Under the Brazilian Corporate Law, since October 2001, as per Law 10,303, the number of issued and outstanding non-voting shares or shares with limited voting rights, such as our preferred shares, may not exceed fifty percent of our total outstanding share capital, and not two thirds. However, according to the same law, companies that were already incorporated before said law went into effect were permitted to maintain the previous requirements. Therefore, in accordance with Law 10,303/01, considering that we were a publicly held company incorporated before 2001, the number of our issued and outstanding non-voting shares or shares with limited voting rights, such as our preferred shares, may not exceed two-thirds of our total outstanding share capital.

Table of Contents

Each of our common shares entitles its holder to one vote at our annual and extraordinary shareholders' meetings. Holders of our common shares are not entitled to any preference in respect of our dividends or other distributions or otherwise in case of our liquidation.

Our preferred shares are non-voting, except in limited circumstances. They are given priority in the reimbursement of capital, without premium, and are entitled to receive a dividend 10% higher than that attributable to common shares. See “—Voting Rights” for information regarding the voting rights of our preferred shares and “—Dividends—Dividend Preference of Preferred Shares” for information regarding the distribution preferences of our preferred shares.

Shareholders' Meetings

Under the Brazilian Corporate Law, we must hold an annual shareholders' meeting until April 30 of each year in order to:

· approve or reject the financial statements approved by our board of directors, including any recommendation by our board of directors for the allocation of net profit and distribution of dividends;

· elect members of our board of directors (upon expiration of their three-year terms) and members of our fiscal board, subject to the right of preferred shareholders and minority common shareholders to elect members of our board of directors and our fiscal board; and

· approve the monetary adjustment of our share capital.

In addition to the annual shareholders' meetings, holders of our common shares have the power to determine any matters related to changes in our corporate purposes and to pass any resolutions they deem necessary to protect and enhance our development whenever our interests so require, by means of extraordinary shareholders' meetings.

We convene our shareholders' meetings, including our annual shareholders' meeting, by publishing a notice in two Brazilian newspapers (the State official gazette and a major newspaper). On the first call of any meeting, the notice must be published no fewer than three times, beginning at least 15 calendar days prior to the scheduled meeting date. On the second call of any meeting, the notice must be published no fewer than three times, beginning at least 8 calendar days prior to the scheduled meeting date. For meetings involving deliberations described under article 136 of the Brazilian Corporate Law, the notice must be published at least 30 calendar days prior to the scheduled meeting date and on the second call at least 10 calendar days prior to the scheduled meeting date. The notice must contain the meeting's place, date, time, agenda and, in the case of a proposed amendment to our bylaws, a description of the subject matter of the proposed amendment.

Our board of directors may convene shareholders' meetings. Under the Brazilian Corporate Law, shareholders' meetings also may be convened by our shareholders as follows:

by any of our shareholders if, under certain circumstances set forth in the Brazilian Corporate Law, our directors do not convene a shareholders' meeting required by law within 60 days;

by shareholders holding at least 5% of our total share capital if, after a period of 8 days, our directors fail to call a shareholders' meeting that has been requested by such shareholders by means of a duly reasoned request that indicates the subject matter; and

by shareholders holding at least 5% of either our total voting share capital or our total non-voting share capital, if, after a period of 8 days, our directors fail to call a shareholders' meeting for the purpose of appointing a fiscal board that has been requested by such shareholders.

In addition, our fiscal board may convene an ordinary shareholders' meeting if our board of directors does not convene an annual shareholders' meeting within 30 days or an extraordinary shareholders' meeting at any other time to consider any urgent and serious matters.

Table of Contents

Each shareholders' meeting is presided over by the president of the board of directors, who is responsible for choosing a secretary of the meeting. In case of absence of the president of the board of directors at the shareholders' meeting, the shareholders may choose, among those present, the president and the secretary of the meeting. A shareholder may be represented at a shareholders' meeting by an attorney-in-fact appointed by the shareholder less than one year before the meeting. The attorney-in-fact must be a shareholder, a member of our board of directors, a member of our board of executive officers, a lawyer or a financial institution, and the power of attorney appointing the attorney-in-fact must comply with certain formalities set forth under Brazilian law. To be admitted to a shareholders' meeting, a person must produce proof of his or her shareholder status or a valid power of attorney, together with any other requirement provided for in the call notice.

In order to convene a shareholders' meeting, shareholders representing at least 25% of our issued voting share capital must be present on the first call. However, shareholders representing at least two-thirds of our issued voting share capital must be present at a shareholders' meeting called to amend our bylaws. If a quorum is not met, our board of directors may issue a second call by publishing a notice as described above at least 8 calendar days prior to the scheduled meeting. Except as otherwise provided by law, the quorum requirements do not apply to a meeting held on the second call, and the shareholders' meetings may be convened with the presence of shareholders representing any number of shares (subject to the voting requirements for certain matters described below). A shareholder without a right to vote may attend a shareholders' meeting and take part in the discussion of matters submitted for consideration.

Remote Voting

Pursuant to the CVM Instruction No. 561/15, that amended the CVM Instruction No. 481/09, the system of Remote Voting should be adopted by Brazilian companies for: (i) an Ordinary General Shareholders' Meeting; (ii) whenever an Extraordinary General Shareholders' Meeting is called and occurs on the same date as an Ordinary General Shareholders' Meeting; and (iii) whenever a Shareholders' Meeting is called to elect the members of the Fiscal Board or of the board of directors, due to the requirements set forth in article 21-A, paragraph 1, item II of CVM Instruction No. 481/09. This system aims to facilitate the participation of the Company's shareholders in its meetings. This instruction provides for the following:

the creation of a Remote Voting Ballot ("*Boletim de Voto a Distância*") through which the shareholders may exercise their right to vote prior to the date in which the shareholders' meeting is held;

the possibility to include in the Remote Voting Ballot a list of candidates and submit minority shareholders' proposals, for deliberation at the shareholders' meeting, upon satisfaction of certain criteria; and

the deadlines, procedures and means of transmitting the Remote Voting Bulletin.

In addition, listed companies are required to adopt certain measures regarding the voting process, including:

- informing the market of the adoption of the cumulative voting process in shareholders' meetings immediately upon receipt of the first valid requirement; and

- disclosing voting maps, as well as any voting statement presented by a shareholder at a meeting;

In accordance with the provisions of applicable laws and regulations, Telefônica Brasil S.A. has adopted the Remote Voting System since its Annual Shareholders' Meeting held on April 26, 2017.

Voting Rights

Under the Brazilian Corporate Law and our bylaws, each of our common shares entitles its holder to one vote at our shareholders' meetings. Our preferred shares generally do not confer voting rights, except in limited circumstances described below. Holders of preferred shares are only entitled to attend and to discuss, but not to vote on, the issues discussed at our general shareholders' meetings. Whenever the shares of any class are entitled to vote, each share is entitled to one vote.

Table of Contents

Voting Rights of Common Shares

Except as otherwise provided by law, resolutions of a shareholders' meeting are passed by a simple majority vote of the holders of our common shares present or represented at the meeting, without taking abstentions into account. Under the Brazilian Corporate Law, the approval of shareholders representing at least half of our voting shares is required for the types of action described below:

· creating preferred shares or disproportionately increasing an existing class of our preferred shares relative to the other classes of our preferred shares, other than to the extent permitted by our bylaws;

· changing a priority, preference, right, privilege or condition of redemption or amortization of any class of our preferred shares or creating a new class of preferred shares that has a priority, preference, right, condition or redemption or amortization superior to an existing class of our preferred shares;

· reducing the mandatory dividend set forth in our bylaws;

· changing our corporate purpose;

· merging our company with another company, or consolidating our company, subject to the conditions set forth in the Brazilian Corporate Law;

· transferring all of our shares to another company, known as an "*incorporação de ações*" under the Brazilian Corporate Law;

· participating in a centralized group of companies (*grupo de sociedades*) as defined under the Brazilian Corporate Law and subject to the conditions set forth in the Brazilian Corporate Law;

· dissolving or liquidating our company or canceling any ongoing liquidation of our company; and

· spinning-off of all or any part of our company.

Decisions on the transformation of our company into another form of business entity require the unanimous approval of our shareholders, including the holders of our preferred shares.

Our company is required to give effect to shareholders agreements that contain provisions regarding the purchase or sale of our shares, preemptive rights to acquire our shares, the exercise of the right to vote or the power to control our company, if these agreements are filed with our headquarters. Brazilian Corporate Law requires the president of any shareholder or board of directors meeting to disregard any vote taken by any of the parties to any shareholders agreement that has been duly filed with our company that violates the provisions of any such agreement. In the event that a shareholder that is party to a shareholders agreement (or a director appointed by such shareholder) is absent from any shareholders' or board of directors' meeting or abstains from voting, the other party or parties to that shareholders agreement have the right to vote the shares of the absent or abstaining shareholder (or on behalf of the absent director) in compliance with that shareholders agreement.

Under the Brazilian Corporate Law, neither our bylaws nor actions taken at a shareholders' meeting may deprive any of our shareholders of certain specific rights, including:

- the right to participate in the distribution of our profits;
- the right to participate in any remaining residual assets in the event of our liquidation;
- the right to supervise the management of our corporate business as specified in the Brazilian Corporate Law;
- preemptive rights in the event of an issuance of our shares, debentures convertible into our shares or subscription bonuses, except with respect to a public offering of our securities; and
- the right to withdraw from our company under the circumstances specified in the Brazilian Corporate Law.

Table of Contents

Voting Rights of Minority Shareholders

Shareholders holding shares representing not less than 5% of our voting shares at our shareholders' meeting have the right to request that we adopt a cumulative voting procedure to elect the members of the board of directors. This procedure must be requested by the required number of shareholders at least 48 hours prior to a shareholders' meeting.

Under the Brazilian Corporate Law, shareholders that are not controlling shareholders, but that together hold either:

· non-voting preferred shares representing at least 10% of our total share capital; or

common shares representing at least 15% of our voting capital have the right to appoint one member to our board of directors at our shareholders' meeting. If no group of our common or preferred shareholders meets the thresholds described above, shareholders holding preferred shares or common shares representing at least 10% of our total share capital are entitled to combine their holdings to appoint one member to our board of directors.

In the event that minority holders of common shares and/or holders of non-voting preferred shares elect a director and the cumulative voting procedures described above are also used, our controlling shareholders always retain the right to elect at least one member more than the number of members elected by the other shareholders, regardless of the total number of members of our board of directors.

The shareholders seeking to exercise these minority rights must prove that they have held their shares for not less than three (3) months preceding the shareholders' meeting at which the director will be appointed. Brazilian Corporate Law provides that any directors appointed by the non-controlling shareholders have the right to veto for cause the selection of our independent registered public accounting firm.

In accordance with the Brazilian Corporate Law, the holders of preferred shares without voting rights or with restricted voting rights are entitled to elect one member and an alternate to our fiscal board in a separate election. Minority shareholders have the same right as long as they jointly represent 10% or more of the voting shares. The other shareholders with the right to vote may elect the remaining members and alternates, who, in any event, must outnumber the directors and alternates elected by the holders of the non-voting preferred shares and the minority shareholders.

Voting Rights of Preferred Shares

The appointment of one member of our statutory Fiscal Council takes place at the annual ordinary general shareholders' meeting, upon a separate vote of the holders of preferred shares, for the available position. The election of a member of the board of directors by preferred shareholders also occurs on a separate vote, with no participation of the controlling shareholder.

Brazilian Corporate Law provides that certain non-voting shares, such as our preferred shares, shall be entitled to voting rights in the event a corporation fails for three consecutive fiscal years to pay any fixed or minimum dividends to which non-voting shares are entitled. In this case, the voting rights shall extend to these shares until the date on which the accrued and unpaid dividend is finally paid.

Preferred shares are entitled to full voting rights with respect to:

- the election of one member to the board of directors and fiscal board in a separate vote;

- amendments to our bylaw to suppress preferred shareholders' voting right to select new Board members in a separate vote;

- any agreements for the rendering of management services (including technical assistance services) between us and any foreign entity related to our controlling shareholder;

- any agreements with related parties, in which the terms and conditions established are more onerous to our company than those normally adopted by the market in agreements of the same type;

Table of Contents

- resolutions amending or revoking article 9, the sole paragraph of Article 11, and article 30 of our bylaws; and
- any resolution submitted to the general shareholders meeting during our liquidation process.

Under the Brazilian Corporate Law, the following actions require ratification by the majority of issued and outstanding shares of the affected class within one year from the shareholders' meeting at which the common shareholders approve the action:

· the creation of preferred shares or a disproportionate increase of an existing class of our preferred shares relative to the other classes of our preferred shares, other than to the extent permitted by our bylaws;

· a change of a priority, preference, right, privilege or condition of redemption or amortization of any class of our preferred shares; or

· the creation of a new class of preferred shares that has a priority, preference, right, condition or redemption or amortization superior to an existing class of our preferred shares.

This meeting would be called by publication of a notice in two Brazilian newspapers for three days, at least 30 days before the meeting. However, it would not generally require any other form of notice.

Liquidation

We may be liquidated in accordance with the provisions of Brazilian law. In the event of our extrajudicial liquidation, a shareholders' meeting will determine the manner of our liquidation, appoint our liquidator and our fiscal board that will function during the liquidation period.

Upon our liquidation, our preferred shares will be given preference in the reimbursement of capital, without premium.

Preemptive Rights

Each shareholder has a general preemptive right to subscribe for shares of the same class in any capital increase, in an amount sufficient to keep the same proportional participation of such shareholder in the total capital of the corporation. A minimum period of 30 days following the publication of the capital increase notice shall be observed by the corporation for the exercise of the preemptive right by the shareholder. The right of participation in capital increases is assignable under Brazilian Corporate Law. In the event of a capital increase that would maintain or increase the proportion of capital represented by preferred shares, holders of ADSs, or of preferred shares, would have the preemptive right to subscribe only to our newly issued preferred shares. In the event of a capital increase that would reduce the proportion of capital represented by preferred shares, holders of ADSs, or of preferred shares, would have the preemptive right to subscribe to our newly issued preferred shares in proportion to their shareholdings and to our newly issued common shares only to the extent necessary to prevent dilution of their interest.

However, holders of our ADSs may not be able to exercise the preemptive rights relating to our shares underlying their ADSs unless a registration statement under the Securities Act is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement with respect to the shares relating to these preemptive rights or to take any other action to make preemptive rights available to holders of our ADSs, and we may not file any such registration statement.

In addition, a publicly held company whose bylaws allow for capital increases may provide for the issuance of stock, debentures convertible into stock or subscription bonuses without granting any preemptive rights to prior shareholders or by decreasing the term for the shareholders to exercise their preemptive rights, as long as the placement of such securities is made:

- upon a sale on a stock exchange or public subscription;
- through an exchange of shares in a public offering, with the purpose of acquiring control of another company; or

Table of Contents

- for the use of certain tax incentives but only when such placement is made without granting preemptive rights.

Redemption, Amortization, Tender Offers and Rights of Withdrawal

Our bylaws or our shareholders at a shareholders' meeting may authorize us to use our profits or reserves to redeem or amortize our shares in accordance with conditions and procedures established for such redemption or amortization. The Brazilian Corporate Law defines "redemption" (*resgate de ações*) as the payment of the value of the shares in order to permanently remove such shares from circulation, with or without a corresponding reduction of our share capital. The Brazilian Corporate Law defines "amortization" (*amortização*) as the distribution to the shareholders, without a corresponding capital reduction, of amounts that they would otherwise receive if we were liquidated. If an amortization distribution has been paid prior to our liquidation, then upon our liquidation, the shareholders who did not receive an amortization distribution will have a preference equal to the amount of the amortization distribution in the distribution of our capital.

The Brazilian Corporate Law authorizes us to redeem shares not held by our controlling shareholders, if, after a tender offer effected as a consequence of delisting or a substantial reduction in the liquidity of our shares, our controlling shareholders increase their participation in our total share capital to more than 95%. The redemption price in such case would be the same price paid for our shares in any such tender offer.

The Brazilian Corporate Law and our bylaws also require the acquirer of control (in case of a change of control) or the controller (in case of delisting or a substantial reduction in liquidity of our shares) to make a tender offer for the acquisition of the shares held by minority shareholders under certain circumstances described below under "—Mandatory Tender Offers." The shareholder can also withdraw its capital from our company under certain circumstances described below under "—Rights of Withdrawal."

Mandatory Tender Offers

The Brazilian Corporate Law requires the launching of a tender offer at a purchase price equal to the fair value for all outstanding shares in order to cancel the registration of our company as a publicly held company or in case of a substantial reduction in the liquidity of our shares as a result of purchases by our controlling shareholders.

If our controlling shareholders enter into a transaction which results in a change of control of our company, the controlling shareholders must include in the documentation of the transaction an obligation of the acquirer to launch a tender offer for the purchase of all our common shares for, at least, 80% of the price per share paid to the controlling

shareholders. The tender offer must be submitted to the CVM within 30 days from the date of execution of the definitive documents of sale of the shares.

Rights of Withdrawal

The Brazilian Corporate Law provides that, in certain limited circumstances, a dissenting shareholder may withdraw its equity interest from our company and be reimbursed by us for the value of our common or preferred shares that it then holds.

This right of withdrawal may be exercised by dissenting shareholders in the event that the holders of shares with voting rights authorize:

(i) creating preferred shares or disproportionately increasing an existing class of our preferred shares relative to the other classes of our preferred shares, other than to the extent permitted by our bylaws;

(ii) changing a priority, preference, right, privilege or condition of redemption or amortization of any class of our preferred shares or creating a new class of preferred shares that has a priority, preference, right, condition or redemption or amortization superior to an existing class of our preferred shares;

(iii) reducing the mandatory dividend set forth in our bylaws;

(iv) a change in our corporate purpose;

Table of Contents

- (v) merging our company with another company, or consolidating our company, subject to the conditions set forth in the Brazilian Corporate Law;
- (vi) the acquisition of all of our shares by another company, known as an “*incorporação de ações*” under the Brazilian Corporate Law;
- (vii) participating in a centralized group of companies (*grupo de sociedades*) as defined under the Brazilian Corporate Law and subject to the conditions set forth in the Brazilian Corporate Law;
- (viii) dissolving or liquidating our company or canceling any ongoing liquidation of our company;
- (ix) spinning-off of all or any part of our company; and
- (x) the inclusion of an arbitration clause in the company’s Bylaws.

In addition, we note that:

- in items (i) and (ii), only the holders of shares of the affected type or class will be entitled to redemption;

in items (v) and (vii), the holders of shares of a type or class with liquidity and dispersion in the market will not have the right to redemption; and

in item (ix), the dissenting shareholders shall only have a right of redemption if the spinning off implies in: (1) a change in the corporate purpose (except if the spun-off assets revert to a company whose main purpose is the same as ours), (2) a reduction of the mandatory dividend, or (3) participation in a group of companies.

Dissenting shareholders are also entitled to withdraw in the event that the entity resulting from a merger or spin-off does not have its shares listed in an exchange or traded in the secondary market within 120 days from the shareholders’ meeting that approved the relevant merger or spin-off.

Notwithstanding the above, in the event that we are consolidated or merged with another company, become part of a centralized group of companies, or acquire the control of another company for a price in excess of certain limits imposed by the Brazilian Corporate Law, holders of any type or class of our shares or the shares of the resulting entity that have minimal market liquidity and are dispersed among a sufficient number of shareholders will not have the

right to withdraw. For this purpose, shares that are part of general indices representative of portfolios of securities traded in Brazil or abroad are considered liquid, and sufficient dispersion will exist if the controlling shareholder, the parent company or other companies under its control hold less than half of the total number of outstanding shares of that type or class.

Only shareholders who own shares on the date of publication of the first notice convening the relevant shareholders' meeting or the press release concerning the relevant transaction is published, whichever is earlier, will be entitled to withdrawal rights.

The redemption of shares arising out of the exercise of any withdrawal rights would be made at the book value per share, determined on the basis of our most recent audited balance sheet approved by our shareholders. If the shareholders' meeting approving the action that gave rise to withdrawal rights occurred more than 60 days after the date of the most recent approved audited balance sheet, a shareholder may demand that its shares be valued on the basis of a balance sheet prepared specifically for this purpose.

The right of withdrawal lapses 30 days after the date of publication of the minutes of the shareholders' meeting that approved the action that gave rise to withdrawal rights. Within ten days following the expiration of the term to exercise the withdrawal rights mentioned above, the company may call a Shareholders' Meeting to confirm or reconsider any resolution giving rise to withdrawal if we believe that the withdrawal of shares of dissenting shareholders would jeopardize its financial stability.

Table of Contents

Liability of Our Shareholders for Further Capital Calls

Neither Brazilian law nor our bylaws require any capital calls. Our shareholders' liability for capital calls is limited to the payment of the issue price of any shares subscribed or acquired.

Inspection of Corporate Records

Shareholders that own 5% or more of our outstanding share capital have the right to inspect our corporate records, including shareholders' lists, corporate minutes, financial records and other documents of our company, if (1) we or any of our officers or directors have committed any act contrary to Brazilian law or our bylaws, or (2) there are grounds to suspect that there are material irregularities in our company. However, in either case, the shareholder that desires to inspect our corporate records must obtain a court order authorizing the inspection.

Disclosures of Share Ownership

Brazilian regulations require that (1) each of our controlling shareholders, directly or indirectly, (2) shareholders who have elected members of our board of directors or fiscal board, and (3) any person or group of persons representing a person that has directly or indirectly acquired or sold a material interest in our shares of any type and class disclose its or their share ownership or divestment to us, and we are responsible for transmitting such information to the CVM and the market. In addition, if a share acquisition results in, or is made with the intention of, change of control or company's management structure, as well as acquisitions that cause the obligation of performing a tender offer, the persons acquiring such number of shares are required to publish a statement containing certain required information about such acquisition.

CVM defines a "material interest" deal as any increase or decrease in share ownership of any class resulting in a change in the *ownership levels* of our shareholders. The ownership levels are set in 5% increments (for example, an acquisition where the total ownership of a shareholder jumps from 9% to 11% should be reported since it made the ownership surpass the 10% level). Ownership levels are calculated adding direct and indirect ownership and derivatives based upon our shares.

Our controlling shareholders, shareholders that appoint members of our board of directors or fiscal board and members of our board of directors, board of executive officers or fiscal board must file a statement reporting any change in their holdings of our shares, or of any family member or person included as dependent in their income tax

return, or of our controlling shareholders (only if they are considered public companies), with the CVM and the Brazilian stock exchanges on which our securities are traded.

Form and Transfer

Our preferred shares and common shares are in book-entry form, registered in the name of each shareholder or its nominee. The transfer of our shares is governed by Article 35 of the Brazilian Corporate Law, which provides that a transfer of shares is effected by our transfer agent by an entry made by the transfer agent in its books, upon presentation of valid written share transfer instructions to us by a transferor or its representative. When preferred shares or common shares are acquired or sold on a Brazilian stock exchange, their transfer is effected on the records of our transfer agent by a representative of a brokerage firm or the stock exchange's clearing system. The transfer agent also performs all the services of safe-keeping of our shares. Transfers of our shares by a non-Brazilian investor are made in the same manner and are executed on the investor's behalf by the investor's local agent. If the original investment was registered with the Central Bank pursuant to foreign investment regulations, the non-Brazilian investor is also required to amend, if necessary, through its local agent, the electronic certificate of registration to reflect the new ownership.

The B3 operates a central clearing system. A holder of our shares may choose, at its discretion, to participate in this system, and all shares that such shareholder elects to be put into the clearing system are deposited in custody with the clearing and settlement chamber of the B3 (through a Brazilian institution that is duly authorized to operate by the Central Bank and maintains a clearing account with the clearing and settlement chamber of the B3). Shares subject to the custody of the clearing and settlement chamber of the B3 are noted as such in our registry of shareholders. Each participating shareholder will, in turn, be registered in the register of the clearing and settlement chamber of the B3 and will be treated in the same manner as shareholders registered in our books.

Table of Contents

Dividends

Our dividend distribution practice has historically included the distribution of periodic dividends, based on quarterly balance sheets or shorter periods approved by our board of directors. When we pay dividends on an annual basis, they are declared at our annual shareholders' meeting, which we are required by the Brazilian Corporate Law and our bylaws to hold up to April 30 of each year. When we declare dividends, we are generally required to pay them within 60 days of declaring them unless the shareholders' resolution establishes another payment date. In any event, if we declare dividends, we must pay them until the end of the fiscal year. Under Article 9 of Law 9,249/95 and our bylaws, we also may pay interest attributable to shareholders' equity as an alternative form of dividends upon approval of our board of directors.

Dividend Preference of Preferred Shares

Our preferred shares are entitled to receive a dividend 10% higher than that attributable to our common shares.

Payment of Dividends and Interest on Shareholders' Equity (Juros sobre Capital Próprio)

We may pay the mandatory distributable amount as dividends or as interest attributable to shareholders' equity, which is similar to a dividend but is deductible in calculating our income tax obligations.

Because our shares are issued in book-entry form, dividends with respect to any share are automatically credited to the account holding such share. Shareholders who are not residents of Brazil must register with the Central Bank in order for dividends, sales proceeds or other amounts with respect to their shares to be eligible to be remitted outside of Brazil.

The preferred shares underlying our ADSs are held in Brazil by the depositary, which has registered with the Central Bank as the registered owner of our preferred shares. Payments of cash dividends and distributions, if any, will be made in Brazilian currency to the depositary. The depositary will then convert such proceeds into dollars and will cause such dollars to be distributed to holders of our ADSs. As with other types of remittances from Brazil, the Brazilian government may impose temporary restrictions on remittances to foreign investors of the proceeds of their investments in Brazil, as it did for approximately six months in 1989 and early 1999, and on the conversion of Brazilian currency into foreign currencies, which could hinder or prevent the depositary from converting dividends into U.S. dollars and remitting these U.S. dollars abroad.

In addition, remittances are subject to a Brazilian financial transactions tax, which as of the date of this form 20-F is 0%, but may be subject to change.

For information about taxation on profits, dividends and interest on shareholders' equity, see “—E. Taxation—Brazilian Tax Considerations—Taxation of Dividends.”

Dividends

We are required by the Brazilian Corporate Law and by our bylaws to hold an annual shareholders' meeting until April 30 of each year. At our annual shareholders' meeting, our common shareholders may vote to declare an annual dividend. Our payment of annual dividends is based on our audited financial statements prepared for our preceding fiscal year.

Any holder of record of shares at the time that a dividend is declared is entitled to receive dividends. Under the Brazilian Corporate Law, we are generally required to pay dividends within 60 days after declaring them, unless the shareholders' resolution establishes another payment date, which, in any case, must occur prior to the end of the fiscal year.

Our board of directors may declare interim dividends based on (i) the accrued profits recorded in our semiannual financial statements; (ii) the accrued profits recorded in our quarterly financial statements or in our financial statements for shorter periods, provided that the total amount of dividends paid up every six months does not exceed the total amount within the capital reserve determined pursuant to article 182 of the Brazilian Corporate Law; and (iii) the amount recorded in the profit and loss account or profit reserve account in our last annual or semiannual financial statements.

Table of Contents

All the interim dividends that are distributed shall be considered as part of the mandatory dividends that shall be paid by us.

Interest on Shareholders' Equity

Brazilian corporations may make payments to shareholders characterized as interest on shareholders' equity as an alternative form of making dividend distributions. Amounts paid as interest on shareholders' equity (net of applicable withholding tax, as described below) may be deducted from the minimum dividends we are obligated to distribute to our shareholders in accordance with our bylaws and Brazilian Corporate Law. The rate of interest may not be higher than the federal government's TJLP, as determined by the Central Bank from time to time (7.5% per annum for 2016 and for the first quarter of 2017, 7.0% for the remaining quarters of 2017, 6.75%, 6.6%, 6.56% and 6.98% for the four quarters of 2018, and 7.03% for the first quarter of 2019), applied over specific net equity accounts. The total amount distributed as interest on shareholders' equity may not exceed the greater of (i) 50% of net income (before taking the distribution and any deductions for income taxes into account) for the year with respect to which the payment is made and (ii) 50% of retained earnings for the year before the year with respect to which the payment is made. Payments of interest on shareholders' equity are decided by the shareholders on the basis of recommendations of our board of directors.

Distributions of interest on shareholders' equity paid to Brazilian and non-Brazilian holders of preferred shares, including payments to the depositary in respect of preferred shares underlying ADSs, are deductible by us for Brazilian corporate income tax purposes. These payments to U.S. holders or other non-Brazilian holders are subject to Brazilian withholding tax at the rate of 15%. If the recipient of the payment is domiciled in a Tax Haven Jurisdiction, as defined by Brazilian law, the rate will be 25%.

Time Limits for Payments

Our shareholders have three (3) years to claim dividend distributions made with respect to their shares, as from the date that we distribute the dividends to our shareholders, after which any unclaimed dividend distributions legally revert to us. We are not required to adjust the amount of any distributions for inflation that occurs during the period from the date of declaration to the payment date.

C. Material Contracts

On June 30, 2011, ANATEL renewed our Fixed Switched Telephony Service (STFC) concession contract and consolidated them into two new contracts (each filed as an Exhibit to this Annual Report). One of these contracts authorizes the company to provide local telephone service (to the cities in Sector 31) and the other contract authorizes the company to provide long-distance telephone service (to and from Sector 31). These concession contracts will expire on December 31, 2025.

In December 2016, ANATEL held a public consultation relating to the new rules of the PGO containing an exclusive chapter aimed at verifying the migration of fixed telephony concessions for authorizations, in accordance with the new legal framework discussed in the Congress. The new regulation will only take effect after the approval of the new regulatory framework, which has not occurred until the present moment.

We also have an authorization to provide local and long-distance telephone services under the private system (all sectors, except Sector 31), granted in 2002, for an unlimited term. Telefônica Brasil has Multimedia Communication Service Authorization Terms, which are also material contracts. Based on these Authorization Terms, the companies may provide broadband services in the state of São Paulo (Telefônica) and all over Brazilian territory. The Terms were signed on April 17, 2003 and March 19, 2004 for an unlimited term and are still in effect. Telefônica has also Conditioned Access Service Authorization Terms for the provision of pay TV services. The Authorization Terms were transferred back to Telefônica Brasil in 2013, as a result of a corporate restructuring.

The General Plan of Authorization divided the country into three regions: Region I: States of Rio de Janeiro, Espírito Santo, Minas Gerais, Amazonas, Roraima, Amapá, Pará, Maranhão, Bahia, Sergipe, Piauí, Ceará, Rio Grande do Norte, Paraíba, Pernambuco and Alagoas, Region II: States of Paraná, Santa Catarina, Rio Grande do Sul, Goiás, Tocantins, Mato Grosso do Sul, Mato Grosso, Rondônia, Acre and Federal District and Region III: only the State of São Paulo.

Table of Contents

Telefônica signed Authorization Terms for the provision of Personal Mobile Services, SMP, with national coverage, in all three regions.

For Region I, the Terms of Service Authorization n.º 078/2012 of 07/02/2012; for Region II, the Terms of Service Authorization n.º 005/2010 of 29/01/2010; and for Region III, the Terms of Service Authorization n.º 006/2010 of 29/01/2010.

Licenses for personal mobile services (SMP) grant the right to provide mobile services for an unlimited term. However, the use of radiofrequency spectrum is restricted in accordance with specific license conditions:

Rio Grande do Sul excluding the cities of Pelotas, Capão do Leão, Morro Redondo and Turucu (“A” band) until 2022 (renewed in 2007);

· Rio de Janeiro (“A” band) until 2020 (renewed in 2005);

· Espírito Santo (“A” band) until 2023 (renewed in 2008);

· Bahia (“A” band) and Sergipe (“A” band) until 2023 (renewed in 2008);

São Paulo (“A” band) until 2023 (renewed in 2008); and until 2024, for the cities of Ribeirão Preto and Guatapar (renewed in 2009);

· Paran/Santa Catarina (“B” band) until 2028 (renewed in 2013);

· Distrito Federal (“A” band) until 2021 (renewed in 2006);

Acre (“A” band), Vo-Rondnia (“A” band), Mato Grosso (“A” band) and Mato Grosso do Sul (“A” band) until 2024 (renewed in 2009);

· Gois/Tocantins (“A” band) until 2023 (renewed in 2008);

· Amazonas/Roraima/Amap/Par/Maranho (“B” band) until 2028 (renewed in 2014);

Minas Gerais (“A” band) until 2023 (renewed in 2008);

For the cities in which CTBC Telecom operates in the state of Minas Gerais (“E” band) until 2020 (to be renewed between the period of April 28, 2016 and April 28, 2017);

License renewals for “A” and “B” bands must be requested within 30 months from the expiry date. Spectrum rights may be renewed only once, for a 15-year term. After this period, the license is renegotiated.

License renewals for the “E” band must be requested between 36 and 48 months in advance of the expiry date. Spectrum rights may be renewed only once, for a 15-year period. After this period, the license is renegotiated.

In December 2007, ANATEL auctioned off nationally 15 blocks in the 1900 MHz band (“L” band). Vivo (merged into Telefônica) won 13 of them throughout Brasil, except in the northern region and the towns of Londrina and Tamarana in the state of Paraná. Nevertheless, the Bidding Terms set forth the possibility of realigning the “L” band with the “J” band, maintaining the same conditions (including costs and expiry date) of the “J” band. In 2012, Telefônica requested and on August 27, 2013 ANATEL granted the “L” band realignment for the States of:

Rio Grande do Sul, excluding the cities of Pelotas, Morro Redondo, Capão do Leão e Turuçu;

Rio de Janeiro;

Espírito Santo;

Table of Contents

Bahia and Vivo-Sergipe;

Telefônica-São Paulo, excluding the cities of Altinópolis, Aramina, Batatais, Brodosqui, Buritizal, Cajuru, Cássia dos Coqueiros, Colômbia, Franca, Guaíra, Guará, Ipuã, Ituverava, Jardinópolis, Miguelópolis, Morro Agudo, Nuporanga, Orlândia, Ribeirão Corrente, Sales de Oliveira, Santa Cruz da Esperança, Santo Antônio da Alegria e São Joaquim da Barra;

Paraná (excluding the cities of Londrina and Tamarana)/Santa Catarina;

Federal District;

Telefônica-Acre, Vivo-Rondônia, Vivo-Mato Grosso and Vivo-Mato Grosso do Sul excluding the city of Paranaíba; and

Telefônica-Goiás/Tocantins.

The complete realignment (including the cities excluded above and the States of Alagoas, Ceará, Paraíba, Piauí, Pernambuco and Rio Grande do Norte) was signed on November 30, 2018.

In April 2008, ANATEL auctioned off 36 blocks in the 2100 MHz band (3G licenses). Vivo (merged into Telefônica) obtained nine in the “J” band throughout Brasil, enabling it to provide nationwide coverage in 3G. The spectrum licenses, along with the related renewal dates, are:

Rio Grande do Sul (including the cities of Pelotas, Morro Redondo, Capão do Leão e Turuçu) (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

· Rio de Janeiro (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

· Espírito Santo (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Bahia (“J” band) and Vivo-Sergipe (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

São Paulo (including the cities of Ribeirão Preto, Guatapar and Bonfim Paulista and the cities where CTBC Telecom operates in the state of So Paulo) (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Paran (including the cities of Londrina and Tamarana)/Santa Catarina (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

· Federal District (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Acre (“J” band), Rondnia (“J” band), Mato Grosso (“J” band) and Mato Grosso do Sul (including the city of Paranaba) (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Gois (including the cities where CTBC Telecom operates in the state of Gois)/Tocantins (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Alagoas/Cear/Paraba/Piaui/Pernambuco/Rio Grande do Norte (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020);

Amazonas/Roraima/Amap/Par/Maranho (“J” band) until 2023 (to be renewed between the period of April 30, 2019 and April 30, 2020); and

Table of Contents

Minas Gerais (including the cities where CTBC Telecom operates in the state of Minas Gerais) (“J” band) until 2023 (to be renewed between the period of April 2019 and April 2020);

License renewals for the “J” band must be requested between 36 and 48 months in advance of the expiry date. Spectrum rights may be renewed only once, for a 15-year term. After this period, the license is renegotiated.

In December 2010, ANATEL auctioned off 169 licenses in the 900 MHz, 1800 MHz and 2100 MHz frequencies. Vivo (merged into Telefônica) acquired 23 blocks, 14 in 1800 MHz frequency bands “D,” “E,” “M” and extension bands, and 9 in the 900 MHz extension bands. As a result, Telefônica has nationwide coverage in the 1800 MHz frequency band. The 23 blocks are:

“M” Band (1800 MHz) in the Federal District and the States of Paraná, Santa Catarina, Rio Grande do Sul, Goiás, Tocantins, Mato Grosso do Sul, Mato Grosso, Rondônia and Acre;

· Extension of the 1800 MHz band throughout the State of São Paulo;

“D” Band (1800 MHz) in the cities of Pelotas, Morro Redondo, Capão do Leão and Turuçu in the state of Rio Grande do Sul;

· “E” Band (1800 MHz) in the States of Alagoas, Ceará, Paraíba, Piauí, Pernambuco and Rio Grande do Norte;

· Extension of the 900 MHz band in the State of Rio de Janeiro;

· Extension of the 900 MHz band in the State of Espírito Santo;

Extension of the 900 MHz band in the States of Goiás, Tocantins, Mato Grosso do Sul, Mato Grosso, Rondônia and Acre and the Federal District, with the exception of the city of Paranaíba in the state of Mato Grosso do Sul and the cities of Buriti Alegre, Cachoeira Dourada, Inaciolândia, Itumbiara, Paranaiguara and São Simão, in the State of Goiás;

Extension of the 900 MHz band in the State of Rio Grande do Sul, with the exception of the cities of Pelotas, Morro Redondo, Capão do Leão and Turuçu;

Extension of the 900 MHz band for the cities with area code 43 in the state of Paraná with the exception of the cities of Londrina and Tamarana;

Extension of the 900 MHz band in the States of Paraná and Santa Catarina with the exception of the cities of registry area number 43 in the State of Paraná and the cities of Londrina and Tamarana;

· Extension of the 900 MHz band in the State of Bahia;

· Extension of the 900 MHz band in the State of Sergipe;

· Extension of the 900 MHz band in the States of Amazonas, Amapá, Maranhão Pará and Roraima;

Extension of the 1800 MHz band in the State of São Paulo, with the exception of the cities in the metropolitan area of São Paulo and the cities where CTBC Telecom operates in the state of São Paulo;

· Extension of the 1800 MHz band in the States of Amazonas, Amapá, Maranhão Pará and Roraima;

· Extension of the 1800 MHz band in the city of Paranaíba in the State of Mato Grosso do Sul;

Extension of the 1800 MHz band in the cities of Buriti Alegre, Cachoeira Dourada, Inaciolândia, Itumbiara, Paranaiguara and São Simão, in the State of Goiás;

· Another extension of the 1800 MHz band in the cities of Buriti Alegre, Cachoeira Dourada, Inaciolândia, Itumbiara, Paranaiguara and São Simão, in the State of Goiás;

Table of Contents

- Extension of the 1800 MHz band in the States of Rio do Janeiro, Espírito Santo, Bahia and Sergipe;

- Extension of the 1800 MHz band in the States of Amazonas, Amapá, Maranhão Pará and Roraima;

Extension of the 1800 MHz band in the States of Alagoas, Ceará, Paraíba, Piauí, Pernambuco and Rio Grande do Norte;

Extension of the 1800 MHz band in the city of Paranaíba in the state of Mato Grosso do Sul, and the cities of Buriti Alegre, Cachoeira Dourada, Inaciolândia, Itumbiara, Paranaiguara and São Simão, in the State of Goiás;

- Extension of the 1800 MHz band in the cities of Londrina and Tamarana in the state of Paraná.

License for the 900MHz and 1800MHz band will expire in 2023. Renewal must be requested between 36 and 48 months in advance of the expiry date. Spectrum rights may be renewed only once, for a 15-year period.

In April 2012, ANATEL auctioned off 273 licenses in the 450 MHz, and 2500 MHz frequencies. Vivo (merged into Telefônica) secured 1 block in 2500 MHz frequency band “X” (20 + 20 MHz) nationwide, together with the right and obligation to use the 450 MHz frequency band in the States of Alagoas (AL), Ceará (CE), Minas Gerais (MG), Paraíba (PB), Pernambuco (PE), Piauí (PI), Rio Grande do Norte (RN) and Sergipe (SE), as well as the areas identified by the National Codes 13, 14, 15, 16, 17, 18 and 19, in the State of São Paulo (SP). Nonetheless, the commitment to use the 450 MHz band may also be fulfilled by the use of any other frequency range Telefônica already holds. See below the relevant expiration and renewal dates:

- Brasil (“X” Band – 2500 MHz) until 2027 (associated with SMP service) to be renewed on October 18, 2024;

Alagoas, Ceará, Minas Gerais, Paraíba, Pernambuco, Piauí, Rio Grande do Norte, Sergipe (450 MHz) until 2027 (associated to STFC and SCM services) to be renewed on October 18, 2024;

Telefônica in the areas identified by the National Codes 13, 14, 15, 16, 17, 18 and 19, in the state of São Paulo (SP), until 2027 (associated to SMP and SCM services) to be renewed on October 18, 2024.

In September 2014, ANATEL auctioned off 6 blocks in the 700 MHz frequency. We acquired 3 blocks resulting in nationwide coverage in the 700 MHz frequency band. The spectrum licenses may be renewed in 2029.

In December 2015, ANATEL auctioned off the remaining spectrum lots in the 1800 MHz, 1900 MHz, 2500 MHz and 3500 MHz bands, Telefônica acquired seven lots of the 2500 MHz frequency band. These lots are associated to six different States, five of them the capital cities of the States of São Paulo, Rio de Janeiro, Rio Grande do Sul, Santa Catarina, and Tocantins and one city in the State of Mato Grosso do Sul. Such frequencies will be used for the provision of 4G mobile services. The spectrum license may be renewed in 2030.

The licenses above may be renewed; (i) only once; (ii) for an additional term of 15 (fifteen) years; and (iii) upon payment of 2% of our net revenues from usage charges in the applicable region in the previous year. The payment is also due every two years during the extension period.

D. Exchange Controls

There are no restrictions on ownership of preferred shares or common shares by individuals or legal entities domiciled outside of Brazil, provided that they comply with the registration requirements set forth in the applicable regulation enacted by CMN and the CVM.

The right to convert dividend or interest payments and proceeds from the sale of shares into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation which generally requires, among other things, the documentary evidence that provides the validity and properly backs the economic grounds of the foreign exchange transaction and that the relevant investment be registered with the Central Bank and the CVM, as applicable. The restrictions on the remittance of foreign capital abroad may hinder or prevent the custodian for the preferred shares represented by ADSs or holders of preferred shares from converting dividends, distributions or the proceeds from any sale of these preferred shares into U.S. dollars and remitting the U.S. dollars abroad. Holders of ADSs could be adversely affected by delays in, or refusal to grant any, required government approval to convert Brazilian currency payments on the preferred shares underlying the ADSs and to remit the proceeds abroad.

Table of Contents

As from March 30, 2015, the different forms of foreign portfolio investments in Brazil, including investments via Depositary Receipts, are regulated by CMN Resolution 4,373, of September 29, 2014 (“Resolution No. 4,373”), which revoked the former rule (CMN Resolution 2,689, of January 26, 2000) that had been in force for about 15 years.

Resolution No. 4,373 of the CMN provides for the issuance of Depositary Receipts in foreign markets in respect of shares of Brazilian issuers. The Depositary Receipts program shall be approved by Central Bank and CVM before the issuance of the Depositary Receipts. Accordingly, the proceeds from the sale of the Depositary Receipts by holders outside Brazil are free of Brazilian foreign investment controls, and holders of the Depositary Receipts may be entitled to favorable tax treatment. See “—E. Taxation—Brazilian Tax Considerations.”

Under Resolution No. 4,373 of the CMN, foreign investors registered with the CVM may buy and sell Brazilian securities, including the preferred shares, on Brazilian stock exchanges without obtaining separate certificates of registration for each transaction. The registered foreign investors may also be entitled to favorable tax treatment. See “—E. Taxation—Brazilian Tax Considerations.”

Pursuant to Resolution No. 4,373, an investor residing outside Brazil that is willing to invest pursuant to the mechanism described in the previous paragraph must: (i) appoint at least one financial institution or an institution authorized to operate by the Brazilian Central Bank as representative in Brazil that will be responsible for complying with the registration and reporting requirements and reporting procedures of the Brazilian Central Bank and the CVM; (ii) register as a foreign investor with the CVM; (iii) appoint one or more custodians authorized by CVM; (iv) register the foreign investment with the Brazilian Central Bank; (v) appoint a tax representative in Brazil; and (vi) obtain a taxpayer identification number from the Brazilian federal tax authorities

The securities and other financial assets held by a foreign investor pursuant to Resolution No. 4,373 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Central Bank or by the CVM. In addition, the trading of securities is in general restricted to transactions carried out on the Brazilian stock exchanges or over-the-counter markets licensed by the CVM.

Instruction CVM 560 of March 27, 2015, as amended, introduced in the Brazilian securities regulation the obligation of the representatives of investors residing outside Brazil to inform CVM the movements and application of funds of the investors participating in collective accounts and holders of own accounts represented by them.

Registered Capital

Amounts invested in preferred shares by a non-Brazilian holder who qualifies under Resolution No. 4,373 and obtains registration with the CVM, or by the depositary representing an ADS holder, are eligible for registration with the Central Bank. Such registration (the amount so registered is referred to as registered capital) allows remittances of funds outside Brazil converted into foreign currency at the commercial market rate, acquired with the proceeds of distributions on, and amounts realized through, dispositions of such preferred shares. The registered capital per preferred share purchased in the form of ADS, or purchased in Brazil and deposited with the depositary in exchange for ADS, will be equal to its purchase price (stated in U.S. dollars). The registered capital per preferred share withdrawn upon cancellation of an ADS will be the U.S. dollar equivalent of (i) the average price of a preferred share on the Brazilian stock exchange on which the most preferred shares were traded on the day of withdrawal or (ii) if no preferred shares were traded on that day, the average price on the Brazilian stock exchange on which the most preferred shares were traded in the 15 trading sessions immediately preceding such withdrawal. The U.S. dollar equivalent will be determined on the basis of the average commercial market rates (buy/sell) quoted by the Central Bank on such date or dates.

An electronic registration has been issued in the name of the depositary with respect to the ADSs and is maintained by the custodian on behalf of the depositary. Pursuant to the registration, the custodian and the depositary are able to convert dividends and other distributions with respect to the preferred shares represented by ADSs into foreign currency and remit the proceeds outside Brazil. If a holder of ADSs exchanges such ADSs for preferred shares, such holder will be entitled to continue to rely on the depositary's registration for five business days after such exchange, following which such holder must seek to obtain its own electronic registration with the Central Bank. Thereafter, any holder of preferred shares may not be able to convert into foreign currency and remit outside Brazil the proceeds from the disposition of, or distributions with respect to, such preferred shares, unless such holder is a duly qualified investor under Resolution No. 4,373 and obtains its own electronic registration.

Table of Contents

If the holder does not qualify under Resolution No. 4,373 by registering with the CVM and the Central Bank and appoints a representative in Brazil to act directly in the Brazilian market to acquire preferred shares, the holder will be subject to a less favorable Brazilian tax treatment than a holder of ADSs. Regardless of registration under Resolution No. 4,373, residents of tax havens are subject to less favorable tax treatment than other foreign investors. See “—E. Taxation—Brazilian Tax Considerations.”

Under current Brazilian legislation, the federal government may impose temporary restrictions on remittances of foreign capital abroad in the event of a serious imbalance or an anticipated serious imbalance of Brazil’s balance of payments. For approximately six months in 1989 and early 1990, the federal government froze all dividend and capital repatriations held by the Central Bank that were owed to foreign equity investors, to conserve Brazil’s foreign currency reserves. These amounts were subsequently released in accordance with federal government directives. There can be no assurance that the federal government will not impose similar restrictions on foreign repatriations in the future.

E. Taxation

The following discussion contains a description of the material Brazilian and U.S. federal income tax consequences of the acquisition, ownership and disposition of preferred shares or ADSs by certain holders or beneficial owners, as described below. This summary is based upon the tax laws and regulations of Brazil and the United States as of the date of this annual report, which are subject to change, possibly with retroactive effect, and to differing interpretations. You should consult your own tax advisers as to the Brazilian, U.S. federal or other tax consequences of the acquisition, ownership and disposition of preferred shares or ADSs, including, in particular, the effect of any state, local or non-U.S., non-Brazilian tax laws.

Although there is presently no income tax treaty entered into between Brazil and the United States, the tax authorities of the two countries have had discussions that may culminate in such a treaty. No assurance can be given, however, as to whether or when a treaty will enter into force or how it will affect the U.S. holders of preferred shares or ADSs. Brazil and the United States have, however, entered into a Tax Treaty Information Exchange Agreement, in order to establish an effective exchange of tax-related information between the two countries.

Brazilian Tax Considerations

The following discussion summarizes the principal Brazilian tax consequences of the ownership and disposition of preferred shares or ADSs by a non-Brazilian holder. This discussion does not address all of the Brazilian tax considerations that may be applicable to any particular non-Brazilian holder, and each non-Brazilian holder should consult its own tax adviser about the Brazilian tax consequences of investing in preferred shares or ADSs.

Taxation of Dividends

Dividends paid by us, including stock dividends and other dividends paid in property to the depositary in respect of the preferred shares underlying ADSs, or to a non-Brazilian holder in respect of the preferred shares, are currently exempted from withholding tax in Brazil to the extent that the dividends are paid out of profits generated on or after January 1, 1996. Dividends relating to profits generated prior to January 1, 1996 may be subject to Brazilian withholding tax at varying rates, depending on the year the profits were generated.

On May 13, 2014, Law No. 12,973 was enacted aiming at aligning the taxable basis of federal taxes with the accounting basis assessed based on IFRS, which were adopted as the Brazilian accounting standards in 2008. According to such law, which is generally in effect as of 2015, dividends distributed out of accounting profits generated in 2014 and exceeding taxable profits (ascertained in accordance with the prior rules) will be subject to withholding tax at rates of 15% or 25%, depending on the location of the foreign shareholder, unless the distributing corporation elected to be subject to Law No. 12,973 in 2014, in which case, the accounting profits and taxable profits would be the same and there would be no excess dividends. As we chose to apply the new taxation rules for periods beginning on or after January 1, 2014, dividends paid by us that relate to profits generated on or after January 1, 2014 will not be subject to withholding tax.

Table of Contents

Distributions of Interest on Capital

Brazilian corporations may make payments to shareholders characterized as interest on shareholders' equity as an alternative form of making dividend distributions. Amounts paid as interest on shareholders' equity (net of applicable withholding tax, as described below) may be treated as payments with respect to the dividends we are obligated to distribute to our shareholders in accordance with our bylaws and Brazilian Corporate Law. The rate of interest may not be higher than the federal government's TJLP, as determined by the Central Bank from time to time, applied to the balances of specific net equity accounts maintained by us. The total amount distributed as interest on shareholders' equity may not exceed the greater of (i) 50% of our net income (before taking into account the distribution itself or any deductions for income taxes) for the year with respect to which the payment is made and (ii) 50% of our retained earnings for the year before the year with respect to which the payment is made. Payments of interest on shareholders' equity are decided by the shareholders on the basis of recommendations of our board of directors.

Distributions of interest on shareholders' equity paid to Brazilian and non-Brazilian holders of preferred shares, including payments to the depositary in respect of preferred shares underlying ADSs, are deductible by us for Brazilian corporate income tax purposes. These payments to U.S. holders or other non-Brazilian holders are currently subject to Brazilian withholding tax at the rate of 15%. If the recipient of the payment is domiciled in a Tax Haven Jurisdiction, as defined by Brazilian law, the rate will be 25%.

Taxation of Gains

Except as discussed below, gains recognized on a disposition of assets located in Brazil, such as our preferred shares, by a non-Brazilian holder, are subject to withholding income tax in Brazil. This rule is applicable regardless of whether the disposition is conducted in Brazil or abroad and regardless of whether the disposition is made to an individual or entity resident or domiciled in Brazil.

As a general rule, capital gains realized as a result of a disposition transaction are the positive difference between the amount realized on the disposition of the asset and the respective acquisition cost.

Capital gains realized by non-Brazilian holders on the disposition of shares sold on the Brazilian stock exchange (which includes the transactions carried out on the organized over-the-counter market):

are subject to the withholding income tax at a zero percent rate, when realized by a non-Brazilian holder that (i) has registered its investment in Brazil before the Central Bank under the rules of the Brazilian Monetary Counsel (a “Registered Holder”), and (ii) is not a “Tax Haven Holder” (an investor domiciled in a Tax Haven jurisdiction, as defined by Ordinance No. 1,037); and

are subject to income tax at progressive rates ranging from 15% to 22.5% (for transactions executed after January 1, 2017) or at a flat rate of 15% (for transactions executed before January 1, 2017) when realized by (i) a non-Brazilian holder that is not a Registered Holder and is not a Tax Haven Holder; and

are subject to income tax at a rate of 25% when realized by a Tax Haven Holder, even if the Holder is a Registered Holder.

In the cases above in which tax is due, if the gains are related to transactions conducted on the Brazilian non-organized over-the-counter market with intermediation, the withholding income tax of 0.005% (pre-payment) is also applicable and can be offset against any income tax due on the capital gain.

There can be no assurance that the current favorable tax treatment of Registered Holders that are not Tax Haven Holders will continue in the future.

Sale of ADSs by Non-Resident Holders to Other Non-Residents in Brazil

As mentioned above, gains derived from the disposition of assets located in Brazil involving non-resident investors are subject to Brazilian income tax. Our understanding is that ADSs should not qualify as assets located in Brazil and, thus, should not be subject to the Brazilian withholding tax, considering that the ADSs are issued and registered abroad.

Table of Contents

However, considering the general and unclear scope of this legislation and the absence of judicial guidance in respect thereof, we cannot assure prospective investors that such interpretation of this law will prevail in the courts of Brazil.

Gains on the Exchange of ADSs for Preferred Shares

Although there is no clear regulatory guidance, the exchange of ADSs for shares should not be subject to Brazilian tax if the shares are registered under CMN Resolution No. 4,373 and the respective holder is not a Tax Haven Holder. If the preferred shares are not so registered or the holder is a Tax Haven Holder, the deposit of preferred shares in exchange for ADSs may be subject to Brazilian capital gains tax at progressive rates ranging from 15% to 22.5% (if the exchange is executed after January 1, 2017) or at a flat rate of 15% (if the exchange is executed before January 1, 2017). Non-Brazilian holders may exchange ADSs for the underlying preferred shares, sell the preferred shares on a Brazilian stock exchange and remit abroad the proceeds of the sale within five business days from the date of exchange (in reliance on the depositary's electronic registration), with no tax consequences.

Upon receipt of the underlying preferred shares in exchange for ADSs, non-Brazilian holders may elect to register with the Central Bank the U.S. dollar value of such preferred shares as a foreign portfolio investment under the rules of the Brazilian Monetary Counsel, which will entitle them to the special tax treatment for Registered Holders described above.

Alternatively, the non-Brazilian holder is also entitled to register with the Central Bank the U.S. dollar value of such preferred shares as a foreign direct investment under the rules of Law No. 4,131/62, in which case the respective sale would be subject to the tax treatment referred to under "—Taxation of Gains."

Discussion on Tax Haven Jurisdictions

Until December 2008, under Brazilian tax laws, a "Tax Haven Jurisdiction" was defined as a country or location that does not impose taxation on income or imposes the income tax at a rate lower than 20%. Some amendments were implemented in connection with the concept of Tax Haven Jurisdiction via the enactment of Law No. 11,727/08, in force as of January 2009, in order to include in the definition of Tax Haven Jurisdiction any country or location which imposes restrictions on the disclosure of shareholding composition or the ownership of an investment.

Law No. 11,727/08 also introduced the concept of "privileged tax regime", which is applicable in connection with transactions subject to Brazilian transfer pricing rules and also is applicable to thin capitalization/cross border interest

deductibility rule. The definition of “privileged tax regime” is broader than the definition of Tax Haven Jurisdiction. Pursuant to Law No. 11,727/08, a privileged tax regime is a tax regime that (1) does not tax income or taxes it at a maximum rate lower than 20%; or (2) grants tax benefits to non-resident entities or individuals (a) without the requirement to carry out a substantial economic activity in the country or location or (b) contingent to the non-exercise of a substantial economic activity in the country or location; or (3) does not tax income earned outside of such country or location or taxes such income at a maximum rate lower than 20%; or (4) does not allow access to information related to shareholding composition, ownership of assets and rights, or economic transactions that are carried out in such country or location.

In addition, on June 7, 2010, Brazilian Tax Authorities enacted Ordinance No. 1,037, as amended, listing (i) the countries and jurisdictions considered Tax Haven Jurisdictions, and (ii) the privileged tax regimes.

According to Section 24-B of Law No. 9,430, as included by Section 23 of Law No. 11.727/08, the Executive branch is empowered to reduce or reinstate the income tax rate of 20% as the element to define a Tax Haven Jurisdiction or a “privileged tax regime”. In December 2014, Ruling No. 488/2014 was published and established that the rate of 20% is reduced to 17% in connection with countries, locations and jurisdictions aligned with international tax transparency standards, as per a definition to be provided by Brazilian Federal Revenue Service.

In any scenario (transactions executed before or after 2017), if the nonresidents located in tax haven jurisdictions (a country which does not impose any income tax, which imposes it at a maximum rate lower than 20.0%, or in which the laws impose restrictions on the disclosure of ownership composition or securities ownership or the identification of the effective beneficiary of income attributed to nonresident holders, as listed in Normative Instruction 1,037/10) capital gain tax will be levied at the flat rate of 25%.

Table of Contents

Although we believe that the best interpretation of the current tax legislation should lead to the conclusion that the above-mentioned “privileged tax regime” concept should apply solely for purposes of Brazilian transfer pricing and thin capitalization rules, we cannot be sure whether subsequent legislation or interpretation by the Brazilian tax authorities of the definition of a “privileged tax regime,” provided by Law No. 11,727, will also apply to a non-resident holder in respect of gains realized upon a disposition of ADSs.

Other Brazilian Taxes

There are no Brazilian inheritance, gift or succession taxes applicable to the ownership or disposition of the preferred shares or ADSs by a non-Brazilian holder except for gift and inheritance taxes levied by some States in Brazil on gifts made or inheritances bestowed by individuals or entities not resident or domiciled in Brazil or in the relevant state to individuals or entities that are resident or domiciled within such state in Brazil. There is no Brazilian stamp, issue, registration, or similar taxes or duties payable by holders of preferred shares or ADSs.

Tax on Foreign Exchange and Financial Transactions

Tax on Foreign Exchange Transactions (the “IOF/Exchange Tax”)

Brazilian law imposes the IOF/Exchange Tax on the conversion of *reais* into foreign currency and on the conversion of foreign currency into *reais*. Currently, for most exchange transactions, the rate of IOF/Exchange is 0.38%. Effective as of December 1, 2011, currency exchange transactions carried out for the inflow of funds in Brazil for investment made by a foreign investor are subject to IOF/Exchange at (i) a 0% rate in the case of variable income transactions carried out on the Brazilian stock, futures and commodities exchanges, as well as in the acquisitions of shares of Brazilian publicly held companies in public offerings or subscription of shares related to capital contributions, provided that the issuer company has registered its shares for trading in the stock exchange, and (ii) 0% for the outflow of resources from Brazil related to these type of investments, including payments of dividends and interest on shareholders’ equity and the repatriation of funds invested in the Brazilian market. Furthermore, the IOF/Exchange is currently levied at a 0% rate on the exchange of ADSs into shares. Nonetheless, the Brazilian government is permitted to increase the rate at any time to a maximum of 25%, but only in relation to future transactions.

Tax on Transactions Involving Bonds and Securities (“IOF/Bonds Tax”)

Brazilian law imposes the IOF/Bonds Tax on transactions involving bonds and securities, including those carried out on a Brazilian stock exchange. The rate of IOF/Bonds Tax applicable to transactions involving the deposit of preferred shares in exchange for ADSs is currently zero. The Brazilian government may increase this rate by up to 1.5% per day, but only with respect to future transactions.

U.S. Federal Income Tax Considerations

The following are the material U.S. federal income tax consequences to U.S. Holders (as defined below) of owning and disposing of preferred shares or ADSs, but this is not a comprehensive description of all of the tax considerations that may be relevant to a particular person's decision to hold such securities. The discussion applies only to U.S. Holders that hold preferred shares or ADSs as capital assets for U.S. federal income tax purposes, and it does not describe all of the tax consequences that may be relevant in light of a U.S. Holder's particular circumstances, including alternative minimum tax consequences, the potential application of the provisions of the Internal Revenue Code of 1986 (the "Code") known as the Medicare contribution tax, the effects of any state, local or non-U.S. tax laws and tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of tax accounting;
- persons holding preferred shares or ADSs as part of a hedge, "straddle," integrated transaction or similar transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships or other pass-through entities for U.S. federal income tax purposes;

Table of Contents

· tax-exempt organizations;

· regulated investment companies;

· real estate investment trusts;

· insurance companies;

· persons that own or are deemed to own 10% or more of our stock by vote or value;

· persons required for U.S. federal income tax purposes to conform the timing of income accruals to their financial statements under Section 451 of the Code;

· persons who acquired our preferred shares or ADSs pursuant to the exercise of any employee stock option or otherwise as compensation; or

· persons holding preferred shares or ADSs in connection with a trade or business conducted outside of the United States.

If an entity that is classified as a partnership for U.S. federal income tax purposes holds preferred shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding preferred shares or ADSs and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of holding and disposing of the preferred shares or ADSs.

This discussion is based on the Code, administrative pronouncements, judicial decisions and final, temporary and proposed U.S. Treasury regulations, all as of the date hereof. These laws are subject to change, possibly on a retroactive basis. This discussion is also based in part on representations by the depositary and assumes that each obligation under the Deposit Agreement and any related agreement will be performed in accordance with its terms.

You are a “U.S. Holder” if, for U.S. federal income tax purposes, you are a beneficial owner of preferred shares or ADSs and you are:

an individual citizen or resident of the United States;

a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or

an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS INTENDED FOR GENERAL INFORMATION PURPOSES ONLY. U.S. HOLDERS OF PREFERRED SHARES OR ADSs ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISERS WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF OWNING OR DISPOSING OF PREFERRED SHARES OR ADSs, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-U.S. AND OTHER TAX LAWS AND POSSIBLE CHANGES IN TAX LAWS.

In general, if you own ADSs, you will be treated as the owner of the underlying shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if you exchange ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concerns that parties to whom American depositary shares are released before shares are delivered to the depositary (such practice, “pre-release”), or intermediaries in the chain of ownership between holders of American depositary shares and the issuer of the security underlying the American depositary shares, may be taking actions that are inconsistent with the claiming of foreign tax credits by holders of American depositary shares. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate holders. Accordingly, the creditability of Brazilian taxes, and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below, could be affected by actions taken by such parties or intermediaries.

Table of Contents

This discussion assumes that we are not, and will not become, a passive foreign investment company, as described below.

Taxation of Distributions

Distributions paid on preferred shares or ADSs (including distributions to shareholders that are treated as interest on shareholders' equity for Brazilian tax purposes) will generally be treated as dividends to the extent paid out of current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. Subject to applicable limitations that may vary depending upon your circumstances and the discussion above regarding concerns expressed by the U.S. Treasury, dividends paid by "qualified foreign corporations" to certain non-corporate U.S. Holders are taxable at the rates applicable to long-term capital gains. A foreign corporation is treated as a "qualified foreign corporation" with respect to dividends paid on stock that is readily tradable on a securities market in the United States, such as the NYSE, where our ADSs are traded. You should consult your tax adviser regarding the availability of the reduced tax rate on dividends in your particular circumstances.

The amount of a dividend will include any amounts withheld in respect of Brazilian taxes. The amount of the dividend will be treated as foreign-source dividend income to you and will not be eligible for the dividends-received deduction generally allowed to U.S. corporations under the Code. Dividends will be included in your income on the date of your, or in the case of ADSs, the depository's, receipt of the dividend. The amount of any dividend income paid in *reais* will be a U.S. dollar amount calculated by reference to the exchange rate in effect on the date of such receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, you should not be required to recognize foreign currency gain or loss in respect of the dividend income. If the dividend is not converted into U.S. dollars on the date of receipt, you will have a basis in *reais* equal to the U.S. dollar value on the date of receipt. You may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt.

Subject to applicable limitations that may vary depending upon your circumstances and subject to the discussion above regarding concerns expressed by the U.S. Treasury, Brazilian income taxes withheld from dividends on preferred shares or ADSs will be creditable against your U.S. federal income tax liability. The rules governing foreign tax credits are complex, and, therefore, you should consult your tax adviser regarding the availability of foreign tax credits in your particular circumstances. In particular, a U.S. Holder may use foreign tax credits to offset only the portion of its U.S. tax liability that is attributable to foreign-source income. Instead of claiming a credit, you may, at your election, deduct such Brazilian taxes in computing your taxable income, subject to generally applicable limitations under U.S. law. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all taxes paid or accrued in the taxable year to foreign countries and possessions of the United States.

Sale, Redemption or Other Disposition of Preferred Shares or ADSs

For U.S. federal income tax purposes, gain or loss you realize on the sale, redemption or other disposition of preferred shares or ADSs will generally be capital gain or loss, and will generally be long-term capital gain or loss if you held the preferred shares or ADSs for more than one year, provided, in the case of a redemption of preferred shares, that you do not own, and are not deemed to own, any of our voting stock. The amount of your gain or loss will equal the difference between your tax basis in the preferred shares or ADSs disposed of and the amount realized on the disposition, in each case, as determined in U.S. dollars. If a Brazilian tax on gains is withheld on the sale or disposition of preferred shares or ADSs, a U.S. Holder's amount realized will include the gross amount of the proceeds of such sale or disposition before deduction of the Brazilian tax. See “—Brazilian Tax Considerations—Taxation of Gains” for a description of when a disposition may be subject to taxation by Brazil. Such gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. U.S. Holders should consult their tax advisers as to whether the Brazilian tax on gains may be creditable against their U.S. federal income tax on foreign-source income from other sources.

Other Brazilian Taxes

You should note that any Brazilian IOF/Exchange Tax (as discussed above under “—Brazilian Tax Considerations”) will not be a creditable foreign tax for U.S. federal income tax purposes, although you may be entitled to deduct such tax, subject to applicable limitations under U.S. law. You should consult your tax adviser regarding the U.S. federal income tax consequences of the payment of Brazilian IOF/Exchange Tax, including whether you may claim a deduction for such tax or should instead include the amount of tax paid in your initial basis in the preferred shares or ADSs.

Table of Contents

Passive Foreign Investment Company Rules

We believe that we were not a “passive foreign investment company” (“PFIC”) for U.S. federal income tax purposes for our 2018 taxable year. However, because PFIC status depends on the composition of a company’s income and assets and the market value of its assets from time to time, there can be no assurance that we will not be a PFIC for any taxable year. If we were a PFIC for any taxable year during which a U.S. Holder held preferred shares or ADSs, gain recognized by such U.S. Holder on a sale or other disposition (including certain pledges) of the preferred shares or ADSs would be allocated ratably over the U.S. Holder’s holding period for the preferred shares or ADSs. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for such taxable year, and an interest charge would be imposed on the resulting tax liability. Further, to the extent that any distribution received by a U.S. Holder on its preferred shares or ADSs exceeded 125% of the average of the annual distributions on preferred shares or ADSs received by the U.S. Holder during the preceding three years or the U.S. Holder’s holding period, whichever is shorter, that distribution would be subject to taxation in the same manner. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the preferred shares or ADSs. U.S. Holders should consult their tax advisers to determine whether any of these elections would be available and, if so, what the consequences of the alternative treatments would be in their particular circumstances. If we are a PFIC for any taxable year during which a U.S. Holder owns our preferred shares or ADSs, the U.S. Holder will generally be required to file Internal Revenue Service (“IRS”) Form 8621 with its annual U.S. federal income tax return, subject to certain exceptions.

Information Reporting and Backup Withholding

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and may be subject to backup withholding, unless (i) you are a U.S. corporation or other exempt recipient or (ii) in the case of backup withholding, you provide a correct taxpayer identification number and certify that you are not subject to backup withholding. The amount of any backup withholding from a payment to you will be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided that the required information is timely furnished to the IRS.

Certain U.S. Holders who are individuals or closely-held entities may be required to report information on IRS Form 8938 relating to their ownership of securities of a non-U.S. person, subject to certain exceptions (including an exception for securities held in certain accounts maintained by financial institutions, in which case the accounts may be reportable if maintained by a non-U.S. financial institution). U.S. Holders are urged to consult their tax advisers regarding the effect, if any, of these rules on their ownership and disposition of preferred shares or ADSs.

U.S. HOLDERS OF OUR PREFERRED SHARES OR ADSs SHOULD CONSULT THEIR OWN TAX ADVISERS AS TO THE BRAZILIAN, U.S. FEDERAL, STATE, LOCAL AND OTHER TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF OUR PREFERRED SHARES OR ADSs BASED UPON THEIR

PARTICULAR CIRCUMSTANCES.

F. Dividends and Paying Agents

Not applicable.

G. Statement of Experts

Not applicable.

H. Documents on Display

We are subject to the information requirements of the Exchange Act, except that as a foreign issuer, we are not subject to the proxy rules or the short-swing profit disclosure rules of the Exchange Act. In accordance with these statutory requirements, we file or furnish reports and other information with the SEC. Reports and other information filed or furnished by us with the SEC may be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street NE, Washington, D.C. 20549. Copies of such material may be obtained by mail from the Public Reference Section of the SEC, 100 F Street NE, Washington, D.C. 20549, at prescribed rates. You may also inspect these reports and other information at the offices of the NYSE, 11 Wall Street, New York, New York 10005, on which our ADSs are listed.

Table of Contents

In addition, the SEC maintains a website that contains information filed electronically, which can be accessed over the Internet at <http://www.sec.gov>.

We also file financial statements and other periodic reports with the CVM. Copies of our annual report on Form 20-F and documents referred to in this annual report and our bylaws will be available for inspection upon request at our offices at Avenida Engenheiro Luis Carlos Berrini, 1376 – 28th floor, 04571-936, São Paulo, SP, Brasil.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to several market risks as a result of our commercial operations, debts obtained to finance our activities and financial derivative instruments, including exchange rate risk, interest rate risk, debt acceleration risk and credit risk. To help us manage our risks, we conduct a valuation of our financial assets and liabilities in relation to market values based on available information and appropriate valuation methodologies. However, the interpretation of market information, as well as the selection of methodologies, requires considerable judgment and reasonable estimates to produce adequate realization values. As a result, our valuation estimates do not necessarily indicate the amounts, which will be realized in the current market. The use of different market approaches and/or methodologies for the estimates may have a significant effect on the estimated realization values.

We also enter into derivative instruments to manage the risks to which we are exposed in accordance with our risk management policy. We do not hold derivative instruments for speculative purposes.

To further assist our risk management, we conduct fair value analyses of our derivative financial instruments, as well as sensitivity analyses of our risk variables and our net exposure risk. For more details of the results of our valuation analysis, risk management strategies, and sensitivity analysis of our derivative financial instruments, please see Note 33 to our consolidated financial statements.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

The depositary, Citibank N.A., collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs or from intermediaries acting for them. The depositary also collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

Table of Contents

Persons depositing or withdrawing shares, receiving distributions or holding ADSs on the applicable record date, as applicable, must pay:	For:
Up to US\$5.00 per 100 ADSs (or fraction thereof) issued	· Issuance of ADSs upon deposit of Shares, excluding issuances as a result of distributions
Up to US\$5.00 per 100 ADSs (or fraction thereof) surrendered	· Delivery of deposited securities against surrender of ADSs
	· Distribution of cash dividends or other cash distributions (i.e., sale of rights and other entitlements)
	· Distribution of ADSs pursuant to (i) stock dividends or other free stock distributions, or (ii) exercise of rights to purchase additional ADSs
Up to US\$5.00 per 100 ADSs (or fraction thereof) held	· Distribution of securities other than ADSs or rights to purchase additional ADSs (i.e., spin-off shares)
	· Depositary services
Registration or transfer fees	· Registration of shares or other deposited securities on the share register and applicable to transfers of shares or other deposited securities to or from the name of the custodian, the depositary or any nominees upon the making of deposits and withdrawals, respectively
	· Cable, telex and facsimile transmissions and delivery expenses as are expressly provided in the deposit agreement
Expenses and charges of the depositary	
Taxes (including applicable interest and penalties) and other governmental charges	· Conversion of foreign currency
Fees and expenses incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to shares, deposited securities, ADSs and ADRs	· As necessary
Fees and expenses incurred by the depositary, the custodian, or any nominee in connection with the servicing or delivery of deposited property	· As necessary

On January 28, 2013, we entered into a deposit agreement with Citibank N.A., pursuant to which Citibank N.A. became our depository.

Citibank N.A. has agreed to reimburse us for expenses related to the establishment and maintenance expenses of the ADS program. The depository has agreed to reimburse us for our continuing annual stock exchange listing fees. The depository has also agreed to pay the standard out-of-pocket maintenance costs for the ADRs, which consist of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile, and telephone calls. It has also agreed to reimburse us annually for certain investor relations programs or special investor relations promotional activities. In certain instances, the depository has agreed to provide additional payments to us based on any applicable performance indicators relating to the ADR facility. There are limits on the amount of expenses for which the depository will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depository collects from investors. During 2018, we received from Citibank N.A., our depository, US\$4.4 million, for the services described above.

Table of Contents

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

As of December 31, 2018, we were not in default under any of our obligations and there were no dividend arrearages or delinquencies.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, are responsible for establishing and maintaining our disclosure controls and procedures. These controls and procedures were designed to ensure that information relating to us required to be disclosed in the reports that we file under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We evaluated these disclosure controls and procedures under the supervision of our CEO and CFO as of December 31, 2018. Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were adequate and effective and were designed to ensure that material information relating to us and our consolidated subsidiaries are made known to them by others within those entities to allow timely decisions relating to the required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). The Telefônica Brasil internal control system was designed to provide reasonable assurance as to the integrity and reliability of the published financial statements. All internal control systems, no matter how well designed, may have inherent limitations and can provide reasonable assurance that the objectives of the control system are met.

Management evaluated the effectiveness of internal control over financial reporting under the supervision of our Chief Executive Officer, or CEO and Chief Financial Officer or CFO as of December 31, 2018 based on the criteria set out in the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) framework, or the 2013 framework, and concluded that, as of December 31, 2018, our internal control over financial reporting was adequate and effective.

Report of the Registered Public Accounting Firm

PricewaterhouseCoopers Auditores Independentes, the independent registered public accounting firm that has audited our consolidated financial statements, has issued a report on the effectiveness of our internal control over financial reporting as of December 31, 2018. This report appears on page F-1.

Changes in Internal Control over Financial Reporting

Our internal audit department periodically evaluates our internal controls for the main cycles, documenting by flowcharts the processes used in each cycle, identifying opportunities and suggesting improvements for the existing control mechanisms. There was no change in our internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

ITEM 16.

[RESERVED]

ITEM 16A.

AUDIT COMMITTEE FINANCIAL EXPERT

Our Control and Audit Committee is comprised of a minimum of three (3) and a maximum of five (5) nonexecutive directors. See “Item 6. Directors, Senior Management and Employees—C. Board Practices—Committees—Control and Audit Committee.” Our board of directors has designated José María Del Rey Osorio, an independent member of our board of directors under Brazilian guidelines and a member of our Control and Audit Committee, as the Company’s “audit committee financial expert,” as such term is defined by the SEC. There are some similar functions between the Control and Audit Committee and our statutory Fiscal Board (*Conselho Fiscal*), the latter of which meets the requirements of the general exemption from the listing standards for audit committees set forth in Exchange Act Rule 10A-3(c)(3). See “Item 16D. Exemptions from the Listing Standards for Audit Committees Procedures.”

ITEM 16B.

CODE OF ETHICS

Our administrations and employees ethics conduct, daily performed, are governed by a code of business conduct and ethics called the “Princípios de Negócio Responsável” or the Telefônica Business Principles, which is reviewed periodically and approved by the board. Its global guidelines define the way we do business with all stakeholders and generate long term value. In addition, the Telefônica Business Principles set forth mechanisms for decision making when facing ethical dilemmas and situations that eventually can be considered not in accordance with the law. We promote periodical training to our employees aiming to reinforce our code of ethics concepts and principles reaching 100% of our personnel.

The Compliance Department’s mission is to be a role model in ensuring applicability of anti-corruption compliance law and corporate ethics, generating value to stakeholders, protecting the company and its employees, reducing risks of non-compliance and increasing even more Telefônica’s culture which is based on ethics and integrity. The Compliance Department works together with other areas of the company to maintain our business best practices.

At Telefônica Brasil, the compliance program, named as #VivoDeAcordo, has important pillars to its solid implementation: total commitment from top management; a robust structure of highly qualified and skilled employees responsible for the program’s actions; regular analysis and evaluation of business risks; internal policies addressing diverse subjects, such as prevention of corruption, conflict of interests, gifts and entertainment, information security, among others, in line with global guidelines and internal regulations well-structured and available to all employees; periodic compliance trainings for current and new employees and an active channel to answer questions about the entire program.

The program applies to all employees (including directors and board members) and also to allies. To enhance integrity culture, initiatives of prevention, detection, remediation and integrity are constantly released, such as: regular communication on ethics topics; anticorruption training, including the FCPA; promotion of compliance channel “Fale com #VivoDeAcordo” and our policies, that are available in our intranet portal.

The company is aware of the importance of its supply chain for its international presence, the impact and involved values in its business transactions volume. For this reason, Telefonica promotes, establishes and maintains high level of responsible behavior with respect of its suppliers, promoting among them not only compliance quality/service standards, but also ethical, social, environmental and privacy standards in any relationship with Telefônica’s supply chain.

As one of the pillars of our code of ethics (Princípios de Negócio Responsável), the respect and commitment to human rights guide regular and periodic evaluation of the impacts in our value chain. Since 2010, we have been signatories to the Global Compact, a UN initiative to encourage companies to follow corporate social responsibility and sustainability policies through the adoption of ten principles related to human rights, labor, environment and corruption.

The Telefónica Business Principles are available and open to consultation for employees on the Telefónica Intranet site as well as for the general public on the Telefónica external website (https://www.telefonica.com/en/web/about_telefonica/strategy/business-principles). These Business Principles were modified in 2017 in order to include, among others, several new principles related to privacy and data protection, security, responsible communication practices, the protection of minority shareholders as well as to reinforce other principles including the anti-corruption principle. No waivers were granted in 2018.

Table of Contents

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

In the chart below we have detailed: (1) the expenses accrued in respect of the fees for services rendered by PricewaterhouseCoopers Auditores Independentes, our independent auditor for the fiscal years ended December 31, 2018 and 2017; and (2) the expenses accrued in respect of the fees for services rendered by Ernst & Young Auditores Independentes S.S., our independent auditor for the fiscal year ended December 31, 2016:

	Year ended		
	December 31,		
	2018	2017	2016
	(in millions of		
	<i>reais</i>)		
Audit Fees	12.0	10.5	12.3
Audit-Related Fees	0.3	0.3	0.3
Total	12.3	10.8	12.6

Audit Fees

Services included under this heading are mainly the audit of the annual and reviews of interim financial statements, work to comply with the requirements of the Sarbanes-Oxley Act (Section 404) and the review of the 20-F report to be filed with US Securities and Exchange Commission (SEC).

Audit-Related Fees

This heading mainly includes services related to the review of the information required by regulatory authorities and the review of corporate responsibility reports.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES PROCEDURES

Brazilian Corporate Law requires that we have a statutory Fiscal Board (*Conselho Fiscal*). We are relying on the general exemption from the listing standards relating to audit committees contained in Rule 10A-3(c)(3) under the Exchange Act because our statutory Fiscal Board meets the requirements of the general exemption set forth in Exchange Act Rule 10A-3(c)(3). See “Item 6. Directors, Senior Management and Employees—C. Board Practices—Fiscal Board.” Our statutory Fiscal Board is primarily charged with certain advisory, oversight and review functions with respect to the company’s financial statements; however, the statutory Fiscal Board, as required by Brazilian Corporate Law, has only an advisory role and does not participate in the management of the company. Indeed, decisions of the

statutory Fiscal Board are not binding on the company under Brazilian Corporate Law. Our board of directors, under Brazilian Corporate Law, is the only entity with the legal capacity to appoint and retain any independent registered public accounting firm, and decide the budget appropriation with respect to such auditors.

Since Brazilian Corporate Law does not specifically grant our statutory Fiscal Board the power to establish receipt, retention and complaint procedures regarding accounting, internal control and audit matters, or create policies for the confidential, anonymous treatment of employee concerns regarding accounting or auditing matters, we have established a Control and Audit Committee as a best corporate governance practice to address these various issues. See “Item 6. Directors, Senior Management and Employees—C. Board Practices—Committees—Control and Audit Committee.”

We believe that our use of a fiscal board in accordance with Brazilian Corporate Law in combination with our Control and Audit Committee, as opposed to the provisions set forth in Exchange Act Rule 10A-3(b), does not materially adversely affect the ability of the Fiscal Board to act independently, satisfy the other applicable requirements of Exchange Act Rule 10A-3 or to fulfill its fiduciary and other obligations under Brazilian law.

Table of Contents

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Plan for the Purchase of Shares Issued by the Company.

Considering the expiration of the share buyback program approved in June 9, 2017, the Board of Directors approved in December 7, 2018, pursuant to article 17, item XV of the Bylaws and the CVM Instruction No. 567/15, a new Share Buyback Program for the acquisition of shares issued by the Company (“Program”) for subsequent cancellation, sale or holding in treasury, as follows:

Program Objective: acquisition of common and preferred shares issued by the Company for subsequent (i) cancellation, sale or holding in treasury, with no capital reduction, for the purpose of increasing shareholder value through the efficient application of available cash, optimizing the Company’s capital allocation.

Resources: the buybacks will be made through the use of the capital reserve balance included in the latest balance (ii) sheet published on September 30, 2018 (R\$ 3.7 billion), except the reserves referred to in Article 7, § 1, of ICVM 567.

Deadline: beginning from the date of the Board of Directors' resolution, shall remain in force up to June 6, 2020, (iii) and the acquisitions shall be made in Bolsa de Valores (B3 – Brasil, Bolsa e Balcão) at market prices, observing the legal limits.

(iv) **Number of Shares to be acquired:** up to a maximum of 583,422 common shares and 37,736,465 preferred shares.

Number of Outstanding Shares: 31,609,447 common shares and 415,111,930 preferred shares; considering the (v) 2,290,164 common shares and 983 preferred shares in treasury; and excluding shares held by controlling shareholders, by persons related to them, and by administrators, under Article 8, section I, § 3 of ICVM 567.

(vi) **Intermediary Financial Institutions:** the operation will be performed through Bradesco Corretora S.A. CTVM, headquartered at Avenida Paulista, 1450 / 7th floor - São Paulo/SP.

Information about the Program for the Buyback of Shares Issued by the Company, including those required under the CVM Instructions No. 567/15 and No. 480/09, as amended, and additional documents are available to shareholders at the Company’s headquarters, on the Company’s investor relations page on its website, as well as on the websites of the CVM and B3.

In 2018, the Company did not repurchase any share, as follows:

Period of Fiscal Year	Year ended December 31, 2018		Total Number of Preferred Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Maximum Number of Preferred Shares that May Yet Be Purchased Under the Plans or Programs
	Total Number of Preferred Shares Purchased	Average Price Paid per Preferred Share (R\$)		
January 1 to January 31	-	-	-	415,111,930
February 1 to February 28	-	-	-	415,111,930
March 1 to March 31	-	-	-	415,111,930
April 1 to April 30	-	-	-	415,111,930
May 1 to May 31	-	-	-	415,111,930
June 1 to June 30	-	-	-	415,111,930
July 1 to July 31	-	-	-	415,111,930
August 1 to August 31	-	-	-	415,111,930
September 1 to September 30	-	-	-	415,111,930
October 1 to October 31	-	-	-	415,111,930
November 1 to November 30	-	-	-	415,111,930
December 1 to December 31	-	-	-	415,111,930
Total	-	-	-	415,111,930

(1) For a more detailed description of our plan, see the information above under the heading “—Plan for the Purchase of Shares Issued by the Company” and note 22(f) to our financial statements

Table of Contents

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Principal Differences Between U.S. and Brazilian Corporate Governance Practices

Pursuant to NYSE rules, foreign private issuers that are listed on the NYSE, such as our Company, must disclose any significant ways in which their corporate governance practices differ from those followed by U.S. companies under the listing rules of the NYSE.

The significant differences between our corporate governance practices and the NYSE corporate governance standards are as follows:

Independence of Directors and Independence Tests

The NYSE standards require a majority of the membership of listed company boards to be composed of independent directors and set for the criteria for determining independence. However, controlled companies (whether or not they are foreign private issuers) are not required to have a majority of the members of their board of directors be independent. Therefore, we would be exempt from this NYSE requirement even if we were a U.S. company.

The Brazilian Corporate Law and our bylaws require that our directors be elected by our shareholders at a general shareholders meeting. Ten of our directors were appointed by our common shareholders, and one director was appointed by representatives of our minority preferred shareholders. Eight of our directors are independent in accordance with the rules of B3's Novo Mercado.

Both the Brazilian Corporate Law and the CVM establish rules in relation to certain qualification requirements and restrictions, investiture, compensation, duties and responsibilities of companies' executives and directors. We believe these rules provide adequate assurances that our independent directors are independent, although such rules allow us to have directors that would not otherwise pass the independence tests established by the NYSE.

Executive Sessions

The NYSE standards require non-management directors of listed companies to meet at regularly scheduled executive sessions without management. In addition, our board of directors' internal rules set forth that the secretary of the board of directors shall summon regular meetings or sessions without the attendance of members of the Company's board of executive officers even if they are a member of the board of directors.

According to the Brazilian Corporate Law, up to one-third of the members of our board of directors can be elected to executive positions. The remaining non-management directors are not expressly empowered to serve as a check on management, and there is no requirement that those directors meet regularly without management. Notwithstanding, our board of directors consists of eleven non-management directors.

Table of Contents

Nominating/Corporate Governance Committee Requirements

The NYSE standards require that listed companies have a nominating/corporate governance committee composed entirely of independent directors, and such committee must have a written charter that addresses the committee's purposes and responsibilities (including certain required purposes and responsibilities) as well as the annual performance evaluation of the committee. However, controlled companies (whether or not they are foreign private issuers) are exempt from this requirement. Therefore, we would be exempt from this NYSE requirement even if we were a U.S. company.

Brazilian Corporate Law does not require us to maintain a committee responsible for nominations or corporate governance. Nevertheless, our board of directors has created our Nominations, Compensation and Corporate Governance Committee, which consists of three to five directors appointed by the board of directors to serve for the duration of their respective terms as members of the board of directors, two of which are independent in accordance with rules generally accepted in Brazil. Our Nominations, Compensation and Corporate Governance Committee has a written charter, which sets forth its responsibilities, including nominating our management team and setting compensation limits for our management, establishing employment agreements for our management and setting forth our annual report of corporate governance practices. Unlike the nominating/corporate governance committees of U.S. companies listed on the NYSE (other than controlled companies), our Nominations, Compensation and Corporate Governance Committee is not responsible for identifying individuals to become board members, or overseeing the evaluation of the board and management. See "Item 6. Directors, Senior Management and Employees—C. Board Practices—Committees—Nominations, Compensation and Corporate Governance Committee" for a description of the responsibilities of our Nominations, Compensation and Corporate Governance Committee.

Compensation Committee Requirements

The NYSE standards require listed companies to have a compensation committee composed entirely of independent directors, and such members must meet the additional independence requirements specific to compensation committee membership set forth in the rules. In addition, NYSE standards require the compensation committee to have a written charter that addresses the committee's purposes and responsibilities (including certain required purposes and responsibilities). In addition, the charter must specify the rights and responsibilities of the compensation committee regarding the authority to retain advisors and provide funding for such advisors. Certain specified factors must be considered regarding such advisors' independence from management. However, controlled companies (whether or not they are foreign private issuers) are exempt from this requirement. Therefore, we would be exempt from this NYSE requirement even if we were a U.S. company.

As noted above, while Brazilian Corporate Law does not require us to have a compensation committee, our board of directors has created our Nominations, Compensation and Corporate Governance Committee. As determined by the

Brazilian Corporate Law, the compensation of management is approved by our shareholders at our shareholders' meeting. Subject to this approval, our board of directors establishes the compensation of its members and of our executive officers. The Nominations, Compensation and Corporate Governance Committee provides information and recommendations to the board of directors regarding the compensation of our executive officers and managers. Our Nominations, Compensation and Corporate Governance Committee is not required to perform certain functions that are required of U.S. companies listed on the NYSE (other than controlled companies), such as directly reviewing and approving corporate goals and objectives relating to CEO compensation, evaluating the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors, determining and approving the CEO's compensation level based on this evaluation.

Our Nominations, Compensation and Corporate Governance Committee is not required by the Brazilian Corporate Law or its charter to take into consideration any factors relevant to independence from management when retaining the advice of a compensation consultant, legal counsel or other advisers.

Audit Committee Requirements

The NYSE standards require listed companies (including foreign private issuers) to have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act. However, Rule 10A-3 provides an exemption for companies, such as our company, that have a board of auditors or statutory auditors, established and selected pursuant to home country legal provisions expressly requiring or permitting such a board or similar body, provided that certain criteria are satisfied. The NYSE standards also set forth additional requirements for the audit committees of listed companies, including that the audit committee must have a minimum of three members, all members of the audit committee must be independent, the audit committee must have a written charter that addresses certain topics, and each listed company must have an internal audit function. As a foreign private issuer, we are exempt from these additional requirements.

Table of Contents

Brazilian Corporate Law and our bylaws each require that we have a statutory Fiscal Board (*Conselho Fiscal*). See “Item 6. Directors, Senior Management and Employees—C. Board Practices—Fiscal Board.” Our statutory Fiscal Board meets the requirements of the general exemption from the listing standards for audit committees set forth in Exchange Act Rule 10A-3(c)(3). See “Item 16D. Exemptions from the Listing Standards for Audit Committees Procedures.” Our statutory Fiscal Board is primarily charged with certain advisory, oversight and review functions with respect to the company’s financial statements. However, the statutory Fiscal Board, as required by Brazilian Corporate Law, has only an advisory role and does not participate in the management of the company. Indeed, decisions of the statutory Fiscal Board are not binding on the company under Brazilian Corporate Law. See “Item 6. Directors, Senior Management and Employees—C. Board Practices—Fiscal Board.”

In addition to our statutory Fiscal Board, we have established a Control and Audit Committee as a best corporate governance practice to comply with the requirements of the Sarbanes-Oxley Act as described in “Item 6. Directors, Senior Management and Employees—C. Board Practices—Committees—Control and Audit Committee.” Our Control and Audit Committee and comprises a minimum of three and a maximum of five directors, who are not members of our Board of Executive Officers, and who are appointed by the board of directors to serve as members of the Control and Audit Committee for the duration of their respective terms as members of the board of directors. All members of the Audit Committee are considered independent in accordance with rules generally accepted in Brazil. The Committee has its own charter, which was approved by the board of directors.

Shareholder Approval of Equity Compensation Plans

NYSE rules require that shareholders be given the opportunity to vote on all equity compensation plans and material revisions thereto, with limited exceptions. Neither Brazilian Corporate Law nor our bylaws require that our preferred shareholders approve of equity compensation plans.

Corporate Governance Guidelines

NYSE rules require that listed companies adopt and disclose corporate governance guidelines.

We are subject to the corporate governance provisions of the Brazilian Corporate Law and of CVM Instruction 480 (as amended by CVM Instruction 586 issued on June 8, 2017), which requires us to disclose certain corporate governance guidelines. Under CVM Instruction 480, we must disclose information regarding our adoption of the governance practices set forth in the Brazilian Corporate Governance Code - Public Companies (the “Governance Code”). Thus, we are required to disclose a report named “Report on the Brazilian Corporate Governance Code - Public Companies” within seven months from the closing date of each fiscal year. Notwithstanding, since the governance practices set forth in the Governance Code are imposed only on a “comply or explain” basis, adherence to the recommendations described therein is not mandatory, however an explanation must be disclosed with respect to any recommendations

set forth therein that we do not adopt.

In addition, we have a Nominations, Compensation and Corporate Governance Committee that establishes our corporate governance guidelines, which we disclose to the public on an annual basis.

ITEM 16H.

MINE SAFETY DISCLOSURE

Not applicable.

Table of Contents

PART III

ITEM 17. FINANCIAL STATEMENTS

We have responded to Item 18 in lieu of responding to this Item.

ITEM 18. FINANCIAL STATEMENTS

Reference is made to pages F-1 through F-105.

ITEM 19. EXHIBITS

Exhibit number	Description
1.1	<u>Bylaws of Telefônica Brasil S.A., as amended (unofficial English translation).</u>
2.1	<u>Deposit Agreement dated as of January 28, 2013, among Telefônica Brasil S.A., Citibank, N.A., as Depositary, and Owners and Beneficial Owners of American Depositary Receipts issued thereunder. (Incorporated by reference to Exhibit 99 (A) to our Registration Statement of American Depositary Receipt shares on Form F-6 (No. 333-201244), filed with the SEC on December 23, 2014)</u>
4.1	<u>Contract and Justification of the Merger of Telefônica Data Brasil Holding S.A. into Telecomunicações De São Paulo S.A. – TELESP and Partial Spin-Off of Telefônica Empresas S.A. dated March 9, 2006. (Incorporated by reference to Exhibit B to our Form CB, filed with the SEC on March 14, 2006)</u>
4.2	<u>Grant Contract for Fixed Commuted Telephone Service in Local Modality (Sector 31) between Agência Nacional De Telecomunicações and Telecomunicações De São Paulo S.A. – TELESP dated June 30, 2011 (unofficial English translation). (Incorporated by reference to Exhibit 4(B).1 to our Annual Report on Form 20-F for the year ended December 31, 2011, filed with the SEC on April 20, 2012)</u>
4.3	<u>Grant Contract for Fixed Commuted Telephone Service in Long-Distance Modality (Sector 31) between Agência Nacional De Telecomunicações and Telecomunicações De São Paulo S.A. – TELESP dated June 30, 2011 (unofficial English translation). (Incorporated by reference to Exhibit 4(B).2 to our Annual Report on Form 20-F for the year ended December 31, 2011, filed with the SEC on April 20, 2012)</u>
4.4	<u>Certificate of Authorization to Provide Multimedia Communication Service between Agência Nacional de Telecomunicações – ANATEL and Global Telecom S.A. dated March 19, 2004 (English language summary). (Incorporated by reference to Exhibit 4(B).1 to our Annual Report on Form 20-F for the year ended December 31, 2012, filed with the SEC on March 20, 2013)</u>
4.5	<u>Authorization Agreement of the Personal Mobile Service (Region II) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated January 18, 2010 (English language summary). (Incorporated by reference to Exhibit 4.3 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>

- 4.6 Authorization Agreement of the Personal Mobile Service (Region III) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated January 18, 2010 (English language summary). (Incorporated by reference to Exhibit 4.4 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)
- 4.7 Authorization Agreement to Provide Commuted Fixed Telephone Service in Local Modality (Regions I and II) between Agência Nacional De Telecomunicações and Telefônica Brasil S.A. dated September 5, 2011 (English language summary). (Incorporated by reference to Exhibit 4.5 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)

Table of Contents

Exhibit number	Description
4.8	<u>Certificate of Authorization to Provide Commuted Fixed Telephone Service in National Long-Distance Modality (Regions I and II) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated September 5, 2011 (English language summary). (Incorporated by reference to Exhibit 4.6 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.9	<u>Certificate of Authorization to Provide Commuted Fixed Telephone Service in International Long-Distance Modality (Regions I and II) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated September 5, 2011 (English language summary). (Incorporated by reference to Exhibit 4.7 to our Annual Report on Form 20-F for the year ended December 31, 2013 filed with the SEC on March 19, 2014)</u>
4.10	<u>Authorization Agreement of the Personal Mobile Service (Region I) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated February 7, 2012 (English language summary). (Incorporated by reference to Exhibit 4.8 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.11	<u>Authorization Agreement for Spectrum Blocks Associated with Personal Mobile Service (Region III) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated October 16, 2012 (English language summary). (Incorporated by reference to Exhibit 4.9 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.12	<u>Authorization Agreement for Spectrum Blocks Associated with Personal Mobile Service (Region II) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated October 16, 2012 (English language summary). (Incorporated by reference to Exhibit 4.10 to our Annual Report on Form 20-F for the year ended December 31, 2013 filed with the SEC on March 19, 2014)</u>
4.13	<u>Authorization Agreement for Spectrum Blocks Associated with Personal Mobile Service (Region III) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated October 16, 2012 (English language summary). (Incorporated by reference to Exhibit 4.11 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.14	<u>Authorization Agreement for Spectrum Blocks Associated with Personal Mobile Service and Multimedia Communication (Areas identified by the National Codes 13, 14, 15, 16, 17, 18 and 19, in the state of São Paulo) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated October 16, 2012 (English language summary). (Incorporated by reference to Exhibit 4.12 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.15	<u>Authorization Agreement for Spectrum Blocks Associated with Personal Mobile Service and Multimedia Communication (States of Alagoas, Ceará, Minas Gerais, Paraíba, Pernambuco, Piauí, Rio Grande do Norte and Sergipe) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated October 16, 2012 (English language summary). (Incorporated by reference to Exhibit 4.13 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.16	<u>Authorization Agreement for Conditional Access Service in the entire Brazilian territory between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated March 18, 2013 (Incorporated by reference to Exhibit 4.14 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.17	<u>Authorization Agreement for Conditional Access Service in the entire Brazilian territory between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated March 18, 2013 (Incorporated by reference to Exhibit 4.15 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>

Table of Contents

Exhibit number	Description
4.18	<u>Authorization Agreement for Conditional Access Service in the entire Brazilian territory between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated March 18, 2013 (Incorporated by reference to Exhibit 4.16 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.19	<u>Authorization Agreement for Conditional Access Service in the entire Brazilian territory between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated March 18, 2013 (Incorporated by reference to Exhibit 4.17 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.20	<u>Authorization Agreement for Conditional Access Service in the entire Brazilian territory between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated March 18, 2013 (Incorporated by reference to Exhibit 4.18 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.21	<u>Authorization Agreement for Conditional Access Service in the entire Brazilian territory between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated March 18, 2013 (Incorporated by reference to Exhibit 4.19 to our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on March 19, 2014)</u>
4.22	<u>Authorization Agreement for Radiofrequency Blocks Associated with Personal Mobile Service (States of Rio de Janeiro, Minas Gerais, Espírito Santo, Bahia, Sergipe, Alagoas, Pernambuco, Paraíba, Rio Grande do Norte, Ceará and Piauí) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated December 2, 2014 (Incorporated by reference to Exhibit 4.22 to our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the SEC on February 27, 2015).</u>
4.23	<u>Authorization Agreement for Radiofrequency Blocks Associated with Personal Mobile Service (Federal District of Brasília and the States of Rio Grande do Sul, Santa Catarina, Paraná, Mato Grosso do Sul, Mato Grosso, Goiás, Tocantins and Rondônia.) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated December 2, 2014 (Incorporated by reference to Exhibit 4.23 to our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the SEC on February 27, 2015).</u>
4.24	<u>Authorization Agreement for Radiofrequency Blocks Associated with Personal Mobile Service (State of São Paulo) between Agência Nacional de Telecomunicações – ANATEL and Telefônica Brasil S.A. dated December 2, 2014 (Incorporated by reference to Exhibit 4.24 to our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the SEC on February 27, 2015).</u>
4.25	<u>Stock Purchase Agreement and Other Covenants, dated as of September 18, 2014, by and among Vivendi S.A., Société d’Investissements et de Gestion 72 S.A. and Société d’Investissements et de Gestion 108 SAS, as sellers, Telefônica Brasil S.A., as purchaser, and GVTPar, GVT Operadora and Telefônica, S.A. (Incorporated by reference to Exhibit 4.25 to our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the SEC on February 27, 2015) †</u>
8.1	<u>List of Subsidiaries</u>
12.1	<u>Section 302 Certification of the Chief Executive Officer.</u>
12.2	<u>Section 302 Certification of the Chief Financial Officer.</u>
13.1	<u>Section 906 Certification of the Chief Executive Officer.</u>
13.2	<u>Section 906 Certification of the Chief Financial Officer.</u>
145	

Table of Contents

Exhibit number Description

101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

Confidential information has been omitted and filed separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to this omitted information.

In accordance with Rule 406T(b)(2) of Regulation S-T, this eXtensible Business Reporting Language (XBRL) information is furnished and not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Table of Contents

GLOSSARY OF TELECOMMUNICATIONS TERMS

The following explanations are not intended as technical definitions, but to assist the reader in understanding certain terms as used in this Annual Report.

AICE: Acesso Individual Classe Especial is a mandatory plan offered by telecommunication providers to low-income customers. Includes different pricing schemes for the Basic Plan (*Plano Básico*) and the Mandatory Offer Alternative Plan (*Plano Alternativo de Oferta Obrigatória*).

Analog: A mode of transmission or switching that is not digital, e.g., the representation of voice, video or other modulated electrical audio signals, which are not in digital form.

Cellular service: A cellular telecommunications service provided by means of a network of interconnected low-powered base stations, each of which covers one small geographic cell within the total cellular telecommunications system service area.

Digital: A mode of representing a physical variable such as speech using digits 0 and 1 only. The digits are transmitted in binary form as a series of pulses. Digital networks allow for higher capacity and higher flexibility through the use of computer-related technology for the transmission and manipulation of telephone calls. Digital systems offer lower noise interference and can incorporate encryption as protection from external interference.

DTH: A special type of service that uses satellites for the direct distribution of television and audio signs for subscribers.

EILD: *Exploração Industrial de Linha Dedicada*, or industrial exploration dedicated lines which are regulated by ANATEL.

FTTC: Internet access through Fiber Optic (“Fiber to the Curb”).

FTTH: Internet access through Fiber Optic (“Fiber to the Home”).

FWT: Fixed-phones using the wireless network (“Fixed Wireless Telephone”).

GSM: Global System for Mobile Communications, a service rendered by concession from ANATEL for a specific frequency range.

Interconnection fee: Amount paid per minute charged by network operators for the use of their network by other network operators.

Internet: A collection of interconnected networks spanning the entire world, including university, corporate, government and research networks from around the globe. These networks all use the IP (Internet Protocol) communications protocol.

IP (Internet protocol): An interconnection protocol for sub-networks, in particular for those with different physical characteristics used by the Internet.

IPTV: Pay TV with video broadcast offered through the use of the IP protocol.

Measured services: all calls that originate and terminate within the same area code within our concession region.

MMDS: (Multichannel Multipoint Distribution Service): Wireless telecommunications technology, used for general-purpose broadband networking or, more commonly, as an alternative method of cable television programming reception.

MTR: *Tarifa de Terminação Móvel*, or Mobile Termination Rate.

Table of Contents

MVNO (Mobile Virtual Network Operator): Wireless communications services provider that does not own the wireless network infrastructure over which the MVNO provides services to its customers.

Net additions: the total number of new customers acquired in any period minus the reduction in the number of customers.

Network: An interconnected collection of elements. In a telephone network, these consist of switches connected to each other and to customer equipment. The transmission equipment may be based on fiber optic or metallic cable or point-to-point radio connections.

NGN: next-generation network is a body of key architectural changes in telecommunication core and access networks. The general idea behind the NGN is that one network transports all information and services (voice, data, and all sorts of media such as video) by encapsulating these into packets, similar to those used on the Internet.

PGO: *Plano Geral de Outorgas*, or General Plan of Grants.

PGMU: *Plano Geral de Metas de Universalização*, or General Universal Service Targets Plan.

PGMQ: *Plano Geral de Metas de Qualidade General*, or Quality Targets Plan.

SCM: *Serviço de Comunicação Multimídia* or multimedia communication services.

SeAC: *Serviço de Acesso Condicionado* or Conditional Access Service, a service rendered pursuant to an authorization granted by ANATEL to provide Pay TV service throughout all regions of Brazil.

SMP: *Serviço Móvel Pessoal* or Personal Mobile Service, a service rendered pursuant to an authorization granted by ANATEL to provide mobile service in a specific frequency range.

SMS: Text messaging services for wireless devices, which allow customers to send and receive alphanumerical messages.

STFC: *Serviço de Telefonia Fixo Comutado*, or the transmission of voice and other signals between determined fixed points. In this annual report, we refer to STFC as “fixed telephone services.”

Switch: Devices used to set up and route telephone calls either to the number called or to the next switch along the path. They may also record information for billing and control purposes.

Universal service: The obligation to supply basic service to all users throughout a national territory at reasonable prices.

VOIP: Voice over Internet Protocol, is a technology for transmitting voice using the Internet.

VOD: Video on demand systems allow users to select and watch/listen to video or audio content on demand.

WAP: Wireless Application Protocol, an open and standardized protocol started in 1997, which allows access to Internet servers through specific equipment, a WAP Gateway at the carrier, and WAP browsers in customers’ wireless devices.

WCDMA: Wide-Band Code-Division Multiple Access, a technology for wideband digital radio communications of Internet, multimedia, video and other bandwidth-demanding applications.

Wireless devices: wireless appliances that we sell, including cellular handsets, wireless handheld devices and wireless broadband cards.

xDSL: A technology that allows high-speed transmission of text, audio and video, generally over standard telephone lines (“Digital Subscriber Line”).

Table of Contents

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

TELEFÔNICA BRASIL S.A.

By: /s/ Christian Mauad Gebara
Name: Christian Mauad Gebara
Title: Chief Executive Officer

By: /s/ David Melcon Sanchez-Friera
Name: David Melcon Sanchez-Friera
Title: Chief Financial Officer

Date: February 21, 2019

Table of Contents

Telefônica Brasil S.A.

Consolidated Financial Statements

As at December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016

Contents

<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-1</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-2</u>
<u>Consolidated Balance Sheets</u>	<u>F-3</u>
<u>Consolidated Statements of Income</u>	<u>F-5</u>
<u>Consolidated Statements of Other Comprehensive Income</u>	<u>F-6</u>
<u>Consolidated Statements of Changes in Equity</u>	<u>F-7</u>
<u>Consolidated Statements of Cash Flows</u>	<u>F-8</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F-9</u>

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

Telefônica Brasil S.A and its subsidiaries

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheet of Telefônica Brasil S.A. and its subsidiaries (“the Company”) as of December 31, 2018 and December 31, 2017, and the related consolidated statements of income, other comprehensive income, changes in equity and cash flows for the years ended December 31, 2018 and December 31, 2017, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and December 31, 2017, and the results of its operations and its cash flows for the years ended December 31, 2018 and December 31, 2017 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018 based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Item 15 - Controls and Procedures - Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers Auditores Independentes

São Paulo Brazil

February 21, 2019

We have served as the Company's auditor since 2017.

F-1

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of

Telefônica Brasil S.A.

We have audited the accompanying consolidated statements of income, comprehensive income, shareholders' equity, and cash flows of Telefônica Brasil S.A. (the "Company") and subsidiaries for year ended December 31, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the results of operations of Telefônica Brasil S.A. and subsidiaries and their cash flows for the year ended December 31, 2016, in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

/s/ ERNST & YOUNG Auditores Independentes S.S.

São Paulo, Brazil

February 22, 2017

Table of Contents**TELEFÔNICA BRASIL S.A.****Consolidated Balance Sheets****At December 31, 2018 and 2017****(In thousands of reais)**

ASSETS	Note	12.31.18	12.31.17
Current assets		18,362,992	16,731,666
Cash and cash equivalents	3	3,381,328	4,050,338
Trade accounts receivable	4	8,304,382	8,588,466
Inventories	5	462,053	348,755
Income and social contribution taxes recoverable	7	274,589	505,535
Taxes, charges and contributions recoverable	8	4,674,218	2,058,455
Judicial deposits and garnishments	9	313,007	324,638
Prepaid expenses	6	581,743	446,439
Derivative financial instruments	31	69,065	87,643
Other assets	10	302,607	321,397
Non-current assets		84,198,326	84,651,169
Short-term investments pledged as collateral		76,934	81,486
Trade accounts receivable	4	426,252	273,888
Taxes, charges and contributions recoverable	8	3,222,262	743,285
Deferred taxes	7	230,097	371,408
Judicial deposits and garnishments	9	3,597,007	6,339,167
Prepaid expenses	6	134,232	23,116
Derivative financial instruments	31	26,468	76,762
Other assets	10	47,105	88,935
Investments	11	101,657	98,902
Property, plant and equipment	12	34,115,327	33,222,316
Intangible assets	13	42,220,985	43,331,904
TOTAL ASSETS		102,561,318	101,382,835

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents**TELEFÔNICA BRASIL S.A.****Consolidated Balance Sheets****At December 31, 2018 and 2017****(In thousands of reais)**

LIABILITIES AND EQUITY	Note	12.31.18	12.31.17
Current liabilities		17,160,820	17,862,531
Personnel, social charges and benefits	15	782,630	723,380
Trade accounts payable	16	7,642,782	7,447,100
Income and social contribution taxes payable	7	12,009	4,479
Taxes, charges and contributions payable	17	1,797,965	1,726,836
Dividends and interest on equity	18	4,172,916	2,396,116
Provisions and contingencies	19	377,929	1,434,911
Deferred income	21	525,509	372,561
Loans, financing and debentures	20	1,464,166	3,033,441
Derivative financial instruments	31	16,538	5,239
Other liabilities	22	368,376	718,468
Non-current liabilities		13,793,471	14,058,946
Personnel, social charges and benefits	15	11,903	23,284
Taxes, charges and contributions payable	17	39,245	49,448
Deferred taxes	7	1,982,952	709,325
Provisions and contingencies	19	5,881,396	6,709,839
Deferred income	21	250,526	350,637
Loans, financing and debentures	20	4,675,271	5,428,400
Derivative financial instruments	31	22,845	15,412
Other liabilities	22	929,333	772,601
TOTAL LIABILITIES		30,954,291	31,921,477
Equity		71,607,027	69,461,358
Capital	23	63,571,416	63,571,416
Capital reserves	23	1,213,532	1,213,522
Income reserves	23	4,324,170	2,463,228
Other comprehensive income accumulated	23	29,225	21,328
Additional proposed dividends	23	2,468,684	2,191,864
TOTAL LIABILITIES AND EQUITY		102,561,318	101,382,835

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents**TELEFÔNICA BRASIL S.A.****Consolidated Statements of Income****Years ended December 31, 2018, 2017 and 2016****(In thousands of reais, except earnings per share)**

	Note	2018	2017	2016
Net operating revenue	24	43,462,740	43,206,832	42,508,459
Cost of sales	25	(21,025,767)	(20,272,530)	(20,823,014)
Gross profit		22,436,973	22,934,302	21,685,445
Operating income (expenses)		(12,980,789)	(16,302,065)	(15,317,426)
Selling expenses	25	(12,832,741)	(13,136,474)	(12,455,366)
General and administrative expenses	25	(2,598,970)	(2,443,105)	(2,793,386)
Other operating income	26	4,077,003	464,182	968,479
Other operating expenses	26	(1,626,081)	(1,186,668)	(1,037,153)
Operating income		9,456,184	6,632,237	6,368,019
Financial income	27	4,112,640	1,755,958	2,781,359
Financial expenses	27	(2,285,487)	(2,659,002)	(4,015,900)
Equity pickup	11	(5,847)	1,580	1,244
Income before taxes		11,277,490	5,730,773	5,134,722
Income and social contribution taxes	7	(2,349,232)	(1,121,983)	(1,049,480)
Net income for the year		8,928,258	4,608,790	4,085,242
Basic and diluted earnings per common share (in R\$)	23	4.96	2.56	2.27
Basic and diluted earnings per preferred share (in R\$)	23	5.45	2.82	2.50

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents**TELEFÔNICA BRASIL S.A.****Consolidated Statements of Other Comprehensive Income****Years ended December 31, 2018, 2017 and 2016****(In thousands of reais)**

	Note	2018	2017	2016
Net income for the year		8,928,258	4,608,790	4,085,242
Other comprehensive income (losses) that may be reclassified into income (losses) in subsequent periods		8,309	9,644	(14,062)
Gains (losses) on derivative financial instruments	31	(2,450)	(2,417)	4,803
Taxes	7	832	822	(1,633)
Cumulative Translation Adjustments (CTA) on transactions in foreign currency	11	9,927	11,239	(17,232)
Other comprehensive income (losses) not to be reclassified into income (losses) in subsequent periods		(63,151)	(113,588)	(156,211)
Unrealized gains (losses) on financial assets at fair value through other comprehensive income	11	(625)	338	83
Actuarial losses and limitation effect of the assets of surplus plan	30	(93,491)	(171,296)	(236,767)
Taxes	7	30,965	57,370	80,473
Other comprehensive losses		(54,842)	(103,944)	(170,273)
Total comprehensive income for the year		8,873,416	4,504,846	3,914,969

The accompanying notes are an integral part of these Consolidated Financial Statements.

Table of Contents**TELEFÔNICA BRASIL S.A.****Consolidated Statements of Changes in Equity****Years ended December 31, 2018, 2017 and 2016****(In thousands of reais)**

	Capital	Capital reserves		Treasury shares	Income reserves			Expansion and modernization reserve	Retained earnings	Proposed additional dividends
		Special goodwill reserve	Other capital reserves		Legal reserve	Tax incentive reserve				
Balances at December 31, 2015	63,571,416	63,074	1,297,295	(87,805)	1,703,643	6,928	700,000	-		1,287,223
Payment of additional dividend for 2015	-	-	-	-	-	-	-	-	-	(1,287,223)
Prescribed equity instruments, including unclaimed dividends and interest on equity	-	-	-	-	-	-	-	221,559	-	-
Preferred shares delivered referring to the judicial process of expansion plan	-	-	2	15	-	-	-	-	-	-
DIPJ adjustment - Tax incentives	-	-	-	-	-	10,141	-	(10,141)	-	-
Other comprehensive income	-	-	-	-	-	-	-	(156,266)	-	-
Net income for the year	-	-	-	-	-	-	-	4,085,242	-	-
Allocation of income:										
Legal reserve	-	-	-	-	204,262	-	-	(204,262)	-	-
	-	-	-	-	-	-	-	(2,172,145)	-	-

Interim interest on equity									
Reversal of expansion and Modernization Reserve	-	-	-	-	-	-	(700,000)	700,000	-
Expansion and Modernization Reserve	-	-	-	-	-	-	550,000	(550,000)	-
Additional proposed dividends	-	-	-	-	-	-	-	(1,913,987)	1,913,987
Balances at December 31, 2016	63,571,416	63,074	1,297,297	(87,790)	1,907,905	17,069	550,000	(0)	1,913,987
Payment of additional dividend for 2016	-	-	-	-	-	-	-	-	(1,913,987)
Unclaimed dividends and interest on equity	-	-	-	-	-	-	-	101,778	-
Repurchase of preferred shares	-	-	-	(32)	-	-	-	-	-
Preferred shares delivered referring to the judicial process of expansion plan	-	-	-	2	-	-	-	-	-
DIPJ adjustment - Tax incentives	-	-	-	-	-	10,815	-	(10,815)	-
Other comprehensive income	-	-	-	-	-	-	-	(113,811)	-
Equity transactions (Note 1 c)	-	-	(59,029)	-	-	-	-	-	-
Net income for the year	-	-	-	-	-	-	-	4,608,790	-
Allocation of income:									
Legal reserve	-	-	-	-	230,439	-	-	(230,439)	-
Interim interest on equity	-	-	-	-	-	-	-	(2,416,639)	-
Reversal of expansion and	-	-	-	-	-	-	(550,000)	550,000	-

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Modernization Reserve										
Expansion and Modernization Reserve	-	-	-	-	-	-	297,000	(297,000)	-	
Additional proposed dividends	-	-	-	-	-	-	-	(2,191,864)	2,191,864	
Balances at December 31, 2017	63,571,416	63,074	1,238,268	(87,820)	2,138,344	27,884	297,000	-		2,191,864
Effects of the initial adoption of IFRS 9 and 15, net of taxes	-	-	-	-	-	-	-	(138,663)	-	
Payment of additional dividend for 2017	-	-	-	-	-	-	-	-		(2,191,864)
Unclaimed dividends and interest on equity	-	-	-	-	-	-	-	152,770	-	
DIPJ adjustment - Tax incentives	-	-	-	-	-	11,529	-	(11,529)	-	
Other comprehensive income	-	-	-	-	-	-	-	(62,739)	-	
Equity transactions	-	-	10	-	-	-	-	-	-	
Net income for the year	-	-	-	-	-	-	-	8,928,258	-	
Allocation of income:										
Legal reserve	-	-	-	-	446,413	-	-	(446,413)	-	
Interim interest on equity	-	-	-	-	-	-	-	(4,550,000)	-	
Reversal of expansion and Modernization Reserve	-	-	-	-	-	-	(297,000)	297,000	-	
Expansion and Modernization Reserve	-	-	-	-	-	-	1,700,000	(1,700,000)	-	
Additional proposed dividends	-	-	-	-	-	-	-	(2,468,684)	2,468,684	
Balances at December 31, 2018	63,571,416	63,074	1,238,278	(87,820)	2,584,757	39,413	1,700,000	0		2,468,684

F-7

Table of Contents**TELEFÔNICA BRASIL S.A.****Consolidated Statements of Cash Flows****Years ended December 31, 2018, 2017 and 2016****(In thousands in reais)**

	2018	2017	2016
<u>Cash flows from operating activities</u>			
Income before taxes	11,277,490	5,730,773	5,134,722
Adjustment for:			
Depreciation and amortization	8,368,623	7,853,734	7,654,406
Foreign exchange on loans and derivative financial instruments	30,664	57,832	75,075
Monetary losses	801,912	543,852	620,570
Equity pickup	5,847	(1,580)	(1,244)
Losses (gains) on write-off/sale of assets	(63,881)	(74,337)	(451,215)
Provision for impairment - accounts receivable	1,533,660	1,481,015	1,348,221
Change in liability provisions	(80,333)	(93,479)	273,664
Write-off and reversals for impairment - inventories	(45,223)	(45,089)	(36,898)
Pension plans and other post-retirement benefits	52,885	31,511	5,243
Provisions for tax, civil, labor and regulatory contingencies	1,098,251	999,419	985,176
Interest expense	497,797	926,220	1,049,553
Other	(14,089)	(8,737)	(72,610)
Changes in assets and liabilities			
Trade accounts receivable	(1,603,002)	(1,274,181)	(1,739,550)
Inventories	(68,127)	106,393	230,116
Taxes recoverable	(5,849,648)	(330,398)	(823,360)
Prepaid expenses	41,166	11,051	105,845
Other assets	(20,225)	82,109	23,202
Personnel, social charges and benefits	47,870	(42,830)	53,005
Trade accounts payable	1,056,817	121,577	(707,998)
Taxes, charges and contributions	223,059	180,915	601,970
Provisions for tax, civil, labor and regulatory contingencies	(3,928,925)	(1,592,860)	(1,108,045)
Other liabilities	(249,571)	(472,771)	(284,465)
	1,835,527	8,459,366	7,800,661
Cash generated from operations	13,113,017	14,190,139	12,935,383
Interest paid	(494,931)	(859,586)	(926,223)
Income and social contribution taxes paid	(676,659)	(689,493)	(568,335)
Net cash (used in) generated by operating activities	11,941,427	12,641,060	11,440,825
Cash flows from investing activities			

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Additions to PP&E, intangible assets and others	(8,517,458)	(8,367,660)	(7,470,869)
Cash received from sale of PP&E items	9,053	20,672	778,819
Cash paid for acquisition of companies, net of cash acquired	-	(206,649)	-
Cash received from sale of investments	10	31,804	-
Redemption of (increase in) judicial deposits	2,832,062	83,500	(202,525)
Dividends and interest on equity received	-	-	3
Other	-	111	-
Net cash (used in) generated by investing activities	(5,676,333)	(8,438,222)	(6,894,572)
Cash flows from financing activities			
Payment of loans, financing and debentures	(2,893,219)	(4,485,495)	(2,171,100)
Loans and financing raised	-	3,055,876	466,629
Received of derivative financial instruments	181,117	107,846	132,410
Payment of derivative financial instruments	(85,124)	(267,254)	(239,379)
Payment for reverse split of shares	-	-	(164)
Dividend and interest on equity paid	(4,136,878)	(3,668,551)	(2,966,384)
Treasury shares	-	(32)	-
Net cash (used in) generated by financing activities	(6,934,104)	(5,257,610)	(4,777,988)
Increase (decrease) in cash and cash equivalents	(669,010)	(1,054,772)	(231,735)
Cash and cash equivalents at beginning of the year	4,050,338	5,105,110	5,336,845
Cash and cash equivalents at end of the year	3,381,328	4,050,338	5,105,110

Table of Contents

Telefônica Brasil S. A.

Notes to Consolidated Financial Statements

Years ended December 31, 2018, 2017 and 2016

(In thousands of reais, unless otherwise stated)

1) OPERATIONS

a) Background information

Telefônica Brasil S.A. (the “Company” or “Telefônica Brasil”) is a publicly-held corporation with the corporate purpose of operating telecommunications services; development of activities necessary or useful for the execution of those services, in accordance with the concessions, authorizations and permissions granted to them; exploitation of value-added services; operation of integrated solutions, management and provision of services related to: (i) data center, including hosting and colocation; (ii) storage, processing and management of data, information, texts, images, videos, applications and information systems and similar; (iii) information technology; (iv) information and communication security; (v) telecommunications; and (vi) electronic security systems; licensing and sublicensing of software of any nature, among others.

The Company, headquartered at Avenida Engenheiro Luiz Carlos Berrini, No. 1376, in the city and state of São Paulo, Brazil, is a member of the Telefónica Group (“Group”), with headquarters in Spain and present in several countries of Europe and Latin America.

At December 31, 2018 and 2017, Telefónica S.A. (“Telefónica”), the Group holding company, held total direct and indirect interest in the Company of 73.58% (Note 23).

The Company is registered in the Brazilian Securities Commission (“CVM”) as a publicly-held company under Category A (issuers authorized to trade any marketable securities) and has shares traded on the B3 (company resulting from the combination of activities between BM&FBovespa and CETIP – Central Custody and Settlement of Securities). The Company is also listed in the Securities and Exchange Commission (“SEC”), of the United States of America, and its American Depositary Shares (“ADSs”) are classified under level II, backed only by preferred shares and traded on the New York Stock Exchange (“NYSE”).

b) Operations

The Company operates in the rendering of: (i) Fixed Switched Telephone Service Concession Arrangement ("STFC"); (ii) Multimedia Communication Service ("SCM", data communication, including broadband internet); (iii) Personal Mobile Service ("SMP"); and (iv) Conditioned Access Service ("SEAC" - Pay TV), throughout Brazil, through concessions and authorizations, as established in the General Plan of Concessions ("PGO").

Service concessions and authorizations are granted by Brazil's Telecommunications Regulatory Agency ("ANATEL"), the agency responsible for the regulation of the Brazilian telecommunications sector under the terms of Law No. 9472 of July 16, 1997 - General Telecommunications Law ("Lei Geral das Telecomunicações" - LGT), amended by Laws No. 9986, of July 18, 2000, and No. 12485, of September 12, 2011. The operation of such concessions is subject to supplementary regulations and plans.

In accordance with the STFC service concession agreement, in every two years, during the agreement's 20-year term, valid until December 31, 2025, the Company shall pay a fee equivalent to 2% of its prior-year STFC revenue, net of applicable taxes and social contribution taxes (Note 22).

In accordance with the authorization terms for the usage of radio frequencies associated with SMP, in every two years after the first renewal of these agreements, the Company shall pay a fee equivalent to 2% of its prior-year SMP revenue, net of applicable taxes and social contribution taxes (Note 22), and in the 15th year the Company will pay 1% of its prior-year revenue. The calculation will consider the net revenue from the application of Basic and Alternative Services Plans. These agreements can be extended only once for a term of 15 years.

The Company's authorization terms ("TA") for the operation of SMP, according to the SMP General Authorization Plan ("PGA"), are: (i) Region I - TA n. 078/2012 / PVCP / SPV-ANATEL; (ii) Region II - TA n ° 005/2010 / PVCP / SPV-ANATEL; and (iii) Region III - TA n ° 006/2010 / PVCP / SPV-ANATEL.

Table of Contents

The terms of authorization for the use of the radio frequency bands are granted based on the results obtained in the respective radio frequency auction conducted by ANATEL.

The following is a summary of the authorizations for use of radio frequency bands, granted to the Company, according to the terms of authorization to operate the service in each region.

Radiofrequency Band (MHz)	Band (MHz)	License Expiration (Year)
450 MHz	14	2027
700 MHz	20	2029
800 MHz	25	2020-2028
900 MHz	5	2020-2023
1800 MHz	20-50	2020-2023
2100 MHz	20-30	2023
2500 MHz	40-60	2027-2031

c) Corporate events that occurred in 2018 and 2017

c.1) Corporate Restructuring - 2018

At the Extraordinary General Meeting ("AGE") held on November 30, 2018, the corporate restructuring was approved, with the merger of the wholly-owned subsidiary Telefônica Data SA ("TData") by the Company, with operational effects as from December 1, 2018.

TData was a subsidiary of the Company based in Brazil, whose purpose was to provide services, including, without limitation, the provision of audio, video, image and text content, applications and the like, exploration of integrated solutions and the provision of value-added services.

TData was the parent company of Telefônica Transportes e Logística Ltda. ("TGLog"), which exploits logistics activity; the administration and operation of general and customs warehouses throughout the national territory, among other logistics activities and of Terra Networks Brasil SA ("Terra Networks"), which provides digital services (value-added services ("SVA") and third parties and carrier billing, as well as mobile channels for sales and relationship) and advertising, with both companies headquartered in Brazil.

The TData merger had the objective of standardizing the rendering of services, simplifying the Group current organizational and corporate structure, and assisting in the integration of the Company's business with TData.

c.2) Acquisition of Terra Networks by Wholly-Owned Subsidiary - 2017

On July 3, 2017, the Company announced that its wholly-owned subsidiary TData has acquired all the shares representing the capital stock of Terra Networks, owned by SP Telecomunicações Participações Ltda. ("SPTE"), one of the controlling shareholders of the Company.

The total price paid for the acquisition of shares issued by Terra Networks was R\$ 250,000, in a single installment, with no need for any financing, using only the cash available of TData. Such value was calculated based on the economic value of Terra Networks, according to the discounted cash flow criterion, with a base date of April 30, 2017, based on an appraisal report contracted by the TData Board of Directors.

The acquisition was subject to conditions usually applicable to this type of deal and was preceded by a legal and financial audit in relation to Terra Networks and valuation by an independent company.

The acquisition was to expand and integrate the commercial offer of digital services that can add immediate value to the customer base of TData and of the Company, as well as generating TData service offers to Terra Networks' customer base and subscribers and, thanks to the national presence of Terra Networks' operation and expertise, generate leverage for TData advertising business. In addition, since the Company has the skills to create new digital media products for mobile and advertising and Terra Networks has know-how in selling, attending and operating digital services for specific customers, the acquisition by TData will also facilitate the synergy between the companies involved, in addition to maximizing the unification of the commercial conditions maintained with suppliers.

Table of Contents

2) **BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS**

a) **Statement of compliance**

The consolidated financial statements were prepared and are presented in accordance with the International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

b) **Basis of preparation and presentation**

The financial statements were prepared on a historical cost basis (except where different criteria are required) and adjusted to reflect the valuation of assets and liabilities measured at fair value or considering the mark-to-market valuation when such valuations are required by IFRS.

The Statement of Cash Flows was prepared in accordance with IAS 7 - Statement of Cash Flows and reflects the changes in cash that occurred in the years presented using the indirect method.

Assets and liabilities are classified as current when it is probable that their realization or settlement will occur in the next 12 months. Otherwise, they are classified and shown as non-current. The only exception relates to the balances of deferred tax assets and liabilities, which are classified and fully shown as non-current.

The Board of Directors authorized the issue of these individual and consolidated financial statements at the meeting held on February 15, 2019.

c) **Functional and reporting currency**

The Company’s financial statements for the years ended December 31, 2018, 2017 and 2016 are presented in thousands of reais (unless otherwise stated).

The Company’s functional and reporting currency is the Brazilian real. Transactions in foreign currency are translated into Brazilian reais as follows: (i) assets, liabilities and shareholders' equity (excluding capital stock and capital

reserves) are translated at the closing exchange rate on the balance sheet date; (ii) expenses and revenues are translated at the average exchange rate, except for specific transactions that are converted by the transaction date rate; and (iii) the capital stock and capital reserves are converted by the transaction date rate.

The gains and losses resulting from the conversion of investments abroad are recognized in the statement of comprehensive income. Gains and losses resulting from the translation of monetary assets and liabilities recorded between the exchange rate prevailing at the date of the transaction and the year-end closing (except for the conversion of investments abroad) are recognized in the income statement.

d) Basis of consolidation

The Company holds direct equity interests in subsidiaries and jointly-controlled subsidiaries. Below, we present the main information of the Company's investees.

Investees	Type of investment	Equity interests		Country (Headquarters)	Core activity
		At 12.31.18	At 12.31.17		
Telefônica Data S.A. ("TData")	Subsidiary	-	100.00%	Brazil	Telecommunications
Terra Networks Brasil S.A. ("Terra Networks")	Subsidiary	100.00%	-	Brazil	Telecommunications
Telefônica Transportes e Logística Ltda ("TGLog")	Subsidiary	99.99%	-	Brazil	Transports and logistics
POP Internet Ltda ("POP")	Subsidiary	99.99%	99.99%	Brazil	Internet
Aliança Atlântica Holding B.V. ("Aliança")	Joint venture	50.00%	50.00%	Brazil	Holding of the telecommunications sector
Companhia AIX de Participações ("AIX")	Joint venture	50.00%	50.00%	Holland	Operation of underground telecommunications networks
Companhia ACT de Participações ("ACT")	Joint venture	50.00%	50.00%	Brazil	Technical assistance in telecommunication networks

TData: The Company's direct and wholly-owned subsidiary until November 30, 2018, with headquarters in Brazil, had the purpose of providing various services, including, without limitation, the provision of audio, video, image and text content, applications and the like, to exploitation of integrated solutions and the provision of value-added services. On December 1, 2018, TData was merged into the Company (Note 1 c.1).

Terra Networks: The Company's direct and wholly-owned subsidiary as at December 1, 2018 (Note 1 c.1), with headquarters in Brazil, has the purpose of providing digital services (own value-added services ("VAS")) and third

parties and carrier billing, as well as mobile channels for sales and relationship) and advertising.

F-11

Table of Contents

TGLog: The Company's direct subsidiary as at December 1, 2018 (Note 1 c.1), with its head office in Brazil, has as its object the provision of logistics activities; and the administration and operation of general and customs warehouses throughout the national territory, among other logistics activities.

POP: The Company's direct subsidiary with headquarters in Brazil, is engaged in the performance of activities related to information technology, internet and any other networks; hosting services and the commercial operation of websites and portals; handling, provision and storage of information and data; sale of software, hardware, telecommunication equipment and electronics; development, licensing and maintenance of information systems and routines; development of electronic commerce; creation and administration of own and/or third-party databases; sale of publicity and advertising and, banner vehicles; and holding interest in other companies as member or shareholder, and may also form consortia and/or other forms of association.

POP is the direct subsidiary of Innoweb Ltda ("Innoweb"), whose business purpose is to operate as an internet provider; performing information activities; all forms of telecommunications activities, including the transmission of voice, data and information; sale of telecommunications and electronic equipment and/or accessories; and holding interest in other companies as member or shareholder, and may also form consortia and/or other forms of association.

Aliança: Joint venture, headquartered in Amsterdam, Netherlands, with 50% interest held by the Company, this entity is engaged in the acquisition and management of subsidiaries, and holding interest in companies of the telecommunications industry.

AIX: Joint venture, headquartered in Brazil, with 50% interest held by the Company, this entity is engaged in holding interest in Consórcio Refibra, and in performing activities related to the direct and indirect operation of activities associated with the construction, completion and operation of underground networks for optical fiber ducts.

ACT: Joint venture, headquartered in Brazil, with 50% interest held by the Company, this entity is engaged in holding interest in Consórcio Refibra, and in performing activities related to the rendering of technical support services for the preparation of projects and completion of networks, by means of studies required to make them economically feasible, and monitor the progress of Consortium-related activities.

Interest held in subsidiaries or joint ventures is measured under the equity method in the individual financial statements. In the consolidated financial statements, investments and all asset and liability balances, revenues and expenses arising from transactions and interest held in subsidiaries are fully eliminated. Investments in joint ventures are measured under the equity method in the consolidated financial statements.

e) Segment reporting

Business segments are defined as components of a company for which separate financial information is available and regularly assessed by the operational decision-making professional in definition of how to allocate funds to an individual segment and in the assessment of segment performance. Considering that: (i) all officers and managers' decisions are based on consolidated reports; (ii) the Company and its subsidiaries' mission is to provide their customers with quality telecommunications services; and (iii) all decisions related to strategic planning, finance, purchases, short- and long-term investments are made on a consolidated basis, the Company and its subsidiaries operate in a single operating segment, namely the provision of telecommunications services.

f) Significant accounting practices

Significant and relevant accounting policies for the understanding of the basis of recognition and measurement applied in the preparation of the Company's financial statements are included in the respective notes to which they refer.

The accounting policies adopted in the preparation of the consolidated financial statements for the year ended December 31, 2018 are consistent with those used in the preparation of the consolidated annual financial statements for the year ended December 31, 2017, except for the changes required by the new pronouncements, interpretations and amendments approved for the IASB, which came into effect as of January 1, 2018, as follows:

Table of Contents

Standards and amendments

IFRS 9	Financial Instruments
IFRS15	Revenue from Contracts with Customers
Clarifications to IFRS 15	Revenue from Contracts with Customers , issued on April 12, 2016
Amendments to IFRS 2	Classification and Valuation of Share Based Transactions
Improvements to IFRS Standards	2014-2016 Cycle

The adoption of part of these standards, changes and interpretations did not have a significant impact on the financial position of the Company and its subsidiaries in the initial period of application. However, for IFRS 9 and IFRS 15, there was a significant impact on the consolidated financial position at the time of their adoption and prospectively.

IFRS 9 Financial Instruments

IFRS 9 simplified the current measurement model for financial assets and established three main categories: (i) amortized cost; (ii) fair value through profit or loss; and (iii) fair value through other comprehensive income (“OCI”), depending on the business model and the characteristics of the contractual cash flows. Regarding recognition and measurement of financial liabilities there were not significant changes from current criteria except for the recognition of changes in own credit risk in OCI for those liabilities designated at fair value through profit or loss.

IFRS 9 introduced the expected credit loss model as the new model for impairment losses on financial assets. This new model requires that the expected credit losses be recorded from the initial recognition of the financial asset. The Company applied the simplified approach and recorded lifetime expected losses on all trade receivables. Consequently, the application of the new requirements led to an acceleration in the recognition of impairment losses on its financial assets, mainly trade receivables.

In addition, the new standard introduced a new and less restrictive hedge accounting model, requiring an economic relationship between the hedged item and the hedging instrument and that the hedge ratio be the same as that applied by the entity for risk management, criteria for documenting hedge relationships.

The main changes are related to the documentation of policies and hedging strategies, as well as the estimation and timing of recognition of expected losses on receivables from customers. The Company has decided to apply the option that allows not to restate comparative periods to be presented in the year of initial application.

From the analysis performed on the transactions of the 2017 financial year, the Company recognized on January 1, 2018, a decrease of 364 million reais in retained earnings, before deferred taxes, as a result of the increase in the bad

debt provision balance on receivables from customers.

In addition to the effects on provision for customer receivables defaults mentioned above, the adoption of IFRS 9 had impacts on the classification and measurement of financial assets and liabilities, as presented in the table below.

	Classification by category Classification in accordance with IAS 39	Classification in accordance with IFRS 9
Financial Assets		
Trade accounts receivable	Loans and receivables	Amortized cost
Derivative transactions	Hedges (economic)	Measured at fair value through comprehensive income
Financial Liabilities		
Derivative transactions	Hedges (economic)	Measured at fair value through comprehensive income

The complete information on the Company's financial assets and liabilities is disclosed in Note 31.

IFRS 15 Revenues from Contracts with Customers

IFRS 15 establishes a global structure to determine when to recognize revenue from ordinary activities and by what amount. The basic principle is that an entity must recognize revenue from ordinary activities in a way that represents the transfer of goods or services committed with the customer in exchange for an amount that reflects the consideration that the entity expects to be entitled in exchange for such assets or services.

Table of Contents

With the adoption of IFRS 15, for bundled packages that combine multiple wireline, wireless, data, internet or television goods or services, the total revenue is now allocated to each performance obligation based on their standalone selling prices in relation to the total consideration of the package and will be recognized when (or as) the obligation is satisfied, regardless of whether there are undelivered items. Consequently, when bundles include a discount on equipment, there is an increase in revenues recognized from the sale of handsets and other equipment, in detriment of ongoing service revenue over subsequent periods. To the extent that the packages are marketed at a discount, the difference between the revenue from the sale of equipment and the consideration received from the customer upfront is recognized as a *contract asset* in the statement of financial position.

All incremental costs to obtain a contract (sales commissions and other acquisition costs of third parties) are accounted for as prepaid expenses (assets) and amortized over the same period as the revenue associated with that asset. Similarly, certain contract fulfillment costs are also deferred to the extent that they relate to performance obligations that are satisfied over time.

Revenue from the sale of handsets to dealers is accounted for at the time of delivery and not at the time of sale to the final customer, as there is no performance obligation after delivery to dealers.

Certain changes of the contract have been accounted for as a retrospective change (i.e. as a continuation of the original contract), while other modifications are to be considered prospectively as separate contracts, such as the original contract end and the creation of a new one.

The Company adopted, as authorized by the technical pronouncement, the retrospective method modified with the cumulative effect of the initial application recognized as an adjustment to the opening balance of retained earnings on the date of the initial adoption. Therefore, comparative amounts of previous periods will not be restated. To facilitate the understanding and comparability of information, the Company discloses in Note 35 the consolidated income statement for the year then ended December 31, 2018, excluding the effects of adopting IFRS 15.

IFRS 15 also allows the application of certain practical arrangements to facilitate the implementation of the new criteria. The Company has assessed which of them will be adopted in the implementation of the standard in order to reduce complexity in its application.

The main practical expedients that the Company adopted were:

Completed contracts: the Company did not apply the standard retrospectively to those contracts that were completed at January 1, 2018.

Portfolio approach: the Company applied the requirements of the standard to groups of contracts with similar characteristics, since, for the clusters identified, the effects do not differ significantly from an application on a contract by contract basis.

Financial component: was not be considered significant when the period between the moment when the promised good or service is transferred to a customer and the moment when the customer pays for that good or service is one year or less.

Costs to obtain a contract: these costs were recognized as an expense when incurred if the amortization period of the asset that the entity would otherwise recognize was one year or less.

The process of implementing the new requirements involved the introduction of modifications to the current information systems, the implementation of new IT tools, and changes in the processes and controls of the entire revenue cycle in the Company. This process of implementation in the Company entailed a high degree of complexity due to factors such as many contracts, numerous data source systems, as well as the need to make complex estimates.

From the analysis performed on the transactions of the 2017 financial year, considering commercial offers as well as the volume of contracts affected, the Company recognized on January 1, 2018 an increase in retained earnings of 156 million reais, before deferred taxes, referring to first-time recognition of contract assets that lead to the early recognition of revenue from the sale of goods and the activation and deferral of incremental costs related to obtaining contracts and contract fulfillment costs that result in the subsequent recognition of customer acquisition costs and other sales.

The following table shows the changes in contractual assets and liabilities and incremental costs of the Company (excluding the effects of sales and income taxes).

Table of Contents

	Contract assets (1)				
	Contract assets, gross	Provision for losses	Contract assets, net	Contractual liabilities (3)	Incremental costs (2)
Initial adoption on 01.01.18	193,675	(33,196)	160,479	(178,897)	183,645
Reclassification on 01.01.18 (Note 21)	-	-	-	(383,688)	-
Additions	587,733	(512)	587,221	(7,271,614)	262,518
Write-offs, net	(585,675)	-	(585,675)	7,301,992	(190,772)
Balances as of 12.31.18	195,733	(33,708)	162,025	(532,207)	255,391
Current	195,733	(33,708)	162,025	(504,473)	170,703
Non-current	-	-	-	(27,734)	84,688

The amounts in the above table are classified in the balance sheets as follows: (1) Accounts receivable (Note 4); (2) Prepaid expenses (Note 6); and (3) Deferred income (Note 21).

The amounts of additions and write-offs of the above table refer mainly to the recharges and usage of prepaid credits.

Below, we present the expected periods of realization of contractual liabilities.

<u>Year</u>	
2019	(504,473)
2020	(16,753)
2021	(2,383)
2022 onwards	(8,598)
Total	(532,207)

New IFRS pronouncements, issues, amendments and interpretations of the IASB

In addition to the previously issued and amended standards, at the date of preparation of these financial statements, the following issues and changes in IFRS and IFRICs had been published but were not mandatory.

The Company does not anticipate the early adoption of any pronouncement, interpretation or amendment that has been issued before application is mandatory for the year ended December 31, 2018.

Standards and amendments		Mandatory application: annual periods beginning on or after
Improvements to IFRS Standards	2015-2017 Cycle	January 1, 2019
IFRS 16	Leases	January 1, 2019
IFRIC23	Uncertainty over Income Tax Treatments	January 1, 2019
Amendments to IFRS 9	Prepayment Features with Negative Compensation	January 1, 2019
Amendments to IAS 28	Long-term Interest in associates and Joint Ventures	January 1, 2019
Amendments to IFRS 10 and IAS 28	Sale or Constitution of Assets between an Investor and its Associate or Joint Venture	January 1, 2019

Based on the analyses made to date, the Company estimates that the adoption of these standards, amendments and interpretations will not have a significant impact on the consolidated financial statements in the initial period of adoption, except for the effects of IFRS 16, where there is an expectation of a significant impact on the consolidated financial position at the time of its adoption and prospectively.

IFRS 16 Leases

IFRS 16 requires lessees to recognize assets and liabilities arising from all leases (except for short-term leases and leases of low-value assets) in the statement of financial position.

The Company acts as a lessee in a significant number of leases on different assets, such as towers and the respective land where they are located, circuits, offices, stores and commercial real estate, mainly. A significant portion of these contracts are accounted for as operating leases under the current lease standard, with lease payments being recognized on the straight-line basis over the contract term.

Table of Contents

The Company concluded the process of estimating the impact of this new standard on such contracts. This analysis included the estimation of the lease term, based on the non-cancellable period and the periods covered by options to extend the lease when the exercise depends only on Company and where such exercise is reasonably certain. This depended, to a large extent, on the specific facts and circumstances applicable to the main class of assets in the telecom industry (technology, regulation, competition, business model, among others). In addition to this, the Company adopted assumptions to calculate the discount rate, which was based on the incremental borrowing rate of interest for the estimated term. On the other hand, the Company considered not to separately recognize non-lease components from lease components for those classes of assets in which non-lease components are not material with respect to the total value of the lease.

The standard also allows for two transition methods: retrospectively for all periods presented, or a modified retrospective approach, where the cumulative effect of adoption is recognized at the date of initial application. The Company decided to adopt the modified retrospective approach. The Company has opted for the practical expedient that allows it to not re-evaluate whether a contract is or contains a lease on the date of the initial adoption of IFRS 16, but to directly apply the new requirements to all contracts that, under the current standard, have been identified as such as leasing. In addition, certain handbooks are available on the first application in connection with the right to use, asset measurement, discount rates, impairment, leases that terminate within twelve months of the date of first adoption, direct start-up costs, and contract term of leasing. Accordingly, the Company opted to adopt the following practical steps in the transition to the new criteria: (i) use of common discount rates for groups of contracts with similar characteristics in terms of term, contract object, currency and economic environment; (ii) application of the practical file that allows it not to adopt the new criteria for contracts that expire in 12 months from the date of the initial adoption; and (iii) exclusion of initial direct costs from the initial valuation of the asset by right of use on the date of the initial adoption.

Based on the volume of contracts affected, as well as the magnitude of future lease commitments, as disclosed in Note 32, the Company expects the changes introduced by IFRS 16 to have a significant impact on its financial statements as of the date of its adoption, including the recognition in the balance of rights-of-use assets and their corresponding lease obligations in connection with most of the contracts that are classified as operating leases in accordance with current standards. In addition, the amortization of rights-of-use assets and the recognition of interest costs over the lease obligation in the income statements will replace the amounts recognized as lease expenses in accordance with current lease standards. The classification of lease payments in the statement of cash flows will also be affected by the requirements of the new lease standard.

Based on the analysis made so far, the Company estimates that the changes introduced by IFRS 16 will have a significant impact on its financial statements as of the date of initial adoption, including recognition in the opening balance sheet for the year 2019 of a value between 8.4 and 9.2 billion reais as rights-of-use assets, in relation to most of the contracts that, under current regulations, are classified as operating leases, as a contra entry to the lease liability.

g) Significant accounting judgments estimates and assumptions

The preparation of the financial statements requires the use of certain critical accounting estimates and the exercise of judgment by the Company's management in applying of its accounting policies. These estimates are based on experience, better knowledge, information available at the end of the fiscal year, and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Settlement of transactions involving these estimates may result in values that are different from those recorded in the financial statements due to the criteria inherent in the estimation process. The Company reviews its estimates at least annually.

The significant and relevant estimates and judgments applied by the Company in the preparation of these financial statements are presented in the following notes: trade accounts receivable (Note 4); income and social contribution taxes (Note 7); property, plant and equipment (Note 12); intangible assets (Note 13); provision and contingencies (Note 19); net operating income (Note 24); pension plans and other post-employment benefits (Note 30); and financial instruments and risk and capital management (Note 31).

Table of Contents**3) CASH AND CASH EQUIVALENTS****a) Accounting policy**

These are financial assets classified at amortized cost or measured at fair value through profit or loss maintained in order to meet short-term cash commitments and not for investment or other purposes. The Company and its subsidiaries consider cash equivalents a short-term investment readily convertible into a known amount of cash and subject to insignificant risk of change in value. Short-term investments are classified as cash equivalents when redeemable within 90 days.

b) Breakdown

	12.31.18	12.31.17
Cash and banks	205,598	117,799
Short-term investments	3,175,730	3,932,539
Total	3,381,328	4,050,338

Highly liquid short-term investments basically comprise Bank Deposit Certificates (“CDB”) and Repurchase Agreements kept at first-tier financial institutions, pegged to the Interbank Deposit Certificate (“CDI”) rate, with original maturities of up to three months, and with immaterial risk of change in value. Revenues generated by these investments are recorded as financial income.

4) TRADE ACCOUNTS RECEIVABLE**a) Accounting policy**

These are financial assets measured initially at fair value and subsequently, at amortized cost and are evaluated by the value of the services provided in accordance with the contracted conditions, net of estimated impairment losses. These include the services provided to customers, which were still not billed at the balance sheet date, as well as other trade accounts receivable related to the sale of cell phones, SIM cards, accessories, advertising and rent of IT equipment (“Soluciona TP” product).

The Company measures the provision for estimated loss for impairment in an amount equal to the loss of credit expected for a lifetime.

b) Critical estimates and judgments

In determining whether the credit risk of a financial asset has increased significantly since the initial recognition and in estimating the expected credit losses, the Company considers reasonable and bearable information that is relevant and available. This includes quantitative and qualitative information and analysis, based on the Company's historical experience, credit assessment and considering forward-looking information. Although the Company believes that the assumptions used are reasonable, the results may be different.

c) Breakdown

	12.31.18	12.31.17
Billed amounts	6,789,257	6,753,621
Unbilled amounts	2,454,810	2,481,364
Interconnection amounts	835,887	859,819
Amounts from related parties (Note 28)	148,814	201,021
Gross accounts receivable	10,228,768	10,295,825
Estimated impairment losses	(1,498,134)	(1,433,471)
Total	8,730,634	8,862,354
Current	8,304,382	8,588,466
Non-current	426,252	273,888

Consolidated balances of non-current trade accounts receivable include:

Table of Contents

R\$160,979 at December 31, 2018 (R\$122,651 at December 31, 2017), relating to the business model of resale of goods to legal entities, receivable within 24 months. At December 31, 2018, the impact of the present value adjustment was R\$16,672 (R\$16,011 at December 31, 2017).

R\$93,434, at December 31, 2018 (R\$45,031, at December 31, 2017), net of the present value adjustment relating to the portion of accounts receivable arising from negotiations on the bankruptcy process of companies from the OI group. At December 31, 2018, the impact of the present value adjustment was R\$25,931 (R\$15,535 at December 31, 2017).

R\$171,839, at December 31, 2018, (R\$106,206, at December 31, 2017), relating to “Solucionna TI”, which consists of lease of IT equipment to small and medium companies and receipt of fixed installments over the contractual term. Considering the contractual terms, this product was classified as a finance lease. At December 31, 2018, the impact of the present value adjustment was R\$41,455 (R\$33,614 at December 31, 2017).

The accounts receivable balances related to the "Solucionna IT" product include the following effects:

	12.31.18	12.31.17
Nominal amount receivable	573,094	434,743
Deferred financial income	(53,424)	(33,614)
Present value of accounts receivable	519,670	401,129
Estimated impairment losses	(196,435)	(154,666)
Net amount receivable	323,235	246,463
Current	151,396	140,257
Non-current	171,839	106,206

At December 31, 2018, the aging list of gross trade accounts receivable relating to the “Solucionna TI” product was as follows:

	Nominal amount receivable	Present value of accounts receivable
Falling due within one year	279,563	267,595
Falling due between one year and five years	293,531	252,075
Total	573,094	519,670

There are no unsecured residual values resulting in benefits to the lessor nor contingent payments recognized as revenue for the year.

The following is the amounts receivable, net of estimated losses for impairment of accounts receivable, by maturity:

	12.31.18	12.31.17
Falling due	6,485,154	6,635,125
Overdue – 1 to 30 days	1,096,639	1,132,008
Overdue – 31 to 60 days	305,019	375,176
Overdue – 61 to 90 days	200,401	232,648
Overdue – 91 to 120 days	220,221	105,342
Overdue – over 120 days	423,200	382,055
Total	8,730,634	8,862,354

At December 31, 2018 and 2017, no customer represented more than 10% of trade accounts receivable, net.

Table of Contents**d) Changes in losses for impairment**

The following table shows the changes in estimated losses for impairment of accounts receivable.

Balance at 12/31/16	(1,399,895)
Supplement to estimated losses, net of resersal (Note 25)	(1,481,015)
Write-off due to use	1,456,158
Business combinations (Note 1.c.2)	(8,719)
Balance at 12/31/17	(1,433,471)
Initial adoption IFRS 9 on 01.01.18	(364,456)
Supplement to estimated losses, net of resersal (Note 25)	(1,533,660)
Write-off due to use	1,833,453
Balance at 12/31/18	(1,498,134)

5) INVENTORIES**a) Accounting policy**

These are evaluated and presented at the lower of average acquisition cost and net realizable value, whichever is lower. These include resale materials such as cellphones, SIM cards, prepaid cards, accessories, consumption materials and maintenance. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to sell.

Estimated impairment losses are set up for materials and devices considered obsolete or whose carrying amounts are in excess of those usually sold by the Company within a reasonable period. Additions and reversals of estimated impairment losses and inventory obsolescence are included in cost of goods sold (Note 25).

b) Breakdown

	12.31.18	12.31.17
Materials for resale	413,843	325,850
Materials for consumption	61,819	57,740
Other inventories	30,013	7,822

Gross total	505,675	391,412
Estimated losses from impairment or obsolescence	(43,622)	(42,657)
Total	462,053	348,755

6) PREPAID EXPENSES

a) Accounting policy

These are stated at amounts effectively disbursed referring to services contracted but not yet incurred. Prepaid expenses are allocated to the income statements to the extent that related services are rendered, and economic benefits are obtained.

F-19

Table of Contents**b) Breakdown**

	12.31.18	12.31.17
Advertising and publicity	252,900	336,295
Insurance	24,867	36,941
Rental	32,792	29,713
Software and networks maintenance	17,485	12,375
Incremental costs - IFRS 15 (Note 2.f)	255,391	-
Financial charges	43,853	2,592
Personal	33,970	28,178
Taxes and other	54,717	23,461
Total	715,975	469,555
Current	581,743	446,439
Non-current	134,232	23,116

7) INCOME AND SOCIAL CONTRIBUTION TAXES**a) Accounting policy****a.1) Current taxes**

Current tax assets and liabilities are measured at the estimated amount recoverable from, or payable to, the tax authorities. The tax rates and laws used in calculating the amounts referred to above are those in effect, or substantially in effect, at year-end. In the balance sheet, current taxes are presented net of prepayments over the year.

Current income and social contribution taxes related to items directly recognized in equity are also recognized in equity. Management regularly assesses the tax position in circumstances in which tax regulation requires interpretation and sets up provision therefore when appropriate.

a.2) Deferred taxes

Deferred tax assets are recognized for all deductible temporary differences, unused tax credits and losses, to the extent that taxable profit is likely to be available for realization of deductible temporary differences and unused tax credits and losses are likely to be used, except: (i) when the deferred tax asset related to the deductible temporary difference arises from initial recognition of an asset or liability in a transaction other than a business combination and does not impact, at the transaction date, the book profit, income or loss for tax purposes; and (ii) on deductible temporary differences related to investments in subsidiaries, where deferred tax assets are recognized only to the extent that it is probable that temporary differences will be reversed in the near future and taxable profit is likely to be available so that temporary differences can be used. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit shall be available to allow all or part of the deferred tax asset to be used. Derecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities are recognized on all temporary tax differences, except: (i) when the deferred tax liability arises from initial recognition of goodwill, or an asset or liability in a transaction other than a business combination, and does not affect book profit or taxable profit or tax losses on the transaction date; and (ii) on temporary tax differences related to investments in subsidiaries, in which the temporary difference reversal period can be controlled and temporary differences are not likely to be reversed in the near future.

Deferred tax assets and liabilities are measured at the tax rate expected to be applicable for the year the asset will be realized, or the liability will be settled, based on the rates provided in tax legislation and that were published as at year-end.

Table of Contents

Deferred tax assets and liabilities are not discounted to present value and are classified in the balance sheet as non-current, irrespective of their expected realization.

The tax effects of items recorded directly in equity are also recognized in equity. Deferred tax items are recognized based on the transaction which gave rise to that deferred tax, in comprehensive income or directly in equity.

Deferred tax assets and liabilities are presented net when there is a legal or constructive right to offset a tax asset against a tax liability and deferred taxes relate to the same taxpaying entity and are subject to the same tax authority.

b) Critical estimates and judgments

There are uncertainties regarding the interpretation of complex tax regulations and the amount and timing of future taxable profits. The Company and its subsidiaries set up provision, based on estimates, for the possible consequences of audits by tax authorities in the respective jurisdictions in which they operate. The amount of this provision is based on various factors, such as previous tax audit experience and different interpretations of tax regulations by the taxable entity and by the relevant tax authority. Such differences in interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the Company or those of its subsidiaries.

The Company and its subsidiaries evaluate the recoverability of deferred tax assets based on estimates of future profits. This recoverability ultimately depends on the ability to generate taxable profits over the period in which the deferred tax asset is deductible. The analysis considers the reversal period of deferred tax liabilities, as well as estimates of taxable profits, based on updated internal projections reflecting the latest trends.

Determining the proper classification of the tax items depends on several factors, including an estimate of the period and the realization of the deferred tax asset and the expected date of payments of these taxes. The actual flow of receipt and payment of income tax could differ from estimates made by the Company and its subsidiaries, as a result of changes in tax laws or of unexpected future transactions that may have an impact on tax balances.

c) Income and social contribution taxes recoverable

	12.31.18	12.31.17
Income taxes recoverable	245,883	428,524
Social contribution taxes recoverable	28,706	77,011

Total 274,589 505,535

d) Income and social contribution taxes payable

	12.31.18	12.31.17
Income taxes payable	8,756	3,267
Social contribution taxes payable	3,253	1,212
Total	12,009	4,479

F-21

Table of Contents**e) Deferred taxes**

Significant components of deferred income and social contribution taxes are as follows:

	Balances at 12/31/16	Income statement	Comprehensive income	Business combination (Note 1 c.2)	Other	Balances at 12/31/17	Income statement	Comprehensive income	Effects of the initial adoption of IFRS 9 and IFRS 15	Balances at 12/31/17
<u>Deferred tax assets (liabilities)</u>										
Income and social contribution taxes on tax losses (1)	14,071	710,411	-	69,451	-	793,933	634,543	-	-	1,428,375
Income and social contribution taxes on temporary differences (2)	13,426	(1,251,816)	58,192	48,434	(86)	(1,131,850)	(2,151,290)	31,797	70,012	(3,023,223)
Provisions for legal, labor, tax civil and regulatory contingencies	2,230,336	68,399	-	-	-	2,298,735	(333,035)	-	-	1,965,700
Trade accounts payable and other provisions	677,123	(25,706)	-	-	-	651,417	(79,683)	-	-	571,734
Estimated losses on impairment of accounts receivable	358,805	76,155	-	-	-	434,960	(115,661)	-	122,977	442,276
Customer portfolio and trademarks	313,092	(58,674)	-	-	-	254,418	(69,815)	-	-	184,603
Estimated losses from modems and other P&E items	284,677	(83,736)	-	-	-	200,941	(24,811)	-	-	176,130
Pension plans and other post-employment benefits	108,419	8,630	57,485	-	-	174,534	20,934	30,753	-	226,221
Profit sharing	125,256	(15,210)	-	-	-	110,046	19,643	-	-	129,689
Provision for loyalty program	19,112	(1,991)	-	-	-	17,121	1,031	-	-	18,152
Accelerated accounting	24,033	(15,773)	-	-	-	8,260	(7,873)	-	-	38,417

depreciation										
Estimated impairment losses on inventories	12,099	(347)	-	-	-	11,752	(2,481)	-	-	9,2
Derivative transactions	60,133	(35,084)	822	-	-	25,871	78,028	832	-	10
Licenses	(1,420,556)	(216,330)	-	-	-	(1,636,886)	(216,328)	-	-	(1,
Goodwill (Spanish and Navytree, Vivo Part. and GVTPart.)	(2,729,203)	(868,969)	-	-	-	(3,598,172)	(1,002,768)	-	-	(4,
Property, plant and equipment of small value	-	-	-	-	-	-	(395,606)	-	-	(39
Technological Innovation Law	(140,940)	43,407	-	-	-	(97,533)	47,406	-	-	(50
Other temporary differences (3)	91,040	(126,587)	(115)	48,434	(86)	12,686	(70,271)	212	(52,965)	(11
Total deferred tax assets (liabilities), noncurrent	27,497	(541,405)	58,192	117,885	(86)	(337,917)	(1,516,747)	31,797	70,012	(1,
Deferred tax assets	4,541,952					5,288,176				5,5
Deferred tax liabilities	(4,514,455)					(5,626,093)				(7,
Deferred tax assets (liabilities), net	27,497					(337,917)				(1,
Represented in the balance sheet as follows:										
Deferred tax assets	27,497					371,408				23
Deferred tax liabilities	-					(709,325)				(1,

(1) This refers to the amounts recorded which, in accordance with Brazilian tax legislation, may be offset to the limit of 30% of the tax bases computed for the following years, with no expiry date.

(2) This refers to amounts that will be realized upon payment of provision, occurrence of impairment losses for trade accounts receivable, or realization of inventories, as well as upon reversal of other provision.

(3) These refer to deferred taxes arising from other temporary differences, such as deferred income, renewal of licenses, and subsidy on the sale of mobile phones, among others.

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

At December 31, 2018, deferred tax credits (income and social contribution tax losses) were not recognized in subsidiaries' (Innoweb and TGLog) accounting records, in the amount of R\$12,649 (R\$11,938 at December 31, 2017), as it is not probable that future taxable profits will be available for these subsidiaries to benefit from such tax credits.

Expected realization of deferred taxes, net, non-current. The amounts are based on projections subject to change in the future.

<u>Year</u>	
2019	2,082,829
2020	555,161
2021	494,257
2022	1,002,778
2023	259,562
2024 onwards	(6,147,442)
Total	(1,752,855)

F-22

Table of Contents**f) Reconciliation of income tax and social contribution expense**

The Company and its subsidiaries recognize income and social contribution taxes on a monthly basis, on an accrual basis, and pay the taxes based on estimates, in accordance with the trial balances for tax-reduction/tax-suspension purposes. Taxes calculated on profits until the month of the financial statements are recorded in liabilities or assets, as applicable.

Reconciliation of the reported tax expense and the amounts calculated by applying the statutory tax rate of 34% (income tax of 25% and social contribution tax of 9%) is shown in the table below for the year ended December 31, 2018, 2017 and 2016.

	2018	2017	2016
Income before taxes	11,277,490	5,730,773	5,134,722
Income and social contribution tax expenses, at the tax rate of 34%	(3,834,347)	(1,948,463)	(1,745,805)
Permanent differences			
Equity pickup, net of effects from interest on equity received and surplus value of the assets purchased attributed to the Company (Note 11)	(1,988)	537	423
Unclaimed interest on equity	(14,426)	(21,843)	(11,432)
Temporary differences in subsidiaries	—	2,007	—
Non-deductible expenses, gifts, incentives	(76,671)	(94,413)	(88,916)
Deferred taxes recognized in subsidiaries on tax loss carryforwards, negative basis and temporary differences referring to prior years	—	132,080	—
Tax benefit related to interest on equity allocated	1,547,000	821,657	738,529
Other (additions) exclusions	31,200	(13,545)	57,721
Tax debits	(2,349,232)	(1,121,983)	(1,049,480)
Effective rate	20.8 %	19.6 %	20.4 %
Current income and social contribution taxes	(832,485)	(580,578)	(288,063)
Deferred income and social contribution taxes	(1,516,747)	(541,405)	(761,417)

8) TAXES, CHARGES AND CONTRIBUTIONS RECOVERABLE

	12.31.18	12.31.17
State VAT (ICMS) (1)	2,549,006	2,450,856
Withholding taxes and contributions (2)	129,741	238,355
PIS and COFINS (3)	5,000,677	85,098
Fistel, INSS, ISS and other taxes	217,056	27,431
Total	7,896,480	2,801,740
Current	4,674,218	2,058,455

Non-current 3,222,262 743,285

This includes credits of ICMS arising from the acquisition of property and equipment, subject to offsetting in 48 months; requests for refund of ICMS, which was paid under invoices that were cancelled subsequently; for the (1) rendering of services; tax substitution; and tax rate difference; among others. Non-current consolidated amounts include credits arising from the acquisition of property and equipment of R\$509,920 and R\$423,588 on December 31, 2018 and 2017, respectively.

This refers to credits on withholding income tax (“IRRF”) on short-term investments, interest on equity and others, (2) which are used as deduction in operations for the period and social contribution tax withheld at source on services provided to public agencies.

The balance of December 31, 2018 include the tax credits of PIS and COFINS monetarily restated by SELIC, in the amounts of R\$4,915,239, arising from the final judicial processes on May 17, 2018 and August 28, 2018, in (3) favor of the Company and its subsidiary, which recognized the right to deduct ICMS from the basis of calculation of PIS and COFINS contributions for the periods from September 2003 to June 2017 and July 2004 to July 2013, respectively (see Notes 26 and 27). As at December 31, 2018, current and non-current balances were R\$2,520,990 and R\$2,394,249, respectively.

The Internal Revenue Service filed a review, pursuant to Law 13,670/18, with the purpose of approving the PIS and COFINS credits resulting from the dispute that dealt with the exclusion of ICMS from the bases of these contributions. The Company has made every effort, including judicial measures, to meet in a timely manner the requests of this audit procedure and thus continue compensating its referred tax credits.

The Company has three other lawsuits of the same nature in progress (including lawsuits of companies that have already been merged - GVT and Telemig), which are considered as contingent assets, which cover several periods between December 2001 and June 2017, whose ranges of values we estimate between R\$1,700 million to R\$2,200 million.

Table of Contents**9) JUDICIAL DEPOSITS AND GARNISHMENTS**

In some situations, in connection with a legal requirement or to suspension of tax liability, judicial deposits are made to secure the continuance of the claims under discussion.

Judicial deposits are recorded at historical cost and updated according to prevailing legislation.

	12.31.18	12.31.17
Judicial deposits		
Tax	1,929,594	4,230,917
Labor	522,201	885,338
Civil	1,164,835	1,205,807
Regulatory	208,447	200,627
Total	3,825,077	6,522,689
Garnishments	84,937	141,116
Total	3,910,014	6,663,805
Current	313,007	324,638
Non-current	3,597,007	6,339,167

The table below presents the composition of the balances as at December 31, 2018 and December 31, 2107 of the tax judicial deposits (segregated and summarized by tribute).

	12.31.18	12.31.17
Contribution to Empresa Brasil de Comunicação (EBC)	-	1,238,068
Telecommunications Inspection Fund (FISTEL)	44,771	1,161,061
Corporate Income Tax (IRPJ) and Social Contribution Tax (CSLL)	551,937	518,474
Universal Telecommunication Services Fund (FUST)	503,246	484,649
Social Contribution Tax for Intervention in the Economic Order (CIDE)	278,685	270,612
State Value-Added Tax (ICMS)	239,220	273,264
Social Security, work accident insurance (SAT) and funds to third parties (INSS)	141,759	134,688
Withholding Income Tax (IRRF)	55,425	45,846
Contribution tax on gross revenue for Social Integration Program (PIS) and for Social Security Financing (COFINS)	39,672	37,965
Other taxes, charges and contributions	74,879	66,290
Total	1,929,594	4,230,917

A brief description of the main tax-related judicial deposits is as follows:

Contribution to Empresa Brasil de Comunicação (“EBC”)

On behalf of its members, Sinditelebrasil (Union of Telephony, and Mobile and Personal Services) is challenging in court payment of the Contribution to Foster Public Radio Broadcasting to EBC, introduced by Law No. 11.652/2008. The Company and TData, as union members, made court deposits relating to that contribution.

In the third quarter of 2018, the Company and TData had their accepted requests for conversion into income of the amounts deposited in court in the amount of R\$1,378,170 to benefit EBC, with the maintenance of the discussion in progress. As a result, the Company and TData made the write-off of judicial deposits against the provisioned amounts (Note 19).

Telecommunications Inspection Fund (“FISTEL”)

The Company has legal proceedings involving the collection by ANATEL of the Installation Inspection Fee ("TFI") on the renewal of the licenses.

Table of Contents

In the second quarter of 2018, the judicial discussion regarding the exclusion of the calculation basis of the ("TFI") and Inspection and Operation Fee ("TFF") of mobile (cellular) stations that are not owned by the Company was unfavorable to the Company after it withdrew its appeal. Consequently, the amount of R\$1,126,810 deposited judicially was handed over to ANATEL (Note 19).

10) OTHER ASSETS

	12.31.18	12.31.17
Advances to employees and suppliers	83,094	58,456
Related-party receivables (Note 28)	120,776	166,733
Receivables from suppliers	114,175	114,015
Surplus from post-employment benefit plans (Note 30)	10,997	9,833
Other amounts receivable	20,670	61,295
Total	349,712	410,332
Current	302,607	321,397
Non-current	47,105	88,935

11) INVESTMENTS**a) Accounting policy**

The consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ends when the Company ceases to exercise said control. Assets, liabilities and results of a subsidiary acquired or sold during the year are included in the consolidated financial statements from the date on which the Company obtains control until the date on which the Company ceases to exercise control over the subsidiary.

Joint control is the contractually agreed sharing of a control, only existing when decisions about relevant activities call for unanimous agreement by the parties sharing control.

Control is obtained when the Company is exposed or has the right to variable returns based on its involvement with the investee and has the capacity of affecting those returns through the power exercised over an investee.

Based on the equity method, investments are recorded in balance sheets at cost plus changes after the acquisition of the equity interest. The income statement reflects the portion of the results of operations of the investees.

When changes are directly recognized in the investees' equity, the Company will recognize its portion in variations occurred, and record these variations in the statements of changes in equity and in the statements of comprehensive income, where applicable.

The financial statements of investees are prepared for the same reporting period of the Company. Whenever necessary, adjustments are made so that the accounting policies are in accordance with those adopted by the Company.

After the equity method is applied, the Company determines whether there is any need to recognize additional impairment of its investment in investees. At each closing date, the Company determines whether there is objective evidence of impairment of investment in the affiliate. If so, the Company calculates the recoverable amount as the difference between the recoverable value of the investees and their carrying amount and recognizes the amount in the income statements.

When there is loss of significant influence over the investees, the Company evaluates and recognizes the investment, at that moment, at fair value. Any difference between the investees' carrying amount by the time it loses significant influence and the fair value of the remaining investment and revenue from sale is recognized in the income statements.

Foreign exchange variations in Aliança's equity (jointly-controlled entity) are recognized in the Company's equity in other comprehensive income ("Effects on conversion of investments abroad", Note 23).

Table of Contents**b) Information on investees**

The following is a summary of the relevant financial data of the investees in which the Company holds a stake and contemplates the corporate changes described in Note 1 c).

	Joint Ventures (Aliança / AIX / ACT)	
	12/31/18	12/31/17
Equity interest	50.00 %	50.00 %
Summary of balance sheets:		
Current assets	213,481	189,988
Non-current assets	12,327	13,410
Total assets	225,808	203,398
Current liabilities	7,103	4,143
Non-current liabilities	16,101	4,811
Equity	202,604	194,444
Total liabilities and equity	225,808	203,398
Investment Book value	101,302	97,222

	Joint Ventures (Aliança / AIX / ACT)		
	2018	2017	2016
	Aliança / AIX / ACT	Aliança / AIX / ACT	Aliança / AIX / ACT
Summary of Income Statements:			
Net operating income	45,608	45,704	42,919
Operating costs and expenses	(58,773)	(43,571)	(41,987)
Financial income (expenses), net	1,334	1,713	2,021
Income and social contribution taxes	137	(686)	(465)
Net income (loss) for the year	(11,694)	3,160	2,488
Equity pickup, according to interest held	(5,847)	1,580	1,244

c) Changes in investments

Total investments

	Joint ventures	Other investments (1)	
Balances at 12/31/16	84,403	1,342	85,745
Equity pick-up	1,580	-	1,580
Other comprehensive income	11,239	338	11,577
Balances at 12/31/17	97,222	1,680	98,902
Equity pick-up	(5,847)	-	(5,847)
Provision for losses on investments	-	(700)	(700)
Other comprehensive income	9,927	(625)	9,302
Balances at 12/31/18	101,302	355	101,657

(1) Other investments are measured at fair value.

12) PROPERTY, PLANT AND EQUIPMENT

a) Accounting policy

It is stated at acquisition and/or construction cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the borrowing costs for long-term construction projects if the recognition criteria are met and is stated net of ICMS (State VAT) credits, which were recorded as recoverable taxes.

Table of Contents

Asset costs are capitalized until the asset becomes operational. Costs incurred after the asset becomes operational and that do not improve the functionality or extend the useful life of the asset are immediately recognized on an accrual basis. When significant parts of fixed assets are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation. Likewise, expenses that represent asset improvement (expanded installed capacity or useful life) are capitalized. All the other repair and maintenance costs are recognized in the income statement as incurred.

The present value of the expected cost for the decommissioning of property, plant and equipment items (towers and equipment on leased property) is capitalized at the cost of the respective asset matched against the provision for dismantling obligations (Note 19) and depreciated over the useful lives of the related assets, which do not exceed the lease term.

Depreciation is calculated by the straight-line method over the useful lives of assets at rates that take into account the estimated useful lives of assets based on technical analyses. The assets' residual values, useful lives and methods of depreciation are reviewed on a yearly basis, adjusted prospectively, if appropriate. Useful lives in terms of depreciation rates are reviewed annually by the Company.

Property, plant and equipment items are written off when sold or when no future economic benefit is expected from their use or sale. Any gains or losses arising from write-off of assets (measured as the difference between the net disposal proceeds and the net carrying amount of the asset) are recognized in the income statement in the year in which the asset is written off.

b) Critical estimates and judgments

The accounting treatment of investment in fixed assets includes estimating the useful life period for depreciation purposes and the fair value at the date of acquisition, particularly for assets acquired in business combinations.

Useful life determination requires estimates regarding the expected technological developments and alternative uses of assets. The hypotheses related to the technological aspect and its future development imply a significant level of analysis, considering the difficulties in forecasting the time and nature of future technological changes.

An impairment loss exists when the carrying amount of an asset or cash-generating unit ("CGU") exceeds its recoverable amount, which is the higher of fair value less costs to sell and value in use. The calculation of fair value less costs to sell is based on available information from sales transactions of similar assets or market prices less additional costs to dispose of the asset. The calculation of the value in use is based on the discounted cash flow model.

The recoverable amount is sensitive to the discount rate used in the discounted cash flow method, as well as the expected future cash receipts and the growth rate used for extrapolation purposes.

The Company periodically reviews the performance of the defined CGU in order to identify a possible devaluation. The determination of the recoverable value of the CGU also includes the use of assumptions and estimates and requires a significant degree of judgment and criterion.

c) Breakdown, changes and depreciation rates

We present a brief description of the main items that make up fixed assets, their movements and annual depreciation rates.

Switching and transmission media equipment: Includes switching and control centers, gateway, platforms, base radio station, microcells, minicells, repeaters, antennas, radios, access networks, concentrators, cables, TV equipment and other switching and transmission media equipment.

Terminal/modem equipment: Includes cellphones and modems (rent and free lease), CPCT, public telephones and other terminal equipment.

Infrastructure: This includes buildings, elevators, central air conditioning equipment, towers, posts, containers, energy equipment, land piping, support and protectors, leasehold improvements, etc.

Table of Contents

Other fixed asset items: These include vehicles, repair and construction tools and instruments, telesupervision equipment, IT equipment, testing and measurement equipment, fixtures and other goods for general use.

	Switching and transmission equipment	Terminal equipment / modems	Infrastructure	Land	Other P&E	Estimated losses (1)	Assets and facilities under construction	Total
Annual depreciation rate (%)	2.50 to 25.00	6.67 to 66.67	2.50 to 66.67		10.00 to 25.00			
Balances and changes:								
Balance at 12/31/16	22,231,874	2,588,307	3,725,207	315,719	819,356	(485,575)	2,730,030	31,924,918
Additions	42,999	141,132	91,160	550	259,620	(37,374)	6,085,487	6,583,574
Write-offs, net	(88,766)	(7,602)	(6,966)	(1,916)	(2,522)	162,319	(18,897)	35,650
Net transfers	3,634,293	1,471,431	619,008	-	34,093	132,578	(5,910,612)	(19,209)
Depreciation (Note 25)	(3,011,291)	(1,468,936)	(544,454)	-	(284,983)	-	-	(5,309,664)
Business Combination (Note 1.c.2)	-	-	1,342	-	4,888	-	817	7,047
Balance at 12/31/17	22,809,109	2,724,332	3,885,297	314,353	830,452	(228,052)	2,886,825	33,222,316
Additions	10,670	129,640	101,798	550	204,041	(8,975)	6,527,074	6,964,798
Write-offs, net	(45,719)	(1,721)	(8,461)	(71)	(2,926)	80,135	(61,430)	(40,193)
Net transfers	5,380,744	1,098,380	449,369	-	124,772	-	(7,239,573)	(186,308)
Depreciation (Note 25)	(3,486,592)	(1,379,547)	(658,915)	-	(320,232)	-	-	(5,845,286)
Balance at 12/31/18	24,668,212	2,571,084	3,769,088	314,832	836,107	(156,892)	2,112,896	34,115,327
At 12.31.17								
Cost	74,100,056	16,845,903	15,728,808	314,353	4,687,395	(228,052)	2,886,825	114,335,288
Accumulated depreciation	(51,290,947)	(14,121,571)	(11,843,511)	-	(3,856,943)	-	-	(81,112,972)
Total	22,809,109	2,724,332	3,885,297	314,353	830,452	(228,052)	2,886,825	33,222,316
At 12.31.18								
Cost	79,002,102	18,033,246	16,154,562	314,832	4,996,170	(156,892)	2,112,896	120,456,916
Accumulated depreciation	(54,333,890)	(15,462,162)	(12,385,474)	-	(4,160,063)	-	-	(86,341,589)
Total	24,668,212	2,571,084	3,769,088	314,832	836,107	(156,892)	2,112,896	34,115,327

- (1) The Company and its subsidiaries recognized estimated losses for potential obsolescence of materials used in property and equipment maintenance, based on levels of historical use and expected future use.

d) Depreciation rates

The Company performed valuations of useful lives applied to its property, plant and equipment using the direct comparative method of market data. The results of these evaluations indicated the need for changes in useful lives in 2018 or 2017.

This change in the accounting estimate, which was applied, increased the depreciation expense for the year ended December 31, 2018 by R\$267,657.

e) Property and equipment items pledged in guarantee

At December 31, 2018, the Company had consolidated amounts of property and equipment items pledged in guarantee for lawsuits, amounting to R\$94,641 (R\$176,591 at December 31, 2017).

f) Reversible assets

The STFC service concession arrangement establishes that all assets owned by the Company and that are indispensable to the provision of the services described in the referred to arrangement are considered “reversible” (returnable to the concession authority). At December 31, 2018, estimated residual value of reversible assets was R\$8,621,863 (R\$8,763,355 at December 31, 2017), which comprised switching and transmission equipment and public use terminals, external network equipment, energy, system and operational support equipment.

Table of Contents

13) INTANGIBLE ASSETS

a)

Accounting policy

Intangible assets acquired separately are measured at cost upon their initial recognition. The cost of an intangible asset acquired in a business combination is its fair value at the acquisition date.

After initial recognition, intangible assets are stated at acquisition and/or buildup cost, net of amortization and accumulated provision for impairment, where applicable. Intangible assets generated internally, excluding capitalized development costs, are not capitalized, and the expense is reflected in the income statement for the year in which it is incurred.

The useful lives of intangible assets are considered finite or indefinite.

Intangible assets with finite useful lives are amortized over their economic useful lives under the straight-line method and are tested for impairment whenever there is any indication of impairment loss. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed on an annual basis.

Changes in the estimated useful life or the expected pattern of consumption of future economic benefits embodied in an asset are accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the income statement in the cost/expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be justifiable. Otherwise, changes in useful life – from indefinite to finite – are carried out prospectively. Goodwill generated upon investment acquisition is treated as an intangible assets with indefinite useful lives.

Gains and losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and recognized in the income statement on disposal.

b) Critical estimates and judgments

An impairment loss exists when the carrying amount of an asset or CGU exceeds its recoverable amount, which is the higher of fair value less costs to sell and value in use. The calculation of fair value less costs to sell is based on available information from sales transactions of similar assets or market prices less additional costs to dispose of the asset. The calculation of the value in use is based on the discounted cash flow model. The recoverable amount is sensitive to the discount rate used in the discounted cash flow method, as well as the expected future cash receipts and the growth rate used for extrapolation purposes.

The Company periodically reviews the performance of the defined CGU in order to identify a possible devaluation in goodwill and other assets. The determination of the recoverable value of the CGU to which the goodwill is attributed also includes the use of assumptions and estimates and requires a significant degree of judgment and criterion.

The accounting treatment of the investment in intangible assets includes making estimates to determine the useful life for amortization purposes and the fair value at the date of acquisition, particularly for assets acquired in business combinations.

The determination of the useful lives requires estimates in relation to the expected technological evolution and the alternative use of the assets. Hypotheses related to the technological aspect and its future development imply a significant degree of analysis, since the timing and nature of future technological changes are difficult to predict.

c) Breakdown, changes and amortization rates

A brief description of the key intangible asset items with finite useful lives, is as follows:

Table of Contents

Software: This includes licenses for software used in the Company's operating, commercial and administrative activities.

Customer portfolio and trademarks: This includes intangible assets acquired through business combination.

Licenses: These include concession and authorization licenses, acquired from ANATEL for provision of telecommunication services. These also include licenses from business combinations.

	Indefinite useful life	Finite useful life					Estimated losses for software	Software under development	Total
	Goodwill	Software	Customer portfolio	Trademarks	Licenses	Other intangible assets			
Annual amortization rate (%)		20.00 to 50.00	11.76 to 12.85	5.13 to 66.67	3.60 to 6.67	6.67 to 20.00			
Balances and changes:									
Balance at 12/31/16	23,062,421	2,694,521	2,561,220	1,157,820	14,897,968	50,702	(4,581)	63,425	44,483
Additions	-	276,390	-	-	-	207	-	1,100,785	1,377,
Write-offs, net	-	(7,427)	-	-	-	-	4,051	-	(3,376
Net transfers	-	701,545	-	-	-	(24,297)	31	(658,070)	19,209
Amortization (Note 25)	-	(944,753)	(582,357)	(84,205)	(928,362)	(5,660)	-	-	(2,545
Business Combination (Note 1.c.2)	-	530	-	-	-	-	-	-	530
Balance at 12/31/17	23,062,421	2,720,806	1,978,863	1,073,615	13,969,606	20,952	(499)	506,140	43,331
Additions	-	970,172	-	-	6,647	-	-	249,307	1,226,
Write-offs, net	-	(16)	-	-	-	-	-	-	(16
Net transfers	-	519,539	-	-	-	32,539	-	(365,770)	186,30
Amortization (Note 25)	-	(965,459)	(549,589)	(84,205)	(920,116)	(3,968)	-	-	(2,523
Balance at 12/31/18	23,062,421	3,245,042	1,429,274	989,410	13,056,137	49,523	(499)	389,677	42,220
At 12/31/17									
Cost	23,062,421	15,125,532	4,513,278	1,658,897	20,237,572	238,201	(499)	506,140	65,341
	-	(12,404,726)	(2,534,415)	(585,282)	(6,267,966)	(217,249)	-	-	(22,000

Accumulated amortization										
Total	23,062,421	2,720,806	1,978,863	1,073,615	13,969,606	20,952	(499)	506,140	43,331	
At 12/31/18										
Cost	23,062,421	16,604,769	4,513,278	1,658,897	20,244,219	270,741	(499)	389,677	66,743	
Accumulated amortization	-	(13,359,727)	(3,084,004)	(669,487)	(7,188,082)	(221,218)	-	-	(24,522)	
Total	23,062,421	3,245,042	1,429,274	989,410	13,056,137	49,523	(499)	389,677	42,221	

d) Goodwill

d.1) Accounting policy

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, recorded at fair value on the acquisition date, and the fair value of any non-controlling interest in the acquiree.

For each business combination, the Company measures non-controlling interests in the acquiree either at its fair value or on the basis of its proportional share in the identifiable net assets of the acquiree. Costs directly attributable to an acquisition are recorded as expenses, as incurred.

Upon acquiring a business, the Company assesses financial assets acquired and liabilities assumed so as to classify and allocate them in accordance with contractual terms, economic circumstances and relevant conditions on the acquisition date, including the segregation, by the acquiree, of embedded derivatives existing in host contracts in the acquiree.

In the event a business combination is conducted in stages, the ownership interest previously held in the acquiree's capital is reassessed at fair value on the date control is acquired, and any impacts are recognized in the income statement.

Any contingent portion to be transferred by the acquirer shall be recognized at fair value on the acquisition date. Subsequent changes in the fair value of the contingent portion to be considered as an asset or liability is recognized in the income statement. Contingent consideration on acquisition of a business that is not classified as equity is subsequently measured at fair value through profit or loss, whether or not included in the scope of IFRS 9.

Table of Contents

Goodwill is initially measured as excess transferred payment amount in relation to acquired net assets (identifiable net assets acquired, and liabilities assumed). If consideration is lower than the fair value of acquired net assets, the difference must be recognized as a gain in the income statement.

After initial recognition, goodwill is measured at cost, less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the CGUs that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that CGU is disposed of, the goodwill associated with that operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is allocated based on the relative fair values of the disposed operation and the portion of the CGU retained.

d.2) Goodwill breakdown

The table below shows the composition of the goodwill recorded by the Company as of December 31, 2018.

Ajato Telecomunicação Ltda.	149
Spanish and Figueira, by the merger of Telefônica Data Brasil Holding (TDBH) in 2006	212,058
Santo Genovese Participações, Atrium Telecomunicações, which took place in 2004	71,892
Telefônica Televisão Participações, former Navytreet, occurred in 2008	780,693
Vivo Participações, occurred in 2011	9,160,488
GVT Participações, occurred in 2015	12,837,141
Total	23,062,421

14) IMPAIRMENT OF NON-FINANCIAL ASSETS**a) Accounting policy**

The Company annually reviews the net carrying amount of assets in order to evaluate events or changes in economic, operating or technological circumstances that may indicate impairment losses. When such evidence is found, and net carrying amount exceeds recoverable amount, a provision for impairment is recorded so as to adjust the net carrying

amount to the recoverable amount.

The recoverable amount of an asset or a CGU is defined as the higher of value in use and net sales value.

Upon estimation of the value in use of an asset or cash-generating unit, estimated future cash flows are discounted at present value using a discount rate Weighted Average Cost of Capital "WACC" which reflects the weighted rate between (i) the cost of capital (including specific risks) based on the Capital Asset Pricing Model; and (ii) the debt these components being applicable to the asset or CGU before taxes.

Whenever possible, the net sale value is determined based on a firm sale agreement executed on an arm's length basis between knowledgeable and willing parties, adjusted by expenses attributable to the sale of assets or, when there is no firm sale agreement, based on the market price of an active market, or on the latest transaction price involving similar assets.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine an asset's or CGU recoverable amount since the last impairment loss was recognized. Any reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount or exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement.

The following assets have specific characteristics for impairment testing:

Goodwill: Goodwill is tested for impairment annually at the reporting date or earlier when circumstances indicate that the carrying amount may be impaired. Where the recoverable amount is lower than the carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Table of Contents

Intangible assets: Intangible assets with indefinite useful lives are tested for impairment annually at the reporting date either individually or at the CGU level, as appropriate, and when circumstances indicate that the carrying amount may be impaired.

Determination of value in use: The key assumptions used to estimate value in use are: (i) revenues (projected considering the growth in customer base, growth in market revenue against GDP and the Company's share of this market); (ii) variable costs and expenses (projected in accordance with the dynamics of the customer base, and fixed costs are projected in line with the historical performance of the Company, as well as with revenue growth); and (iii) capital investments (estimated considering the technological infrastructure necessary to enable the provision of services).

Key assumptions were based on the Company's historical performance and reasonable macroeconomic assumptions grounded on financial market projections, documented and approved by the Company's management.

b) Key assumptions used in the calculation of value in use:

The value in use is mainly impacted by the following assumptions:

Revenue growth: is based on the observation of the historical behavior of each revenue line, as well as trends based on market analysis. The projected revenue differs between product lines and services with a tendency of growth in broadband services, pay TV and IT compared to voice services (fixed).

Growth in operating margin: takes into account the historical margin estimates of price correction, as well as ongoing projects with the aim of greater cost efficiency.

Capex volume: the projects and future needs were considered, both in line with the evolution of expected revenues and always aiming at better efficiency in the use of these investments. The Capex volume may also be impacted by inflation and currency fluctuations.

Discount rate: represents the assessment of risks in the current market. The calculation of the discount rate is based on the Company's specific circumstances and being calculated based on the WACC. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by Company investors. The cost of debt is based on loans with interest income that the Company is obliged to honor. The specific risk segment is incorporated by applying individual notably Beta factors.

c) Sensitivity to changes in assumptions:

The Company carries out a sensitivity analysis of the impairment test by considering reasonable changes in the main assumptions used in such test.

The following table shows the increases in/decreases in the percentage points (pp) which were assumed for the years ended December 31, 2018 and 2017:

Changes in key assumptions In percentage points (p.p)

Financial variables

Discount rate	+/- 1.0
Perpetuity growth rates	+/- 0.5

Operating variables

OIBDA Margin	+/- 2.0
Capex/Revenues Margin	+/- 1.5

The sensitivity analysis performed at year-end 2018 and 2017 indicates that there are no significant risks arising from possible changes in the financial and operating variables, considered individually. In other words, the Company considers that within the above limits, no losses would be recognized.

Table of Contents

d) Goodwill impairment testing

The Company assessed recoverability of goodwill carrying amounts based on the value in use and discounted cash flow method.

The process for determination of the value in use involves the use of assumptions, judgments and estimates on cash flows, such as revenue, cost and expense growth rates, estimated future investments and working capital and discount rates. The assumptions about cash flow increase projections were based on management's estimates, market studies and macroeconomic projections. Future cash flows were discounted at the WACC rate.

Consistent with the economic analysis techniques, the assessment of value in use is made for a period of five years, and thereafter, considering the perpetuity of the assumptions based on the capacity of business continuity for an indefinite time. Management considered that the period of five years is adequate, based on its past experience in preparing cash flow projections.

The growth rate used to extrapolate projections beyond the five years period was 4.5% for both 2018 and 2017.

Estimated future cash flows were discounted at the pre-tax rate of 13.99% and 13.58% in 2018 and 2017, respectively, also at nominal amounts.

The inflation rate for the period analyzed in the projected cash flows was 4.0% for both 2018 and 2017.

Key assumptions were based on the Company's historical performance and reasonable macroeconomic assumptions grounded on financial market projections, documented and approved by the Company's management.

Based on annual impairment testing of the Company's assets, prepared using projections considering the financial statements at December 31, 2018 and 2017, growth projections and operating results for the year ended December 31, 2018 and 2017, no impairment losses or evidence of losses were identified, since the value was in use is higher than the net carrying amount as at the assessment date.

15) PERSONNEL, SOCIAL CHARGES AND BENEFITS

	12.31.18	12.31.17
Salaries and wages	34,767	40,171
Social charges and benefits	385,695	399,229
Profit sharing	265,433	273,384
Share-based payment plans (Note 29)	22,638	33,880
Other compensation	86,000	-
Total	794,533	746,664
Current	782,630	723,380
Non-current	11,903	23,284

16) TRADE ACCOUNTS PAYABLE

a) Accounting policy

These are obligations to pay for goods, services or goods that were acquired in the normal course of business. They are initially recognized at fair value and subsequently measured at amortized cost using the effective tax rate method, if applicable.

Table of Contents**b) Breakdown**

	12.31.18	12.31.17
Sundry suppliers (Opex, Capex, Services and Material)	6,790,882	6,683,503
Amounts payable (operators, cobilling)	198,942	187,976
Interconnection / interlink (1)	269,446	224,777
Related parties (Note 28)	383,512	350,844
Total	7,642,782	7,447,100

17) TAXES, CHARGES AND CONTRIBUTIONS

	12.31.18	12.31.17
ICMS	1,094,769	1,149,137
PIS and COFINS	512,714	419,589
Fust and Funttel	89,794	93,869
ISS, CIDE and other taxes	139,933	113,689
Total	1,837,210	1,776,284
Current	1,797,965	1,726,836
Non-current	39,245	49,448

18) DIVIDENDS AND INTEREST ON EQUITY**a) Accounting policy****a.1) Interest on equity**

Brazilian legislation allows companies to pay interest on equity, which is similar to payment of dividends; however, this is deductible for income tax calculation purposes. In order to comply with Brazilian tax legislation, the Company and its subsidiaries provision, in its accounting records, the amount due to match against the financial expenses account in the income statement for the year. For the presentation of these financial statements, that expense is reversed against a direct charge to equity, resulting in the same accounting treatment adopted for dividends. The distribution of interest on equity to shareholders is subject to withholding income tax at a 15% rate.

a.2) Dividends

Minimum mandatory dividends are stated in the balance sheet as legal obligations (provision in current liabilities). Dividends in excess of such minimum amount, not yet approved in the Shareholders' Meeting, are recorded in equity as proposed additional dividends. After approval at the Shareholders' Meeting, the dividends in excess of the mandatory minimum are transferred to current liabilities and classified as legal obligations.

a.3) Unclaimed dividends and interest on equity

Interest on equity and dividends not claimed by shareholders expire within three years from the initial payment date. Should dividends and interest on equity expire, these amounts are recorded in retained earnings for later distribution.

F-34

Table of Contents**b) Dividends and interest on equity payable****b.1) Breakdown:**

	12.31.18	12.31.17
Telefónica Latinoamérica Holding	952,217	505,750
Telefónica	1,146,619	609,003
SP Telecomunicações Participações	722,862	383,933
Telefónica Chile	2,015	1,070
Non-controlling interest	1,349,203	896,360
Total	4,172,916	2,396,116

b.2) Changes:

Balance at 12/31/16	2,195,031
Supplementary dividends for 2016	1,913,987
Interim interest on equity (net of IRRF)	2,054,143
Unclaimed dividends and interest on equity	(101,778)
Payment of dividends and interest on equity	(3,668,551)
IRRF on shareholders exempt/immune from interest on equity	3,284
Balance at 12/31/17	2,396,116
Supplementary dividends for 2017	2,191,864
Interim interest on equity (net of IRRF)	3,867,500
Unclaimed dividends and interest on equity	(152,770)
Payment of dividends and interest on equity	(4,136,878)
IRRF on shareholders exempt/immune from interest on equity	7,084
Balance at 12/31/18	4,172,916

For the cash flow statement, interest on equity and dividends paid to shareholders are recognized in “Financing Activities”.

19) PROVISION AND CONTINGENCIES**a) Accounting policy**

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of a past event, when it is probable that economic benefits are required to settle the obligation and a reliable estimate of the value of the obligation can be made. Provision is restated at the balance sheet date considering the likely amount of loss and the nature of each contingency.

Provision amounts for contingencies are presented at their gross amount, less the corresponding judicial deposits, and are classified as provision for civil, labor, tax and regulatory contingencies.

Judicial deposits are classified as assets given that the conditions required for their net presentation with provision do not exist.

Provision for civil, labor, tax and regulatory legal claims

The Company and its subsidiaries are parties to administrative, labor, tax, civil and regulatory claims, and accounting provision amounts have been recorded in respect of claims whose likelihood of loss was classified as probable. The assessment of the likelihood of loss includes an analysis of available evidence, the hierarchy of laws, available case law, the latest court decisions law and their relevance in the legal system, as well as the opinion of outside legal counsel. Provision is reviewed and adjusted considering changes in existing circumstances, such as the applicable statute of limitations, tax audit conclusions, or additional exposures identified based on new matters or court decisions.

Table of Contents

Provision for decommissioning of assets

This refers to costs to be incurred due to returning sites to owners (locations intended for tower and equipment installation on leased property) in the same condition as these were found at the time of execution of the initial lease agreement.

These costs are provisioned at the present value of amounts expected to settle the obligation using estimated cash flows and are recognized as part of the cost of the corresponding asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to decommissioning of assets. The financial effect of the discount is recorded as incurred and recognized in the income statement as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to, or deducted from, the cost of the asset.

Contingent liabilities recognized in a business combination

A contingent liability recognized in business combination is initially measured at fair value.

This refers to contingent liabilities arising from Purchase Price Allocation generated on acquisition of the controlling interest of Vivo Part. in 2011 and GVTPart. in 2015.

b) Critical estimates and judgments

Provision is recognized when the Company has a present obligation arising from a past event, settlement of which requires an outflow of resources rated as probable and when it can be reliably estimated. This obligation can be legal or constructive, derived from, among other factors, regulations, contracts, customary practices or public commitments that expose third parties to a valid expectation that the Company or its subsidiaries will assume certain responsibilities. The determination of the provision is based on the best estimate of the disbursement required to settle the corresponding obligation, considering the information available as at the closing date, including the opinion of independent experts, such as legal advisors.

c) Information on provisions and contingencies

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

The Company and its subsidiaries are parties to administrative and judicial proceedings and labor, tax and civil claims filed in different courts. The management of the Company and its subsidiaries, based on the opinion of its legal counsel, recognized provision for proceedings for which an unfavorable outcome is considered probable.

Breakdown of changes in provision for cases in which an unfavorable outcome is probable, in addition to contingent liabilities and provision for decommissioning are as follows:

	Provisions for contingencies				Contingent liabilities (PPA)	Provision for decommissioning	Total
	Labor	Tax	Civil	Regulatory			
Balances at 12/31/16	1,382,957	3,129,681	1,039,357	828,934	881,745	546,587	7,809,261
Additions (reversal), net (Note 26)	297,171	154,441	438,693	198,344	(89,230)	-	999,419
Other additions (reversal) (2)	(492)	93,596	207	-	-	20,765	114,076
Write-offs due to payment	(865,656)	(168,407)	(551,928)	(6,873)	-	-	(1,592,864)
Write-offs due to taxes (1)	-	(66,027)	-	-	-	-	(66,027)
Monetary restatement Business combination (Note 1 c.2)	147,334	348,393	123,487	83,387	53,281	12,129	768,011
Balances at 12/31/17	980,596	3,579,208	1,055,877	1,103,792	845,796	579,481	8,144,750
Additions (reversal), net (Note 26)	319,056	452,746	395,631	(41,837)	(27,345)	-	1,098,251
Other additions (reversal) (2)	(99,372)	(2,443,047)	(14,119)	-	-	16,752	(2,539,786)
Write-offs due to payment	(541,749)	(51,924)	(598,294)	(117,599)	-	-	(1,309,566)
Monetary restatement	121,155	414,914	165,708	77,860	8,824	77,215	865,676
Balances at 12/31/18	779,686	1,951,897	1,004,803	1,022,216	827,275	673,448	6,259,325
At 12/31/17							
Current	239,229	-	201,673	994,009	-	-	1,434,911
Non-current	741,367	3,579,208	854,204	109,783	845,796	579,481	6,709,839
At 12/31/18							
Current	245,805	-	132,124	-	-	-	377,929
Non-current	533,881	1,951,897	872,679	1,022,216	827,275	673,448	5,881,396

Table of Contents

(1) This refers to the amounts of tax on tax losses used to offset tax provisions arising from the Company's adherence to the Special Tax Regularization Program.

(2) Refers mainly to the amounts of inflows and losses carried out against judicial deposits (Note 9).

c.1) Labor provision and contingencies

<u>Nature/Degree of Risk</u>	Amounts involved	
	12.31.18	12.31.17
Provisions - probable losses	779,686	980,596
Possible losses	191,398	261,876

Labor provision and contingencies involve labor claims filed by former employees and outsourced employees (the latter alleging subsidiary or joint liability) claiming for, among other issues, overtime, salary equalization, post-retirement benefits, allowance for health hazard and risk premium, and matters relating to outsourcing. The Company finalized an improvement work in calculating the estimate of the labor provision value for cases of solidarity/subsidiarity with third parties, evolving from a calculation based on the historical average of payments to an assessment of the expected loss in an individualized way for each process, resulting in an increase in the provision of R\$116 million.

The Company is also a defendant in labor claims filed by retired former employees who are covered by the Retired Employees Medical Assistance Plan ("PAMA"), who, among other issues, are demanding the cancellation of amendments to this plan. Most of these claims await a decision by the Superior Labor Court. Based on the opinion of its legal counsel and recent decisions of the courts, management considers the risk of loss in these cases as possible. No amount has been specified for these claims, since it is not possible to estimate the cost to the Company in the event of loss.

In addition, the Company is a party to Public Civil Actions filed by the Labor Public Prosecutor's Office, whose objects relate essentially to instructing the Company to cease hiring an interposed company to carry out the Company's activities. In August 2018, most of the Federal Supreme Court ("STF") Ministers judged the legality of unrestricted outsourcing, including the end activity, safeguarding the subsidiary's responsibility of the service provider. However, it is expected that this decision will be published and possible foreclosure of a declaration to clarify the scope of the decision, including for cases that have already been settled when the application of that decision will be assessed in each case where the subject is discussed. In view of these considerations, there are still no conditions to estimate amounts or possible losses for the Company.

c.2) Tax provision and contingencies

<u>Nature/Degree of Risk</u>	Amounts involved	
	12.31.18	12.31.17
Provisions - probable losses	1,951,897	3,579,208
Federal	526,943	502,153
State	909,547	231,998
Municipal	33,607	32,054
FUST, FISTEL and EBC	481,800	2,813,003
Possible losses	36,103,128	35,388,910
Federal	12,025,529	8,226,374
State	16,294,685	18,968,349
Municipal	637,690	548,014
FUST, FUNTTEL and FISTEL	7,145,224	7,646,173

c.2.1) Probable tax contingencies

Management and its legal counsel understand that losses are probable in the following federal, state, municipal and other tax proceedings (FUST and EBC) as described below:

Federal taxes

The Company and/or its subsidiaries are parties to administrative and legal proceedings relating to: (i) claims resulting from the non-ratification of compensation and refund requests formulated; (ii) CIDE levied on the remittance of amounts abroad related to technical and administrative assistance and similar services, as well as royalties; (iii) withholding income tax on interest on equity; (iv) Social Investment Fund (Finsocial) offset amounts; and (v) additional charges to the PIS and COFINS tax base, as well as additional charges to COFINS required by Law No. 9,718/98.

Table of Contents

State taxes

The Company and/or its subsidiaries are parties to administrative and judicial proceedings relating to ICMS, regarding: (i) disallowance credits; (ii) non-taxation of telecommunications services; (iii) tax credit for challenges/disputes over telecommunication services not provided or wrongly charged (Agreement 39/01); (iv) aliquot differential; (v) leasing of infrastructure necessary for internet services (data); and (vi) outflows of goods with prices lower than those of acquisition.

Municipal taxes

The Company and/or its subsidiaries are parties to various municipal tax proceedings, at the judicial level, relating to: (i) Property tax (“IPTU”); (ii) Services tax (“ISS”) on equipment leasing services, non-core activities and supplementary activities; and (iii) withholding of ISS on contractors' services.

FUST, FISTEL and EBC

The Company and/or its subsidiaries have administrative and judicial discussions related to the non-inclusion of interconnection expenses and industrial exploitation of a dedicated line in the calculation basis of FUST.

In the second quarter of 2018, the discussion regarding the exclusion of the calculation basis of the TFI and TFF of mobile (cellular) stations that are not owned by the Company was closed unfavorably to the Company and the amounts deposited judicially (Note 9) were handed over to ANATEL.

In the third quarter of 2018, the Company and TData had their accepted requests for conversion into income of the amounts deposited in court, relating to EBC rates, with the maintenance of the discussion in progress. As a result, the Company and TData made the write-downs of the amounts provisioned against the amounts deposited in court (Note 9).

c.2.2) Possible tax contingencies

Management and its legal counsel understand that losses are possible in the following federal, state, municipal and other tax proceedings (FUST, FUNTTEL and FISTEL), described below:

Federal taxes

The Company and/or its subsidiaries are parties to various administrative and judicial proceedings, at the federal level, which are awaiting decisions in different court levels.

The most important of these proceedings are: (i) statements of dissatisfaction resulting from failure to approve requests for compensation submitted by the Company; (ii) INSS (a) on compensation payment for salary losses arising from the "*Plano Verão*" and the "*Plano Bresser*"; (b) SAT, social security amounts owed to third parties (INCRA and SEBRAE); (c) supply of meals to employees, withholding of 11% (assignment of workforce); and (d) Stock Options - requirement of social security contributions on amounts paid to employees under the stock option plan; (iii) withholding income tax and CIDE on the funds remitted abroad related to technical services and to administrative support and similar services, etc., and royalties; (iv) income and social contribution taxes: (a) disallowance of costs and sundry expenses not evidenced; and (b) disallowance of expenses on goodwill of the corporate restructuring of Terra Networks and Vivo S.A., and for the takeovers of Navytree, TDBH, VivoPart. and GVTPart.; (v) deduction of COFINS on swap operation losses; (vi) PIS and COFINS: (a) accrual basis versus cash basis; (b) levied on value-added services; and (c) monthly subscription services; (vii) income tax-related incentive investments FINOR, FINAN or FUNRES; (viii) ex-tariff, cancellation of the benefits under CAMEX Resolution No. 6, increase in the import duty from 4% to 28%; (ix) IPI levied on shipment of fixed access units from the Company's establishment; (x) Financial transaction tax (IOF) - required on loan transactions, intercompany loans and credit transactions; and (xi) operating expenses allegedly non-deductible and related to estimated losses on the recoverable value of accounts receivable.

Table of Contents

State taxes

The Company and/or its subsidiaries are parties to various administrative and judicial proceedings, at the state level, related to ICMS, which are awaiting decisions in different court levels: (i) rental of movable property; (ii) international calls; (iii) reversal credit related to the acquisition of items of property, plant and equipment and payment in interstate transfers of property, plant and equipment between branches; (iv) reversal of previously unused credits; (v) service provided outside São Paulo state paid to São Paulo state; (vi) co-billing; (vii) tax substitution with a fictitious tax base (tax guideline); (viii) use of credits related to acquisition of electric power; (ix) secondary activities, value added and supplementary services; (x) tax credits related to opposition/challenges regarding telecommunications services not provided or mistakenly charged (Agreement 39/01); (xi) deferred collection of interconnection ("DETRAF" - Traffic and Service Provision Document); (xii) credits derived from tax benefits granted by other states; (xiii) disallowance of tax incentives related to cultural projects; (xiv) transfers of assets among business units owned by the Company; (xv) communications service tax credits used in provision of services of the same nature; (xvi) card donation for prepaid service activation; (xvii) reversal of credit from return and free lease in connection with assignment of networks (used by the Company itself and exemption of public bodies); (xviii) DETRAF fine; (xix) own consumption; (xx) exemption of public bodies; (xxi) amounts given by way of discounts; (xxii) new tax register bookkeeping without prior authorization by tax authorities; (xxiii) advertising services; (xxiv) unmeasured services; and (xxv) monthly subscription, which is in the STF with declaration liens and the Company awaits the judgment of the STF on the request for modulation.

Municipal taxes

The Company and/or its subsidiaries are parties to various administrative and judicial proceedings, at the municipal level, which are awaiting decisions in different court levels.

The most important of these proceedings are: (i) ISS on: (a) non-core activity, value-added and supplementary services; (b) withholding at source; (c) call identification and mobile phone licensing services; (d) full-time services, provision, returns and cancelled tax receipts; (e) data processing and antivirus congeners; (f) charge for use of mobile network and lease of infrastructure; (g) advertising services; (h) services provided by third parties; and (i) advisory services in corporate management provided by Telefónica Latino América Holding; (ii) IPTU; (iii) land use tax; and (iv) various municipal charges.

FUST, FUNTTEL and FISTEL

Universal Telecommunications Services Fund ("FUST")

Writs of mandamus were filed seeking the right to not include revenues with interconnection and Industrial Use of Dedicated Line (“EILD”) in the FUST tax base, according to Abridgment No. 7 of December 15, 2005, as it does not comply with the provisions contained in the sole paragraph of Article 6 of Law No. 9,998/00, which are awaiting a decision from Higher Courts.

Various delinquency notices were issued by ANATEL at the administrative level to collect charges on interconnections, EILD and other revenues not earned from the provision of telecommunication services.

At December 31, 2018, the consolidated amounts involved totaled R\$3,701,208 (R\$4,316,571 at December 31, 2017).

Fund for Technological Development of Telecommunications (“FUNTTEL”)

Proceedings filed for recognition of the right not to include interconnection revenues and any others arising from the use of resources that are part of the networks in the FUNTTEL calculation basis, as determined by Law 10,052/00 and Decree No. 3,737/01, thus avoiding the improper application of Article 4, paragraph 5, of Resolution 95/13.

Several notifications of debits drawn up by the Ministry of Communications in administrative actions for constitution of the tax credit related to the interconnection, network resources and other revenues that do not originate from the provision of telecommunication services.

At December 31, 2018, the consolidated amounts involved totaled R\$618,473 (R\$493,867 at December 31, 2017).

Table of Contents

Telecommunications Inspection Fund ("FISTEL")

Judicial actions for the collection of TFI on: (i) extensions of the term of validity of the licenses for use of telephone exchanges associated with the operation of the fixed switched telephone service; and (ii) extensions of the period of validity of the right to use radiofrequency associated with the operation of the telephone service personal mobile service.

At December 31, 2018, the consolidated amounts involved totaled R\$2,825,543 (R\$2,835,735 at December 31, 2017).

c.3) Civil provision civil contingencies

<u>Nature/Degree of Risk</u>	<u>Amounts involved</u>	
	<u>12.31.18</u>	<u>12.31.17</u>
Provisions - probable losses	1,004,803	1,055,877
Possible losses	3,493,655	2,858,796

c.3.1) Provision for probable civil losses

Management and its legal counsel understand that losses are probable in the following civil proceedings:

The Company and/or its subsidiaries are parties to proceedings involving rights to the supplementary amounts from shares calculated on network expansion plans since 1996 (supplement of share proceedings). These proceedings are at different stages: lower courts, court of justice and high court of justice. At December 31, 2018, consolidated provision totaled R\$334,877 (R\$324,232 at December 31, 2017).

The Company and/or its subsidiaries are parties to various civil proceedings related to consumers at the administrative and judicial level, relating to the non-provision of services and/or products sold. At December 31, 2018, consolidated provision totaled R\$353,850 (R\$296,169 at December 31, 2017).

The Company and/or its subsidiaries are parties to various civil proceedings of a non-consumer nature at administrative and judicial levels, all arising in the ordinary course of business. At December 31, 2018, consolidated provision totaled R\$316,076 (R\$435,476 at December 31, 2017).

c.3.2) Civil contingencies assessed as possible losses

Management and its legal counsel understand that losses are possible in the following civil proceedings:

Collective Action filed by SISTEL Participants' Association (“ASTEL”) in the state of São Paulo, in which SISTEL associates in the state of São Paulo challenge the changes made in the PAMA and claim for the reestablishment of the prior "status quo". This proceeding is still in the appeal phase and awaits a decision on the Interlocutory Appeal filed by the Company against the decision on possible admission of the appeal to higher and supreme courts filed in connection with the Court of Appeals' decision, which changed the decision rendering the matter groundless. The amount cannot be estimated, and the claims cannot be settled due to their unenforceability because it entails the return to the prior plan conditions.

Civil Class Actions filed by ASTEL, in the state of São Paulo, and by the Brazilian National Federation of Associations of Retirees, Pensioners and Pension Fund Members of the Telecommunications Industry (“FENAPAS”), both against SISTEL, the Company and other carriers, in order to annul the spin-off of the PBS private pension plan, alleging, in short, the "windup of the supplementary private pension plan of the SISTEL Foundation", which led to various specific mirror PBS plans, and corresponding allocation of funds from technical surplus and tax contingencies existing at the time of the spin-off. The amount cannot be estimated, and the claims cannot be settled due to their unenforceability because this involves the return of the spun-off assets of SISTEL relating to telecommunication carriers of the former Telebrás System.

The Company is party to other civil claims, at several levels, related to service rendering rights. Such claims have been filed by individual consumers, civil associations representing consumer rights or by the Bureau of Consumer Protection (“PROCON”), as well as by the Federal and State Public Prosecutor's Office. The Company is also party to other claims of several types related to the ordinary course of business. At December 31, 2018, the consolidated amount totaled R\$3,466,522 (R\$2,827,071 at December 31, 2017).

Table of Contents

Terra Networks is a party to: (i) supplier action related to the transmission of events; (ii) PROCON fine (annulment action); (iii) indemnification action related to the use of content; (iv) ECAD action on copyright collection; and (v) claim actions filed by former subscribers regarding unrecognized collection, collection of undue value and contractual non-compliance. At December 31, 2018, the amount was R\$12,926 (R\$17,518 at December 31, 2017).

The Company has received notices regarding non-compliance with the Customer Service (“SAC”) Decree. The Company is currently party to various lawsuits (administrative and legal proceedings). At December 31, 2018 and 2017, the amount was R\$14,207.

Intellectual Property: Lune Projetos Especiais Telecomunicação Comércio e Ind. Ltda. (“Lune”), a Brazilian company, filed an action on November 20, 2001 against 23 wireless carriers claiming to own the patent for caller ID and the trademark "Bina". The purpose of that lawsuit was to interrupt provision of such service by carriers and to seek indemnification equivalent to the amount paid by consumers for using the service.

An unfavorable decision was handed down determining that the Company should refrain from selling mobile phones with caller ID service ("Bina"), subject to a daily fine of R\$10,000.00 (ten thousand reais) in the case of non-compliance. Furthermore, according to that decision, the Company must pay indemnification for royalties, to be calculated on settlement. Motions for Clarification were proposed by all parties and Lune's motions for clarification were accepted since an injunctive relief in this stage of the proceedings was deemed applicable. A bill of review appeal was filed in view of the current decision which granted a stay of execution suspending that unfavorable decision until final judgment of the review. A bill of review was filed in view of the sentence handed down on June 30, 2016, by the 4th Chamber of the Court of Justice of the Federal District, in order to annul the lower court sentence and remit the proceedings back to the lower court for a new examination. The Company brought a Special Appeal against the aforementioned judgment in order to recognize the active illegitimacy of Lune and determined the termination of the proceedings, and such appeal is awaiting judgment before the Superior Court of Justice ("STJ"). There is no way to determine at this time the extent of potential liabilities with respect to this claim.

The Company and other wireless carriers figure as defendants in several lawsuits filed by the Public Prosecutor's Office and consumer associations to challenge imposition of a period to use prepaid minutes. The plaintiffs allege that the prepaid minutes should not expire after a specific period. Conflicting decisions were handed down by courts on the matter, even though the Company understands that its criteria for the period determination comply with ANATEL standards.

c.4) Regulatory provision and contingencies

Nature/Degree of Risk	Amounts involved	
	12.31.18	12.31.17
Provisions - probable losses	1,022,216	1,103,792
Possible losses	6,119,136	5,065,907

c.4.1) Provision for regulatory proceedings assessed as probable losses

According to the Company's management and legal counsel, the likelihood of loss of the following regulatory proceedings is probable:

The Company is party to administrative proceedings against ANATEL, filed based on an alleged failure to meet sector regulations, and to judicial proceedings to contest sanctions applied by ANATEL at the administrative level.

c.4.2) Regulatory contingencies assessed as possible losses

According to the Company's management and legal counsel, the likelihood of loss of the following regulatory proceedings is possible:

The Company is party to administrative proceedings filed by ANATEL alleging non-compliance with the obligations set forth in industry regulations, as well as legal claims which discuss the sanctions applied by ANATEL at the administrative level. At December 31, 2018, the consolidated amount was R\$6,119,136 (R\$5,065,907 at December 31, 2017).

Table of Contents

Administrative and judicial proceedings discussing payment of a 2% charge on interconnection services revenue arising from the extension of right of use of SMP related radio frequencies. Under clause 1.7 of the authorization term that grants right of use of SMP related radio frequencies, the extension of right of use of such frequencies entails payment every two years, during the extension period (15 years) of a 2% charge calculated on net revenues from the service provider's Basic and Alternative Plans of the service company, determined in the year before that of payment.

However, ANATEL determined that in addition to revenues from Service Plans, the charge corresponding to 2% should also be levied on interconnection revenues and other operating revenues, which is not stipulated for in said clauses.

Considering, based on the provisions of the Authorization Terms, that revenue from interconnection services should not be included in the calculation of the 2% charge for radiofrequency use right extension, the Company filed administrative and legal proceedings challenging these charges, based on ANATEL's position.

In 2018, as a result of the end of negotiations of the Company's Term of Conduct Adjustment ("TAC") (which was not concluded), ANATEL established a collection of new administrative procedures related to inspections on pipelines that would be contemplated in the TAC. This collection of processes, given the environment and factual context of the subjects treated there, was evaluated as possible loss.

In May 2018, the Company filed a lawsuit to annul ANATEL's final decision, in March of that year, in the records of the Procedure for Determining Non-Compliance of Obligations ("PADO") for alleged violations of the fixed telephone regulation.

This PADO has been suspended for years due to the negotiations of the TAC, between the Company and ANATEL. By closing the negotiations without agreement, this sanctioning administrative process was reactivated and finalized.

In the decision of March 2018, ANATEL understood that the Company had committed several infractions, especially those related to the deadlines for communication of suspension of the service of the users in default and the deadlines for the restoration of the services after payment communication.

The amount of the fine imposed by ANATEL and object of this lawsuit is approximately R\$211 million, and plus interest and correction this reaches approximately R\$482 million (at December 31, 2018).

The Company understands that the fine imposed is unlawful and undue based on the following defense arguments: (i) ANATEL's mistake in determining the universe of users considered in the fine (number of affected users is lower than that considered by ANATEL) and; (ii) the calculation of a fine is disproportionate and unfounded.

The fine was not paid. However, there is an insurance guarantee presented in full value judgment.

The suit is in the first instance and is currently awaiting a date for conciliation hearing.

d) Guarantees

The Company and its subsidiaries granted guarantees for tax, civil and labor proceedings, as follows:

	12.31.18			12.31.17		
	Property and equipment	Judicial deposits and garnishments	Letters of guarantee	Property and equipment	Judicial deposits and garnishments	Letters of guarantee
Civil, labor and tax	94,641	3,910,014	2,301,210	176,591	6,663,805	1,669,476
Total	94,641	3,910,014	2,301,210	176,591	6,663,805	1,669,476

At December 31, 2018, in addition to the guarantees presented above, the Company and its subsidiaries had amounts under short-term investment frozen by courts (except for loan-related investments) in the consolidated amount of R\$64,461 (R\$69,764 at December 31, 2017).

Table of Contents**20) LOANS, FINANCING AND DEBENTURES**

a)

Accounting policy

These are financial liabilities measured initially and recognized at fair value, net of costs incurred to obtain them and subsequently measured at amortized cost (plus pro-rata charges and interest), considering the effective interest rate of each operation, or at fair value through profit or loss.

They are classified as current unless the Company has the unconditional right to settle the liability for at least 12 months after the closing date of the year.

Borrowing costs directly related to the acquisition, construction or production of an asset that necessarily requires more than 18 months to be completed for use or sale purposes are capitalized as part of the cost of the corresponding asset. The Company did not capitalize borrowing and financing costs and debentures due to the absence of qualifying assets.

All other costs of loans, financing and debentures are recorded in expense in the period in which they are incurred. The costs of loans, financing and debentures comprise interest and other costs incurred.

b)

Breakdown

	Information as of December 31, 2018			12/31/18			12/31/17			
	Currency	Annual interest rate	Maturity	Guarantee	Interest	Non-current	Total	Current	Non-current	Total
Local currency					1,367,551	4,675,271	6,042,822	2,891,142	5,345,445	8,236,587
Financial Institutions (b.1)					666,213	819,742	1,485,955	820,468	1,456,624	2,276,092
BNDES FINEM	URTJLP	TJLP+ 0 to 4.08%	Jul-19	(1)	214,012	-	214,012	371,946	213,958	585,904
BNDES FINEM	URTJLP	TJLP+ 0 to 3.38%	Aug-20	(3)	184,200	122,011	306,211	184,007	303,560	487,567
BNDES FINEM	R\$	5.00%	Nov-19	(3)	13,403	-	13,403	14,654	13,377	28,031
	URTJLP		Jan-23	(3)	103,486	316,269	419,755	101,879	413,552	515,631

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

BNDES FINEM		TJLP+ 0 to 3.12%								
BNDES FINEM	R\$	4.00% to 6.00%	Jan-23	(3)	37,837	94,516	132,353	37,061	132,092	169,000
BNDES FINEM	R\$	Selic Acum. D-2 + 2.32%	Jan-23	(3)	80,014	245,887	325,901	70,426	305,952	376,378
BNDES PSI	R\$	2.5% to 5.5%	Jan-23	(2)	18,207	1,263	19,470	25,405	19,413	44,818
BNB	R\$	7.06% to 10%	Aug-22	(4)	15,054	39,796	54,850	15,090	54,720	69,816
Suppliers (b.2)	R\$		Dec-19		524,244	-	524,244	607,152	-	607,152
Debentures (b.3)					123,961	3,049,949	3,173,910	1,412,486	3,108,253	4,521,200
4th issue – Series 3	R\$	IPCA+4.00%	Oct-19	(5)	41,121	-	41,121	312	40,010	40,322
1st issue – Minas Comunica	R\$	IPCA+0.50%	Jul-21	(5)	26,250	52,499	78,749	24,088	72,264	96,513
4th issue	R\$	100% of CDI + 0.68%	Apr-18	(5)	-	-	-	1,317,513	-	1,317,513
5th issue	R\$	108.25% of CDI	Feb-22	(5)	51,233	1,997,694	2,048,927	64,397	1,996,517	2,060,914
6th issue	R\$	100% of CDI + 0.24%	Nov-20	(5)	5,357	999,756	1,005,113	6,176	999,462	1,005,639
Finance lease (b.4)	R\$	IPCA and IGP-M	Aug-33		53,133	339,894	393,027	51,036	334,424	385,460
Contingent Consideration (b.5)	R\$	Selic			-	465,686	465,686	-	446,144	446,144
Foreign Currency					96,615	-	96,615	142,299	82,955	225,169
Financial Institutions (b.1)					96,615	-	96,615	142,299	82,955	225,169
BNDES FINEM Total	UMBND	ECM + 2.38%	Jul-19	(1)	96,615	-	96,615	142,299	82,955	225,169
					1,464,166	4,675,271	6,139,437	3,033,441	5,428,400	8,461,806

(1) Guarantee in receivables relating to 15% of the outstanding debt balance or four times the largest installment, whichever is higher.

(2) Pledge of financed assets.

Assignment of receivables corresponding to 20% of outstanding debt balance or one time the last installment of (3) sub-credit facility "A" (UMIPCA) plus five times the last installment of each of the other sub-credit facilities, whichever is greater.

Bank guarantee provided by Banco Safra in an amount equivalent to 100% of the outstanding financing debt balance. Setting up a liquidity fund represented by financial investments in the amount equivalent to three (4) installments of repayment referenced to the average post-grace period performance. Balances were R\$12,473 and R\$11,722 at December 31, 2018 and 2017, respectively.

(5)

Unsecured.

F-43

Table of Contentsb.1) Loans and financing

Some financing agreements with the BNDES described above, have lower interest rates than those prevailing in the market. These operations fall within the scope of IAS 20 and thus the subsidies granted by BNDES were adjusted to present value and deferred in accordance with the useful lives of the financed assets, resulting in a balance as at December 31, 2018 of R\$21,620 (R\$32,155 at December 31, 2017) (Note 21).

b.2) Financing - Suppliers

Under bilateral agreements with suppliers, the Company obtained extension of the terms for payment of trade accounts payable at a cost based on the fixed CDI rate for the corresponding periods, with the net cost equivalent to between 107.9% to 115.9% of the CDI (101.4% to 109.4% of the CDI as at December 31, 2017).

b.3) Debentures

The following is a summary of the debentures in effect on December 31, 2018 and 2017.

Issue	Issue date	Amounts		Issue value
		Issued	Outstanding	
4th issue – Series 3	10/15/2009	810,000	23,557	810,000
1st issue – Minas Comunica	12/17/2007	5,550	5,550	55,500
4th issue	4/25/2013	130,000	130,000	1,300,000
5th issue	2/8/2017	200,000	200,000	2,000,000
6th issue	11/27/2017	100,000	100,000	1,000,000

Transaction costs in connection with the 4th, 5th and 6th issues, totaling R\$3,951 at December 31, 2018 (R\$5,422 at December 31, 2017), were allocated as a reduction of liabilities as costs to be incurred and are recognized as financial expenses, according to the contractual terms of each issue.

b.4) Finance lease

The Company has agreements classified as finance lease agreements in the condition of lessee relate to: (i) lease of towers and rooftops arising from sale and finance leaseback transactions; (ii) lease of Built to Suit ("BTS") sites to install antennas and other equipment and transmission facilities; (iii) lease of information technology equipment and; (iv) lease of infrastructure and transmission facilities associated with the power transmission network. The net carrying amount of the assets has remained unchanged until sale thereof, and a liability is recognized corresponding to the present value of mandatory minimum installments of the agreement.

The amounts recorded in property, plant and equipment are depreciated over the estimated useful lives of the assets or the lease term, whichever is shorter.

The balance of amounts payable relating to aforementioned transactions comprises the following effects:

	12.31.18	12.31.17
Nominal value payable	766,215	787,147
Unrealized financial expenses	(373,188)	(401,687)
Present value payable	393,027	385,460
Current	53,133	51,036
Non-current	339,894	334,424

Table of Contents

Aging list of finance lease payable at December 31, 2018 is as follows:

	Nominal value payable	Present value payable
Up to 1 year	60,823	53,133
From 1 to 5 years	207,450	146,797
Over five years	497,942	193,097
Total	766,215	393,027

There were no unsecured residual values resulting in benefits to the lessor or contingent payments recognized as revenue at December 31, 2018 and 2017.

b.5) Contingent consideration

As part of the Purchase and Sale Agreement and Other Covenants executed by and between the Company and Vivendi to acquire all shares in GVTPart., a contingent consideration relating to the judicial deposit made by GVT for the monthly installments of deferred income tax and social contribution on goodwill amortization was agreed, arising from the corporate restructuring process completed by GVT in 2013. If these funds are realized (being reimbursed, refunded, or via netting), they will be returned to Vivendi, as long as they are obtained in a final unappeasable decision. Reimbursement will be made within 15 years and this amount is subject to monthly restatement at the SELIC rate.

c) Repayment schedule

At December 31, 2018, the breakdown of non-current loans, financing, finance lease, debentures and contingent consideration by year of maturity was as follows:

Year	Loans and financing	Debentures	Finance lease	Contingent Consideration	Total
2020	359,948	1,025,097	41,441	-	1,426,486
2021	231,764	1,025,097	36,704	-	1,293,565

2022	209,948	999,755	35,190	-	1,244,893
2023	18,082	-	33,463	-	51,545
2024 onwards	-	-	193,096	465,686	658,782
Total	819,742	3,049,949	339,894	465,686	4,675,271

d) Covenants

There are loans and financing with BNDES and debentures with specific covenants involving a penalty in the event of breach of contract. A breach of contract provided for in the agreements with the institutions listed above is characterized as non-compliance with covenants (analyzed on a quarterly, half-yearly or yearly basis), being a breach of a contractual clause, resulting in the early maturity of the contract.

At December 31, 2018 and 2017 all economic and financial indexes established in existing contracts had been achieved.

Table of Contents**e) Changes**

Changes in loans and financing, debentures, finance lease agreements and contingent considerations are as follows:

	Loans and financing	Debentures	Finance lease	Financing - Suppliers	Contingent Consideration	Total
Balance at 12.31.16	4,158,015	3,554,307	374,428	722,591	414,733	9,224,074
Additions	55,876	3,000,000	13,462	571,444	-	3,640,782
Government grants (Note 21)	(1,581)	-	-	-	-	(1,581)
Financial charges (Note 27)	300,153	485,295	45,265	70,603	31,411	932,727
Issue costs	-	(4,926)	-	-	-	(4,926)
Foreign exchange variation (Note 27)	15,846	-	-	-	-	15,846
Write-offs (payments)	(2,025,963)	(2,513,937)	(47,695)	(757,486)	-	(5,345,081)
Balance at 12.31.17	2,502,346	4,520,739	385,460	607,152	446,144	8,461,841
Additions	-	-	18,672	506,397	-	525,069
Government grants (Note 21)	(40)	-	-	-	-	(40)
Financial charges (Note 27)	169,771	242,415	45,501	33,169	19,542	510,398
Issue costs	-	1,471	-	-	-	1,471
Foreign exchange variation (Note 27)	28,848	-	-	-	-	28,848
Write-offs (payments)	(1,118,355)	(1,590,715)	(56,606)	(622,474)	-	(3,388,150)
Balance at 12.31.18	1,582,570	3,173,910	393,027	524,244	465,686	6,139,437

f) Additions and payments

The following is a summary of funding and payments made during the year ended December 31, 2018 and 2017.

	2018				2017			
	Additions	Write-offs (payments) Principal	Financial charges	Total	Additions	Write-offs (payments) Principal	Financial charges	Total
Loans and financing	-	(961,687)	(156,668)	(1,118,355)	55,876	(1,781,261)	(244,702)	(2,025,963)
BNDES	-	(946,763)	(152,447)	(1,099,210)	15,998	(825,256)	(213,752)	(1,039,008)
BNB	-	(14,924)	(4,221)	(19,145)	39,878	(11,808)	(4,073)	(15,881)
Resolution 4131 - Scotiabank and Bank of America	-	-	-	-	-	(944,197)	(26,877)	(971,074)

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Debentures	-	(1,324,723)	(265,992)	(1,590,715)	3,000,000	(2,000,000)	(513,937)	(2,513,937)
4th issue – Series 3	-	-	(1,583)	(1,583)	-	-	(1,522)	(1,522)
1st issue – Minas	-	(24,723)	(1,082)	(25,805)	-	-	-	-
Comunica								
3rd issue	-	-	-	-	-	(2,000,000)	(246,817)	(2,246,817)
4th issue	-	(1,300,000)	(47,257)	(1,347,257)	-	-	(151,152)	(151,152)
5th issue	-	-	(149,795)	(149,795)	2,000,000	-	(114,446)	(114,446)
6th issue	-	-	(66,275)	(66,275)	1,000,000	-	-	-
Suppliers	506,397	(571,434)	(51,040)	(622,474)	571,444	(668,512)	(88,974)	(757,486)
Finance lease	18,672	(35,375)	(21,231)	(56,606)	13,462	(35,722)	(11,973)	(47,695)
Total	525,069	(2,893,219)	(494,931)	(3,388,150)	3,640,782	(4,485,495)	(859,586)	(5,345,081)

f.1) In 2018

Debentures

On February 8 and August 8, 2018, the semi-annual interest amounts of the 5th issue debentures were settled. The amounts paid in the settlement totaled R\$149,795.

On April 25, 2018, the debentures of the 4th issue were fully settled. The amounts paid in the settlement totaled to R\$1,347,257.

On May 27 and September 27, 2018, the semi-annual interest amounts of the 6th issue debentures were settled. The amounts paid in the settlement totaled R\$66,275.

On July 5, 2018, the 1st issue debentures (Telemig origin) were amortized. The amounts paid in settlement totaled to R\$25,805, of which R\$3,012 corresponded to the 1st series, R\$8,285 to the 2nd series and R\$14,508 to the 3rd series.

On October 15, 2018, the annual interest amounts of the debentures of the 4th issue - Series 3 was settled. The amounts paid in liquidation totaled R\$1,583.

Table of Contents

f.2) In 2017

Loans and financing

Banco do Nordeste ("BNB")

On May 12, 2017, draw-downs were made related to the agreement signed on August 18, 2014 in the total amount of R\$39,878. The rates of this contract are 7.06% p.a. to 10.0% p.a., with total term of eight years, with interest payments and principal repayments in 72 monthly and successive installments. These resources were destined to investment and expansion projects for Brazil's Northeast region.

BNDES FINEM

Contract 14.2.1192.1: On December 30, 2014, a financing line of R\$1,000,293 was contracted, with rates of: (i) Long-Term Interest Rate ("TJLP") + 0 to 3.12% p.a; (ii) 4% p.a; (iii) Selic + 2.32% p.a, with total term of eight years, with a grace period ending on January 15, 2018. After the grace period, interest and principal repayments will be paid in 60 monthly and successive installments; and (iv) 6% p.a. total term of seven years, with a grace period ending on January 15, 2017. After the grace period, interest and principal repayments will be paid in 60 monthly and successive installments.

During 2017, three disbursements related to this agreement were made in the amount of R\$15,998.

These disbursements refer to a financial support plan linked to projects carried out in the 2014-2016 triennium, aiming at expansion in the areas of operation.

Debentures

5th Issue

At a meeting held on January 26, 2017, the Company's Board of Directors approved the 5th issue of simple debentures, non-convertible into shares of the Company, in a single series, unsecured, in the total amount of

R\$2,000,000, which were subject to public placement with restricted efforts, under a firm guarantee regime, in the terms of ICVM 476/09.

On February 8, 2017, the Company issued 200,000 debentures, with a par value equivalent to R\$10. The debentures have a maturity of five years and the nominal unit value of each of the debentures will not be monetarily restated.

Remuneration interest corresponds to 108.25% of the accumulated variation of the average daily rates of one-day Interbank Deposits ("DI").

6th Issue

At a meeting held on November 13, 2017, the Company's Board of Directors approved the 6th issue of simple debentures, non-convertible into shares of the Company, in a single series, unsecured, in the total amount of R\$1,000,000, which were subject to public placement with restricted efforts, under a firm guarantee regime, in the terms of ICVM 476/09.

On November 27, 2017, the Company issued 100,000 debentures, with a par value equivalent to R\$10. The debentures have a maturity of three years and the nominal unit value of each of the debentures will not be monetarily restated.

Remuneration interest corresponds to 100.00% of the accumulated variation of the average daily rates of one-day DI, plus a spread equivalent to 0.24%.

Table of Contents

21)	DEFERRED INCOME	
	12.31.18	12.31.17
Services and goods (1)	-	301,292
Disposal of PP&E (2)	89,835	165,162
Activation revenue (3)	-	7,959
Customer loyalty program (4)	-	50,354
Government grants (5)	94,335	115,379
Contractual Liabilities - IFRS 15 (6)	532,207	-
Other (7)	59,658	83,052
Total	776,035	723,198
Current	525,509	372,561
Non-current	250,526	350,637

(1) This refers mainly to the balances of revenues from recharging prepaid services, which are recognized in income as services that are provided to customers. It includes the amount of the agreement the Company entered for industrial use of its mobile network by a different SMP operator in Regions I, II and III of the general authorizations plan, which is intended solely for the rendering of SMP services by the operator for its customers.

(2) Includes the net balances of the residual values from sale of non-strategic towers and rooftops, which are transferred to income as the conditions for recognition are fulfilled.

(3) This refers to the deferred activation revenue (fixed) recognized in income over the estimated period in which a customer remains in the base.

(4) This refers to points earned under the Company's loyalty program, which enables customers to accumulate points by paying bills relating to use of services offered. The balance represents the Company's estimate of customers exchanging points for goods and/or services in the future.

(5) This refers to: i) government subsidy arising from funds obtained from BNDES credit lines to be used in the acquisition of domestic equipment, which have been amortized over the useful life cycle of the equipment; and ii) subsidies arising from projects related to state taxes, which are being amortized over the contractual period.

(6) Refers to the balance of contractual liabilities arising from the adoption of IFRS 15 (Note 2.b) and amounts related to customer contracts (services and goods, activation revenue and customer loyalty program) were reclassified to the line of "Contractual Liabilities - IFRS 15". The amounts on December 31, 2018 were R\$372,167, of which: (i) services and goods totaled R\$318,778; and (ii) customer loyalty program totaled R\$53,389.

(7)

Includes amounts of the reimbursement for costs for leaving radio frequency sub-bands 2,500MHz to 2,690MHz due to cancellation of the Multichannel Multipoint Distribution Service.

22) OTHER LIABILITIES

	12.31.18	12.31.17
Authorization licenses (1)	124,807	258,742
Liabilities with related parties (Note 28)	31,716	125,987
Payment for license renewal (2)	222,143	167,536
Third-party withholdings (3)	120,711	144,593
Deficit in post-employment benefit plans (Note 30)	679,478	531,938
Amounts to be refunded to subscribers	56,897	189,380
Other liabilities	61,957	72,893
Total	1,297,709	1,491,069
Current	368,376	718,468
Non-current	929,333	772,601

(1) As at December 31, 2017, this included a portion of the Company's liability arising from an agreement entered into with ANATEL, whereby the operators that won the auction of the 4G licenses organized Entidade Administradora do Processo de Redistribuição e Digitalização de Canais de TV e RTV ("EAD"), which will be responsible for equally performing all TV and RTV channel redistribution procedures and solutions to harmful interference in radio communication systems, in addition to other operations in which the winning operators have obligations, as defined in the agreement. On January 31, 2018, the Company paid R\$142,862 to EAD, referring to the last installments of the auction of 700 MHz national frequency bands for the provision of SMP, performed by ANATEL on September 30, 2014.

(2) This refers to the cost of renewing STFC and SMP licenses.

(3) This refers to payroll withholdings and taxes withheld from pay-outs of interest on equity and on provision of services.

Table of Contents

23)

EQUITY

a) Capital

According to its Articles of Incorporation, the Company is authorized to increase its share capital up to 1,850,000,000 common and preferred shares. The Board of Directors is the competent body to decide on any increase and consequent issue of new shares within the authorized capital limit.

Nevertheless, Brazil's Corporation Law (Law nº 6404/76, Article 166, item IV) - establishes that capital may be increased by means of a Special Shareholders' Meeting Resolution to decide about amendments to the Articles of Incorporation, if the authorized capital increase limit has been reached.

Capital increases do not necessarily observe the proportion between the number of shares of each class to be maintained, however the number of non-voting or restricted-voting preferred shares must not exceed 2/3 of total shares issued.

Preferred shares are non-voting, except for cases set forth in Articles 9 and 10 of the Articles of Incorporation but have priority in the event of reimbursement of capital, without premium, and are entitled to dividends 10% higher than those paid on common shares, as per Article 7 of the Company's Articles of Incorporation and item II, paragraph 1, Article 17 of Law No. 6404/76.

Preferred shares are also entitled to full voting rights if the Company fails to pay the minimum dividend to which they are entitled for three consecutive financial years and this right will be kept until payment of said dividend.

Subscribed and paid-in capital at December 31, 2018 and 2017 amounted to R\$63,571,416, divided into shares without par value, held as follows:

Shareholders	Common Shares			Preferred Shares			Grand Total		
	Number	%		Number	%		Number	%	
Controlling Group	540,033,264	94.47	%	704,207,855	62.91	%	1,244,241,119	73.58	%
Telefónica Latinoamérica Holding, S.L.	46,746,635	8.18	%	360,532,578	32.21	%	407,279,213	24.09	%
Telefónica	198,207,608	34.67	%	305,122,195	27.26	%	503,329,803	29.76	%
	294,158,155	51.46	%	38,537,435	3.44	%	332,695,590	19.67	%

SP Telecomunicações									
Participações									
Telefónica Chile	920,866	0.16	%	15,647	0.00	%	936,513	0.06	%
Other shareholders	29,320,789	5.13	%	415,131,868	37.09	%	444,452,657	26.28	%
Treasury Shares	2,290,164	0.40	%	983	0.00	%	2,291,147	0.14	%
Total shares	571,644,217	100.00	%	1,119,340,706	100.00	%	1,690,984,923	100.00	%
Treasury Shares	(2,290,164)			(983)			(2,291,147)		
Total shares outstanding	569,354,053			1,119,339,723			1,688,693,776		

b) Capital reserves

b.1) Special goodwill reserve

This represents the tax benefit generated by the merger of Telefonica Data do Brasil Ltda. which will be capitalized in favor of the controlling shareholders (SPTE Participações Ltda) after the tax credits are realized under the terms of CVM Ruling No. 319/99.

The balance of this account at December 31, 2018 and 2017 totaled R\$63,074.

Table of Contentsb.2) Other capital reserves

The breakdown as at December 31, 2018 and 2017 was as follows.

	12.31.18	12.31.17
Excess of the value in the issue or capitalization, in relation to the basic value of the share on the issue date (1)	2,735,930	2,735,930
Cancellation of treasury shares according to the Special Shareholders' Meeting (SGM) of 3/12/15 (2)	(112,107)	(112,107)
Direct costs of capital increases (3)	(62,433)	(62,433)
Incorporation of shares of GVTPart. (4)	(1,188,707)	(1,188,707)
Effects of the acquisition of Lemontree and GTR by Company and Tglog by TData (5)	(75,388)	(75,388)
Preferred shares delivered referring to the judicial process of expansion plan (6)	2	2
Effects of the acquisition of Terra Networks Brasil by TData (7)	(59,029)	(59,029)
Other	10	—
Total	1,238,278	1,238,268

(1) Refers to the excess of the value in the issue or capitalization, in relation to the basic value of the share on the issue date.

(2) The cancellation of 2,332,686 shares issued by the Company, held in treasury, approved at the Special Shareholders' Meeting held on March 12, 2015.

(3) Refers to direct costs (net of taxes) of Company capital increases on April 28, 2015 and April 30, 2015, arising from the Primary Offering of Shares.

(4) Refers to the difference between the economic values of the merger of shares of GVTPart. and market value of shares, issued on the transaction closing date.

(5) Regarding the effects of the acquisition of shares of non-controlling shareholders that, with the adoption of IFRS 10 35 and 36, would be recorded in equity when there is no change in the shareholding control.

(6) Refers to the effects of write-offs due to the transfer of 62 preferred shares in treasury to outstanding shares, for compliance with judicial process decisions in which the Company is involved regarding rights to the complementary receipt of shares calculated in relation to network expansion plans after 1996.

(7) Refers to the effects of TData's acquisition of Terra Networks, related to the difference between the consideration given in exchange for the equity interest obtained and the value of the net assets acquired (Note 1 c.2).

b.3) Treasury shares

These are equity instruments that are repurchased and recognized at cost and deducted from shareholders' equity. No gain or loss is recognized in the income statement on the purchase, sale, issue or cancellation of the equity instruments of the Company.

The Company's shares held in treasury whose balance is resulting: (i) from the exercise of the right to withdraw from the Company's common and preferred shareholders, who expressed their dissent regarding the acquisition of GVTPart.; (ii) the acquisition of preferred shares in the financial market in accordance with the share buyback program in effect at the time of the transaction; and (iii) transfers of preferred shares, related to compliance with court decisions in which the Company is involved, which deals with rights to the complementary receipt of shares calculated in relation to network expansion plans after 1996.

The table below shows the changes in this caption for the years ended December 31, 2018 and 2017.

Treasury stock	Shares			In thousands of reais
	Common shares	Preferred shares	Total	
At 12.31.16	2,290,164	339	2,290,503	(87,790)
Acquisition of shares in the financial market (2)	-	706	706	(32)
Transfer of lawsuits concerning judicial proceedings (1)	-	(62)	(62)	2
At 12.31.17	2,290,164	983	2,291,147	(87,820)
At 12.31.18	2,290,164	983	2,291,147	(87,820)

The Company acquired preferred shares issued by the Company in the financial market: (i) on June 1, 2017, 45 (1) shares at a unit price of R\$ 47.31, totaling R\$ 2; and (ii) on July 5, 2017, 661 shares at a unit price of R\$45.26, totaling R\$32.

Refers to the transfer of preferred shares in treasury to outstanding shares to comply with decisions of lawsuits in (2) which the Company is involved that deals with rights to the complementary receipt of shares calculated in relation to plans to expand the network after 1996.

Table of Contents**c) Income reserves**c.1) Legal Reserve

This reserve is obligatorily constituted by the Company on the basis of 5% of net income for the year, up to 20% of the paid-in capital stock. The legal reserve may only be used to increase share capital and to offset accumulated losses.

c.2) Expansion and Modernization Reserve

This reserve is constituted based on the capital budget, whose purpose is to guarantee the expansion of the network capacity to meet the Company's increasing demand and guarantee the quality of service rendering. In accordance with Article 196 of Law No. 6404/76, the capital budget will be submitted for appreciation and approval by the Shareholders' Meeting.

c.3) Tax Incentives

The Company has State VAT (ICMS) tax benefits in the states of Minas Gerais and Espírito Santo, relating to tax credits approved by the relevant bodies of said states, in connection with investments in the installation of SMP support equipment, fully operational, in accordance with the rules in force, ensuring that the localities listed in the call for bid be included in the SMP coverage area. The portion of profit subject to the incentive was excluded from dividend calculation and may be used only in the event of capital increase or loss absorption.

The amounts of the income reserves are distributed as follows:

	Legal reserve	Expansion and Modernization Reserve	Tax incentives	Total
At 12.31.16	1,907,905	550,000	17,069	2,474,974
Reversal of reserves	-	(550,000)	-	(550,000)
Recording of reserves	230,439	297,000	10,815	538,254
At 12.31.17	2,138,344	297,000	27,884	2,463,228
Reversal of reserves	-	(297,000)	-	(297,000)
Recording of reserves	446,413	1,700,000	11,529	2,157,942

At 12.31.18	2,584,757	1,700,000	39,413	4,324,170
-------------	-----------	-----------	--------	-----------

d) Dividend and interest on equity

d.1) Additional dividends proposed for 2017

On April 12, 2017, the Company's Ordinary General Meeting approved the allocation of proposed additional dividends for 2017, not yet distributed, amounting to R\$2,191,864 to the holders of common and preferred shares that were registered in the Company's records at the end of the day of the Ordinary General Meeting. The amount was paid as at December 11, 2018.

F-51

Table of Contentsd.2) Remuneration to shareholders

The dividends are calculated in accordance with the Company Articles of Incorporation and the Corporation Law. The table below shows the calculation of dividends and interest on equity for 2018 and 2017:

	2018	2017
Net income for the year	8,928,258	4,608,790
Allocation to legal reserve	(446,413)	(230,439)
(-) Tax incentives - not distributable	(11,529)	(10,815)
Adjusted net income	8,470,316	4,367,536
Dividend and IOE distributed for the year:	(4,550,000)	(2,416,639)
Interest on equity (gross)	(4,550,000)	(2,416,639)
Balance of unallocated net income	3,920,316	1,950,897
(+) Reversal special reserve for modernization and expansion	297,000	550,000
(-) Effects of the initial adoption of IFRS 9 and 15, net of taxes in 01.01.18	(138,663)	-
(+) Unclaimed dividends and interest on equity	152,770	101,778
(+/-) Actuarial gains (losses) recognized and effect of limitation of surplus plan assets, net of taxes and other changes	(62,739)	(113,811)
Income available to be distributed	4,168,684	2,488,864
Proposal for Distributions:		
Special reserve for modernization and expansion	1,700,000	297,000
Additional proposed dividends	2,468,684	2,191,864
Proposed additional dividends - Net income for the year	2,171,684	1,641,864
Proposed additional dividends - Based on prior year's net income, referring to the reversal of the special reserve for expansion and modernization	297,000	550,000
Total	4,168,684	2,488,864
Mandatory minimum dividend - 25% of adjusted net income	2,117,579	1,091,884

The proposal by management of the 2018 financial year, presented above, will be submitted to the General Shareholders' Meeting to be held in 2019.

The proposal by management of the 2017 financial year, presented above, was submitted and approved at the General Shareholders' Meeting held on April 12, 2018.

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Total proposed for deliberation - per share	2018	2017
Common shares	1.371013	1.217277
Preferred shares (1)	1.508114	1.339005

(1) 10% higher than the amount allocated to each common share, under Article 7 of the Company Articles of Incorporation.

In 2018 and 2017, the Company allocated interim dividends and interest on equity, which were allocated to mandatory minimum dividends, as follows:

2018

Dates		Beginning of Payment	Gross Amount			Net Value			Amount per Share	
Approval	Credit		Common	Preferred (2)	Total	Common	Preferred (2)	Total	Common	Preferred (2)
06/18/18	06/29/18	Until 12/31/19	126,479	273,521	400,000	107,507	232,493	340,000	0.188823	0.
09/05/18	09/17/18	Until 12/31/19	885,353	1,914,647	2,800,000	752,550	1,627,450	2,380,000	1.321761	1.
12/04/18	12/17/18	Until 12/31/19	426,867	923,133	1,350,000	362,837	784,663	1,147,500	0.637278	0.
Total			1,438,699	3,111,301	4,550,000	1,222,894	2,644,606	3,867,500		

Table of Contents2017

Dates		Beginning of Payment	Gross Amount			Net Value			Amount per Share	
Approval	Credit		Common	Preferred (2)	Total	Common	Preferred (2)	Total	Common	Preferred (2)
02/13/17	02/24/17	08/21/18	56,916	123,084	180,000	48,379	104,621	153,000	0.084970	0.0934
03/20/17	03/31/17	08/21/18	110,669	239,331	350,000	94,069	203,431	297,500	0.165220	0.1811
06/19/17	06/30/17	08/21/18	30,039	64,961	95,000	25,533	55,217	80,750	0.044845	0.0499
09/18/17	09/29/17	08/21/18	96,440	208,560	305,000	81,974	177,276	259,250	0.143978	0.1583
12/14/17	12/26/17	08/21/18	470,072	1,016,567	1,486,639	399,561	864,082	1,263,643	0.701779	0.7719
	Total		764,136	1,652,503	2,416,639	649,516	1,404,627	2,054,143		

(1) The amounts of IOE are calculated and stated net of IRRF. The immune shareholders received the full IOE amount, without withholding income tax at source.

(2) The gross and net values for the preferred shares are 10% higher than those attributed to each common share, as per Article 7 of the Company's Articles of Incorporation.

d.3) Unclaimed dividends and interest on equity

Pursuant to Article 287, paragraph II, item "a" of Law No. 6404, of December 15, 1976, the dividends and interest on equity unclaimed by shareholders expire in three years, as from the initial payment date. The Company reverses the amount of unclaimed dividends and IOE to equity upon expiry.

For the years ended December 31, 2018 and 2017, the Company reversed unclaimed dividends and interest on equity amounting to R\$152,770 and R\$101,778, respectively, which were included in calculations for decisions on Company dividends.

e) Other comprehensive income

Financial assets at fair value through other comprehensive income: These refer to changes in fair value of financial assets available for sale.

Derivative financial instruments: These refer to the effective part of cash flow hedges up to the balance sheet date.

Currency translation effects for foreign investments: This refers to currency translation differences arising from the translation of financial statements of Aliança (joint venture).

Changes in other comprehensive income are as follows:

	Financial assets at fair value through other comprehensive income	Derivative transactions	Currency translation effects - foreign investments	Total
Balances at 12/31/16	(8,881)	3,549	16,793	11,461
Translation gains	-	-	11,239	11,239
Losses from future contracts	-	(1,595)	-	(1,595)
Gains on financial assets at fair value through other comprehensive income	223	-	-	223
Balances at 12/31/17	(8,658)	1,954	28,032	21,328
Translation gains	-	-	9,927	9,927
Losses from future contracts	-	(1,618)	-	(1,618)
Losses on financial assets at fair value through other comprehensive income	(412)	-	-	(412)
Balances at 12/31/18	(9,070)	336	37,959	29,225

Table of Contents

f) Company share repurchase program

In 2018 and 2017, the Company's Board of Directors, in accordance with Article 17, item XV of the Bylaws, approved programs for the repurchase of common and preferred shares issued by the Company itself, pursuant to CVM Instruction 567, of September 17, 2015, which had as their objective the acquisition of common and preferred shares issued by the Company for subsequent cancellation, sale or maintenance in treasury, without reducing the capital stock, to increase shareholder value through the efficient application of available resources in cash and optimize the Company's capital allocation, as follows:

In 2018, according to the meeting held on December 20, 2018. The repurchase will be made through the use of the balance of capital reserve included in the balance sheet of September 30, 2018.

This program will be in force until June 6, 2020, with the acquisitions made at B3, at market prices, observing the legal and regulatory limits. The maximum amounts authorized for acquisition will be 583,422 common shares and 37,736,465 preferred shares.

In 2017, according to the meeting held on June 9, 2017. The repurchase was made through the use of the capital reserve balance included in the balance sheet as at March 31, 2017.

This program was effective until December 8, 2018, with the acquisitions made at B3, at market prices, observing the legal and regulatory limits. The maximum amounts authorized for acquisition were 870,781 common shares and 41,510,761 preferred shares.

During the period of validity of the program, the Company acquired 45 and 661 preferred shares of its issuance at an average unit price of R\$47.31 and R\$45.26, respectively on June 1, 2017 and on July 5, 2017, totaling R\$32.

g) Earnings per share

Basic and diluted earnings per share were calculated by dividing profit attributed to the Company's shareholders by the weighted average number of outstanding common and preferred shares for the year.

The table below sets out the calculation of earnings per share for the years ended December 31, 2018, 2017 and 2016:

	2018	2017	2016
Net income for the year	8,928,258	4,608,790	4,085,242
Common shares	2,823,093	1,457,288	1,291,743
Preferred shares	6,105,165	3,151,502	2,793,499
Number of shares (thousands):	1,688,694	1,688,694	1,688,694
Weighted average number of outstanding common shares for the year	569,354	569,354	569,354
Weighted average number of outstanding preferred shares for the year	1,119,340	1,119,340	1,119,340
Basic and diluted earnings per share:			
Common shares	4.96	2.56	2.27
Preferred shares	5.45	2.82	2.50

F-54

Table of Contents

24) **NET OPERATING REVENUE**

a) **Accounting policy**

Recognition of revenues from services and goods

With the adoption of IFRS 15 on January 1, 2018, for packages combining various fixed network, mobile, data, internet or television products or services, total revenue is now allocated to each performance obligation based on its independent selling prices in relation to the total consideration of the package and recognized when (or as soon as) the obligation is met, regardless of whether or not items are delivered. When packages include a discount on the equipment, there is an increase in revenues recognized for the sale of handsets and other equipment, to the detriment of ongoing service revenue over subsequent periods. To the extent that the packages are marketed at a discount, the difference between the revenue from the sale of equipment and the consideration received from the customer in advance is recognized as a contractual asset in the statement of financial position.

Revenues correspond substantially to the value of the consideration received or receivable arising from the provision of telecommunications, communications, sales of goods, advertising and other revenues, and are presented net of taxes, rebates and returns (in the case of sale of goods), incident on them.

Revenues from sales of public telephone cards and prepaid cellular recharge credits, as well as the respective taxes due are deferred and recognized in income as services are effectively rendered.

Revenues from leasing contracts for equipment classified as financial leasing ("Soluciona IT" product) are recognized at the installation of the equipment, at which time the actual transfer of risk occurs. Revenues are recognized at the present value of future minimum contract payments.

Revenue from the sale of appliances to dealers is accounted for at the time of delivery and not at the time of sale to the final customer.

Revenues from services and goods are basically subject to the following indirect taxes: ICMS or ISS (as the case may be), PIS and COFINS, as the case may be.

Customer Loyalty Program

The Company has a loyalty points program that enables customers to accumulate points when they pay bills regarding the usage of the services offered. The accumulated points may be exchanged for telephone sets or services, conditional upon obtaining a minimum balance of points by the customer. The consideration received is allocated to the cost of sets or services at fair value. The fair value of points is determined by dividing the amount of discount granted by the number of points necessary for the redemption based on the points program. The portion of revenue related to the fair value of the accumulated balance of points generated is deferred and recognized as revenue upon redemption of points. The number of points to be accounted for is determined through statistical techniques that consider assumptions and historical data on expected redemption rates, expiration percentages and cancellation of points, among other factors.

b) Critical estimates and judgments

The Company estimates the fair value of points attributed under the customer loyalty program by applying statistic techniques. Inputs for the model include assumptions about expected redemption rates, the mix of products that will be available for future redemption and customers' preference in relation to points use. These estimates are subject to variations and uncertainties due to changes in the behavior of customer redemptions.

The Company has billing systems for services with intermediate cut-off dates. Thus, at the end of each month there are revenues already received by the Company, but not effectively invoiced to its customers. These unbilled revenues are recorded based on estimates, which take into account historical consumption data, number of days elapsed since the last billing date, among others. Because historical data are used, these estimates are subject to significant uncertainties.

Table of Contents**c) Breakdown**

	2018	2017	2016
Gross operating revenue	65,794,397	66,243,174	65,006,728
Services (1)	61,292,362	62,696,433	61,513,099
Sale of goods (2)	4,502,035	3,546,741	3,493,629
Deductions from gross operating revenue	(22,331,657)	(23,036,342)	(22,498,269)
Taxes	(14,559,915)	(16,058,584)	(15,388,784)
Services	(13,820,784)	(15,468,315)	(14,780,018)
Sale of goods	(739,131)	(590,269)	(608,766)
Discounts granted and return of goods	(7,771,742)	(6,977,758)	(7,109,485)
Services	(6,288,941)	(5,340,476)	(5,612,695)
Sale of goods	(1,482,801)	(1,637,282)	(1,496,790)
Net operating revenue	43,462,740	43,206,832	42,508,459
Services	41,182,637	41,887,642	41,120,386
Sale of Goods	2,280,103	1,319,190	1,388,073

(1) These include telephone services, use of interconnection network, data and SVA services, cable TV and other services.

(2) These include sale of goods (handsets, SIM cards and accessories) and equipment of “Soluciona TI” (Note 4).

No one customer contributed more than 10% of gross operating revenue for the years ended December 31, 2018, 2017 and 2016.

All amounts in net income are included in the income and social contribution tax bases.

The information for the year ended December 31, 2018 includes the effects of the adoption of IFRS 15. To facilitate the understanding and comparability of information, the Company discloses in Note 35 the consolidated income statement for the year ended December 31, 2018, excluding the effects of adopting IFRS 15.

25) OPERATING COSTS AND EXPENSES

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

	2018			
	Cost of sales and services	Selling expenses	General and administrative expenses	Total
Personnel (1)	(872,032)	(2,574,498)	(549,610)	(3,996,140)
Third-party services (2)	(6,656,924)	(6,989,006)	(1,237,527)	(14,883,457)
Rental, insurance, condominium and connection means (3)	(2,957,489)	(147,613)	(202,881)	(3,307,983)
Taxes, charges and contributions (4)	(1,594,836)	(30,703)	(36,122)	(1,661,661)
Estimated impairment losses on accounts receivable (Note 4)	-	(1,533,660)	-	(1,533,660)
Depreciation and amortization (5)	(6,487,909)	(1,352,638)	(528,076)	(8,368,623)
Cost of goods sold	(2,406,099)	-	-	(2,406,099)
Materials and other operating costs and expenses	(50,478)	(204,623)	(44,754)	(299,855)
Total	(21,025,767)	(12,832,741)	(2,598,970)	(36,457,478)

F-56

Table of Contents

	2017			
	Cost of sales and services	Selling expenses	General and administrative expenses	Total
Personnel (1)	(845,358)	(2,387,314)	(493,095)	(3,725,767)
Third-party services (2)	(7,032,252)	(7,438,937)	(1,232,379)	(15,703,568)
Rental, insurance, condominium and connection means (3)	(2,624,405)	(151,455)	(204,701)	(2,980,561)
Taxes, charges and contributions (4)	(1,792,764)	(39,050)	(34,779)	(1,866,593)
Estimated impairment losses on accounts receivable (Note 4)	-	(1,481,015)	-	(1,481,015)
Depreciation and amortization (5)	(5,963,153)	(1,433,297)	(457,284)	(7,853,734)
Cost of goods sold	(1,955,890)	-	-	(1,955,890)
Materials and other operating costs and expenses	(58,708)	(205,406)	(20,867)	(284,981)
Total	(20,272,530)	(13,136,474)	(2,443,105)	(35,852,109)
	2016			
	Cost of sales and services	Selling expenses	General and administrative expenses	Total
Personnel (1)	(976,233)	(2,136,399)	(747,156)	(3,859,788)
Third-party services (2)	(7,629,246)	(7,216,894)	(1,254,187)	(16,100,327)
Rental, insurance, condominium and connection means (3)	(2,326,219)	(141,135)	(220,655)	(2,688,009)
Taxes, charges and contributions (4)	(1,861,237)	(5,933)	(92,394)	(1,959,564)
Estimated impairment losses on accounts receivable (Note 4)	-	(1,348,221)	-	(1,348,221)
Depreciation and amortization (5)	(5,821,620)	(1,408,866)	(423,920)	(7,654,406)
Cost of goods sold	(2,118,940)	-	-	(2,118,940)
Materials and other operating costs and expenses	(89,519)	(197,918)	(55,074)	(342,511)
Total	(20,823,014)	(12,455,366)	(2,793,386)	(36,071,766)

Includes costs and expenses with fees, salaries, social charges and benefits, profit sharing, stock-based
(1) compensation plans, pension plans and other post-employment benefits, training, transportation, health and nutrition.

Includes costs and expenses for interconnection and use of networks, advertising and publicity, plant maintenance,
(2) electricity, security, cleaning, TV content purchase, commercial brokerage and intermediation, partnerships, call center, back office, logistics and storage, preparation and posting of telephone bills, banking services, among others.

(3) Includes costs and expenses of infrastructure, real estate, equipment, vehicles, insurance and means of connection.

(4) Includes costs and expenses with FISTEL, FUST, FUNTTEL, liens for renewal of licenses and other taxes, fees and contributions.

(5) Includes R\$1,267 and R\$46,647, related to non-cumulative PIS and COFINS tax credits in 2017 and 2016, respectively.

26) OTHER OPERATING INCOME (EXPENSES)

	2018	2017	2016
Recovered expenses and fines (1)	3,962,150	355,415	504,877
Provisions for labor, tax and civil contingencies (Note 19) (2)	(1,258,966)	(999,419)	(985,176)
Net gain (loss) on asset disposal/loss (3)	114,853	108,767	463,602
Other operating income (expenses)	(367,115)	(187,249)	(51,977)
Total	2,450,922	(722,486)	(68,674)
Other operating income	4,077,003	464,182	968,479
Other operating expenses	(1,626,081)	(1,186,668)	(1,037,153)
Total	2,450,922	(722,486)	(68,674)

(1) For the year ended December 31, 2018, includes tax credits amount to R\$3,386,433, arising from the final court proceeding in favor of the Company and its subsidiary, which recognized the right to exclude ICMS (VAT) from the basis of calculation of PIS and COFINS contributions for the periods from September 2003 to June 2017 and July 2004 to June 2013 (notes 8 and 27).

(2) For the year ended December 31, 2018, includes the write-off of judicial deposits in the amount of R\$160,715.

For the year ended December 31, 2016, includes R\$476,371 (net of residual values) from the Company's sale of (3) 1,655 of transmission towers to Telxius Torres Brasil Ltda. After the sale of these assets, a lease agreement for part of the towers sold was entered into, thus ensuring continued transmission of data for mobile services.

The transaction was recognized as sale and leaseback as provided under IAS 17. Management analyzed each asset leased back and classified them as operating or finance leases in accordance with IAS 17 qualitative and quantitative criteria.

Table of Contents

Risks and benefits relating to these towers have been transferred to their purchasers, with the exception of several towers for which transfer of risks and benefits was not possible. For these items, the amount was recognized as deferred revenue (Note 19).

27) FINANCIAL INCOME (EXPENSES)**a) Accounting policy**

These include interest, and monetary and exchange variations arising from short-term investments, derivative transactions, loans, financing, debentures, present value adjustments of transactions that generate monetary assets and liabilities and other financial transactions. These are recognized on an accrual basis when earned or incurred by the Company.

For all financial instruments measured at amortized cost and interest-yielding financial assets classified as financial assets at fair value through other comprehensive income, interest income or expense is recognized using the effective interest method, which exactly discounts estimated future cash payments or receipts over the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial asset or liability.

b) Breakdown

	2018	2017	2016
Financial Income			
Interest income	246,083	655,474	719,399
Interest receivable (customers, taxes and other)	118,476	124,391	104,837
Gain on derivative transactions (Note 31)	305,996	373,971	994,801
Foreign exchange variations on loans and financing (Note 20)	32,326	113,203	487,747
Other revenues from foreign exchange and monetary variation (1)	3,341,211	406,013	374,169
Other financial income	68,548	82,906	100,406
Total	4,112,640	1,755,958	2,781,359
Financial Expenses			
Loan, financing, debenture and finance lease charges (Nota 20)	(510,398)	(932,727)	(1,061,098)
Foreign exchange variation on loans and financing (Note 20)	(61,174)	(129,049)	(214,952)
Loss on derivative transactions (Note 31)	(295,208)	(415,956)	(1,342,671)
Interest payable (financial institutions, provisions, trade accounts payable, taxes and other)	(186,238)	(136,425)	(278,175)
Other expenses with foreign exchange and monetary variation	(963,463)	(876,948)	(830,466)
IOF, Pis, Cofins and other financial expenses (2)	(269,006)	(167,897)	(288,538)

Total	(2,285,487)	(2,659,002)	(4,015,900)
Financial income (expenses), net	1,827,153	(903,044)	(1,234,541)

- (1) For the year ended December 31, 2018, includes tax credits amounting to R\$2,926,247, arising from the final court proceeding in favor of the Company and its subsidiary (TData), which recognized the right to exclude ICMS (VAT) from the basis of calculation of PIS and COFINS contributions for the periods from September 2003 to June 2017 and July 2004 to June 2013 (Notes 8 and 26).

28) BALANCES AND TRANSACTIONS WITH RELATED PARTIES

a) Balances and transactions with related parties

The main balances of assets and liabilities with related parties arises from transactions with companies related to the controlling group carried out at the prices and other commercial conditions agreed in contracts between the parties as follows:

- a) Fixed and mobile telephony services provided by Telefónica Group companies;
- b) Digital TV services provided by Media Networks Latino America;
- c) Lease, maintenance of safety equipment and civil construction services, provided by Telefônica Inteligência e Segurança Brasil;

Table of Contents

- d) Corporate services passed through at the cost effectively incurred for these services;
- e) Right to use certain software licenses, including maintenance and support, provided by Telefónica Global Technology;
- f) International transmission infrastructure for several data circuits and roaming services provided by Telxius Cable Brasil, Telefónica International Wholesale Services Espanha, Telefónica USA; and Media Net Br;
- g) Operations by Telefónica Group companies, relating to the purchase of internet content, advertising and auditing services;
- h) Marketing services provided by Telefónica Group companies;
- i) Information access services through the electronic communications network, provided by Telefonica de Espanha;
- j) Data communication services and integrated solutions provided by Telefónica International Wholesale Services Espanha and Telefónica USA;
- k) Long distance call and international roaming services provided by Telefónica Group companies;
- l) Sundry expenses and costs to be reimbursed by Telefónica Group companies;
- m) Brand fee for assignment of rights to use the brand paid to Telefónica;
- n) Platform of health services provided by Aximed;
- o) Cost Sharing Agreement for digital-business related expenses reimbursed to Telefónica Digital;
- p) Leases/rentals of Telefónica Group companies' buildings;
- q) Financial Clearing House roaming, inflows of funds for payments and receipts arising from roaming operation between group companies operated by Telfisa;
- r) Integrated e-learning, online education and training solutions provided by Telefónica Serviços de Ensino;

- s) Factoring transactions, credit facilities for services provided by the Group's suppliers;
- t) Social investment in Fundação Telefônica, innovative use of technology to enhance learning and knowledge, contributing to personal and social development;
- u) Contracts or agreements assigning user rights for cable ducts, optical fiber duct rental services, and right-of-way related occupancy agreements with several highway concessionaires provided by Companhia AIX;
- v) Adquira Sourcing platform - online solution provided by Telefónica Compras Electrónicas to transact purchase and sale of all types of goods and services;
- w) Digital media; marketing and sales, in-store and outdoor digital marketing services provided by Telefônica On The Spot Soluções Digitais Brasil;
- x) Sale/transfer of the Company's towers and customer portfolio to Telxius Torres Brasil;
- y) Amounts to be reimbursed by SPTE as a result of contractual clause of the purchase of Terra Networks Brasil equity interest;
- z) Sale of digital products, creation of an exclusive band channel that responds to the commercial demand for these digital services and products; and
- aa) Hosting services, housing and telecommunications solutions for the corporate market provided by Acens.

Table of Contents

As described in Note 30, the Company and its subsidiaries sponsor pension plans and other post-employment benefits for its employees with Visão Prev and Sistel.

The following table summarizes the consolidated balances with related parties:

Companies	Type of transaction	Balance Sheet - Assets			12/31/17		
		12/31/18			Cash and cash equivalents	Accounts receivable, net	Other assets
		Cash and cash equivalents	Accounts receivable, net	Other assets	Cash and cash equivalents	Accounts receivable, net	Other assets
Parent Companies							
SP Telecomunicações Participações	d) / l) / y)	-	-	10,083	-	531	46
Telefónica LatinoAmerica Holding	l)	-	-	60,387	-	-	135,486
Telefónica	l) / z)	-	9,300	29,757	-	492	158
		-	9,300	100,227	-	1,023	135,690
Other Group companies							
Colombia Telecomunicaciones ESP	k) / l)	-	1,334	520	-	1,210	4,505
Media Networks Brasil Soluções Digitais	a) / d) / f) / l) / p)	-	903	4,051	-	1,017	2,106
T.O2 Germany GMBH CO. OHG	k)	-	20,877	-	-	22,315	-
Telefónica Venezolana	k)	-	5,926	2,196	-	6,067	-
Telefônica Digital Espanha	g) / l)	-	197	294	-	1,929	-
Telefônica Factoring do Brasil	a) / d) / l) / s)	-	6,360	133	-	12,337	93
Telefónica Global Technology	l)	-	-	-	-	-	13,600
Telefônica Inteligência e Segurança Brasil	a) / d) / l)	-	800	986	-	271	1,013
Telefónica International Wholesale Services Espanha	j) / k)	-	46,537	-	-	69,087	-
Telefônica Serviços de Ensino	a) / p)	-	286	-	-	175	-
Telefónica Moviles Argentina	k)	-	5,074	-	-	7,194	-
Telefónica Moviles Del Espanha	k)	-	7,576	-	-	8,918	-
Telefónica USA (1)	j)	-	9,005	-	-	7,157	-
Telfisa Global BV	q)	46,755	-	-	9,523	-	-
Telxius Cable Brasil	a) / d) / l) / p)	-	11,628	5,295	-	28,981	819
Telxius Torres Brasil	d) / p) / x)	-	6,776	4,268	-	14,666	5,106
Terra Networks Chile, Terra Networks México, Terra Networks Perú, Terra Networks Argentina and Terra Networks Colômbia	g) / h)	-	5,341	-	-	7,822	-
Other	a) / d) / k) / g) / h) / l) / p)	-	10,894	2,806	-	10,852	3,801

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

	46,755	139,514	20,549	9,523	199,998	31,043
Total	46,755	148,814	120,776	9,523	201,021	166,733
Current assets	46,755	148,814	114,715	9,523	201,021	164,249
Non-current assets	-	-	6,061	-	-	2,484

F-60

Table of Contents

Companies	Type of transaction	12.31.18 Trade accounts payable and other payables	Other liabilities	12.31.17 Trade accounts payable and other payables	Other liabilities
Parent Companies					
SP Telecomunicações Participações	y)	-	21,901	6,656	15,000
Telefónica LatinoAmerica Holding	l)	-	-	86	-
Telefónica	l) / m)	687	1,393	1,205	99,950
		687	23,294	7,947	114,950
Other Group companies					
Colombia Telecomunicaciones ESP	k)	1,056	-	471	-
Fundação Telefônica	l)	-	82	-	137
Media Networks Latina America SAC	b)	10,212	-	4,248	-
Media Networks Brasil Soluções Digitais	f)	44,693	318	33,751	318
T.O2 Germany GMBH CO. OHG	k)	5,706	-	5,477	-
Telefónica Venezolana	k)	5,410	-	5,240	-
Telefónica Compras Electrónicas	v)	32,582	-	24,311	-
Telefônica Digital España	o)	43,340	-	46,645	-
Telefônica Factoring do Brasil	l) / s)	-	2,770	-	146
Telefónica Global Technology	e)	28,750	-	15,671	-
Telefónica Inteligência e Segurança Brasil	c) / l)	52,184	27	15,336	27
Telefónica International Wholesale Services Espanha	f) / k)	26,097	-	44,240	8
Telefônica Serviços de Ensino	r)	22,518	-	37,931	-
Telefónica Moviles Argentina	k)	4,160	-	3,865	-
Telefónica Moviles Del Espanha	k)	5,233	-	3,589	-
Telefónica USA (1)	f)	4,411	200	7,425	171
Telxius Cable Brasil	f) / l)	39,662	2,067	44,037	2,068
Telxius Torres Brasil	x)	38,735	1,926	37,718	7,757
Terra Networks Chile, Terra Networks México, Terra Networks Perú, Terra Networks Argentina and Terra Networks Colômbia	h)	1,766	-	907	-
	k) / h) / l) / u) / w) / aa)	16,310	1,032	12,035	405
		382,825	8,422	342,897	11,037
Total		383,512	31,716	350,844	125,987
Current liabilities		383,512	22,220	350,844	124,749
Non-current liabilities		-	9,496	-	1,238

Table of Contents

Companies	Type of transaction	Income statement		2017		2016		
		2018	Cost and other expenses (revenues) operating	Financial result	Operating revenues	Cost and other expenses (revenues) operating	Financial result	Operating revenues
Parent Companies								
SP								
Telecomunicações Participações Telefónica LatinoAmerica Holding	d)	-	347	-	-	268	-	-
Telefónica	l)	-	16,466	9,077	-	36,523	11,030	-
	l) / m)	-	(373,690)	(16,680)	-	(331,684)	(996)	-
		-	(356,877)	(7,603)	-	(294,893)	10,034	-
Other Group companies								
Colombia Telecomunicaciones ESP	k)	250	(4,280)	(2,145)	349	(10)	604	217
Companhia AIX de Participações	a) / u)	75	(22,645)	-	36	(22,738)	-	67
Fundação Telefônica	t)	-	(12,223)	-	-	(11,395)	-	-
Media Networks Brasil Soluções Digitais	a) / d) / f) / p)	2,006	(101,272)	-	601	(57,177)	-	572
Media Networks Latina America SAC	b)	-	(34,791)	(1,007)	-	(33,133)	(516)	-
Telefônica Serviços de Ensino T.O2 Germany GMBH CO. OHG	a) / p) / r)	1,158	(49,130)	-	292	(54,781)	-	2
Telefónica Compras Electrónicas	k)	148	(1,975)	-	75	(1,409)	-	45
Telefônica Digital Espanha	v)	-	(34,534)	-	-	(29,062)	-	-
	l) / o)	-	(124,537)	(813)	-	(81,893)	(2,600)	-
Telefônica Factoring do Brasil	a) / d) / l) / s)	2,416	212	2,601	69	828	61	41
Telefónica Global Technology	e) / l)	-	(36,738)	(4,134)	-	(36,395)	40	-
Telefônica Inteligência e Segurança Brasil	a) / c) / d) / l) / p)	1,568	(54,210)	-	706	(40,918)	-	1,041
Telefónica International Wholesale Services Espanha	f) / j) / k)	53,357	(64,036)	9,771	56,728	(49,960)	(2,564)	72,520
Telefónica Moviles Argentina	k)	5,916	(3,437)	-	3,746	6,147	-	3,072
Telefónica Moviles Del Chile	k)	1,293	(3,159)	39	1,586	(2,196)	52	1,074
Telefónica Moviles Del Espanha	k)	(209)	(4,166)	-	1,048	(1,969)	-	(836)
Telefónica USA (1)	f) / j)	1,518	(19,441)	(539)	2,392	(13,202)	(2,185)	2,998
Telxius Cable Brasil	a) / d) / f) / l) / p)	49,777	(206,095)	(7,896)	15,045	(200,537)	787	17,624
Telxius Torres Brasil	d) / l) / p) / x)	3,218	(129,706)	-	-	(107,373)	-	31
Terra Networks Chile, Terra Networks México, Terra Networks Perú, Terra Networks Argentina and Terra Networks Colômbia	h)	-	(2,794)	1,450	-	1,072	(59)	-

	a) / d) / f) /								
Other	i) / k) / l) /	3,547	(23,957)	(283)	7,725	(27,213)	130		18,375
	n) / p) / w)								
		126,038	(932,914)	(2,956)	90,398	(763,314)	(6,250)		116,843
Total		126,038	(1,289,791)	(10,559)	90,398	(1,058,207)	3,784		116,843

(1) Terra Networks Operations values were reclassified in 2017 for better comparability, as a result of its incorporation by Telefónica USA in 2018.

b) Management compensation

Consolidated key management personnel compensation paid by the Company to its Board of Directors and Statutory Officers for the years ended December 31, 2018 and 2017 totaled R\$26,431 and R\$21,684, respectively. Of this amount, R\$17,493 (R\$14,439 at December 31, 2017) corresponds to salaries, benefits and social charges and R\$8,938 (R\$7,245 at December 31, 2017) to variable compensation.

These amounts were recorded as expenses with personnel under the general and administrative expenses group of accounts (Note 25).

For the years ended December 31, 2018 and 2017, the Company's Directors and Officers did not receive any pension, retirement pension or other similar benefits.

29) SHARE-BASED PAYMENT PLANS

a) Accounting policy

The Company and subsidiaries measure the cost of transactions settled with shares issued by the parent company (Telefónica), to its officers and employees.

The Company and its subsidiaries measure the cost of transactions settled with employees and officers based on shares issued by the parent company (Telefónica), by reference to the fair value of the shares at the date at which they are granted, using the binomial valuation model. This fair value is charged to the income statement over the period until the vesting date.

The Company and its subsidiaries reimburse Telefónica for the fair value of the benefit delivered on the grant date to the officers and employees.

F-62

Table of Contents

b) Information on share-based payment plans

Telefónica, as the Company's parent company, has different share-based payment plans which are also offered to management and employees of its subsidiaries, including the Company and its subsidiaries.

The granting of shares is conditional upon: (i) maintenance of an active employment relationship within the Telefónica Group on the cycle consolidation date; and (ii) achievement, by Telefónica, of results representing fulfillment of the objectives established for the plan.

The level of success is based on a comparison of growth in Telefónica shareholder earnings, including their quotations and dividends (Total Shareholder Return - "TSR"), compared with the growth in TSR for companies of the Group in an established basis of comparison and the Telefónica Group's FCF.

At December 31, 2018, the value of Telefónica' share price was Eur 7.3309.

The expenses of the Company and its subsidiaries with the share-based compensation plans described above, where applicable, are recorded as personnel expenses, divided into the groups cost of services, selling expenses and general and administrative expenses (Note 25), corresponding to R\$10,433 and R\$7,013 for the years ended December 31, 2018 and 2017.

The main plans in effect at December 31, 2018 are detailed below:

b.1) Talent for the Future Share Plan ("TFSP")

Telefónica's 2014 General Shareholders' Meeting approved a long-term program to reward the global commitment, outstanding performance and high potential of its executives by awarding Telefónica shares.

Participants are not required to pay for their initial options. Initially, the plan is expected to remain effective for three years. The cycle began on October 1, 2014 through to September 30, 2017. The number of shares is reported at the beginning of the cycle and shares will be transferred to participants three years after the grant date if their targets have been met.

In the cycles of these programs (2014-2017/2015-2018) the TSR was not achieved, and therefore Telefónica shares were not awarded to the Company's executives.

Telefónica's Annual Shareholders' Meeting, held on June 8, 2018, approved a long-term program with the objective of rewarding the commitment, outstanding performance and high potential of its executives at a global level with the attribution of shares of Telefónica.

Participants do not have to pay for their assigned initial actions. The total planned duration of the plan is three years. The beginning of the cycle was January 1, 2018 and will extend until December 31, 2020. The number of shares is announced at the beginning of the cycle and after the three years period from the grant date, the shares will be transferred to the participants if the goal is achieved.

The 2018-2020 cycle (January 1, 2018 to December 31, 2020): includes the potential rights to receive 122,250 shares of Telefónica (which includes initial amounts).

b.2) Perform Share Plan ("PSP")

Telefónica's Annual Shareholders' Meeting, held on June 8, 2018, approved a long-term program with the objective of rewarding the commitment, outstanding performance and high potential of its Directors at the global level with the attribution of shares of Telefónica.

Participants do not have to pay for their assigned shares. The total planned duration of the plan is three years. The cycles are independent of each other. The number of shares is announced at the beginning of the cycle and after the three years period from the grant date, the shares will be transferred to the participants if the target is reached.

The 2018-2020 cycle (January 1, 2018 to December 31, 2020): includes 113 active executives (including three executives appointed under the Company's Bylaws), with the potential right to receive 977,737 shares of Telefónica.

Table of Contents

30) PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS

a) Accounting policy

The Company and its subsidiaries individually sponsor pension funds of post-retirement benefits for active and retired employees, in addition to a multisponsor supplementary retirement plan and health care plan for former employees. Contributions are determined on an actuarial basis and recorded on an accrual basis. Liabilities relating to defined benefit plans are determined based on actuarial evaluations at each year-end, in order to ensure that sufficient reserves have been set up for both current and future commitments.

Actuarial liabilities related to defined benefit plans were calculated using the projected unit credit method. Actuarial gains and losses are recognized immediately in equity (in other comprehensive income).

For plans with defined contribution characteristics, the obligation is limited to the contributions payable, which are recognized in the P&L in the respective accrual periods.

The asset or liability related to defined benefit plan to be recognized in the financial statements corresponds to the present value of the obligation for the defined benefit (using a discount rate based on long-term National Treasury Notes - "NTNs"), less the fair value of plan assets that will be used to settle the obligations. Plan assets are assets held by a privately-held supplementary pension plan entity. Plan assets are not available to the Company's creditors or those of its subsidiaries and cannot be paid directly to the Company or its subsidiaries. The fair value is based on information on market prices and, in the case of securities quoted, on the purchase price disclosed. The value of any defined benefit asset then recognized is limited to the present value of any economic benefits available as a reduction in future plan contribution from the Company.

Actuarial costs recognized in the income statement are limited to the service cost and cost of interest on the defined benefit plan obligation. Any changes in the measurement of plan assets and obligations are initially recognized in other comprehensive income, and immediately reclassified to retained earnings in P&L.

The Company and its subsidiaries manages and individually sponsors a health care plan for retired employees and former employees with fixed contributions to the plan, in accordance with Law No. 9656/98 (which provides for private health care and health insurance plans). As provided for in Articles 30 and 31 of said law, participants shall have the right to the health care plan in which they participated while they were active employees.

b) Critical estimates and judgments

The cost of pension plans with defined benefits and other post-employment health care benefits and the present value of the pension obligation are determined using actuarial valuation methods. Actuarial valuation involves use of assumptions about discount rates, future salary increases, mortality rates and future increases in pension and annuity benefits. The obligation for defined benefits is highly sensitive to changes in these assumptions. All assumptions are reviewed on an annual basis.

The mortality rate is based on publicly available mortality tables in the country. Future salary increases, and pension increases are based on expected future inflation rates for the country.

c) Information on pension plans and other post-employment benefits

The plans sponsored by the Company and its subsidiaries and the related benefit types are as follows:

Plan	Type	Entity	Sponsor
PBS-A	Defined benefit (DB)	Sistel	Telefônica Brasil, jointly with other telecoms resulting from privatization of the Sistema Telebrás
PAMA / PCE	Defined benefit (DB)	Sistel	Telefônica Brasil, jointly with other telecoms resulting from privatization of the Sistema Telebrás
Healthcare - Law No. 9656/98	Defined benefit (DB)	Telefônica Brasil	Telefônica Brasil, Terra Networks and TGLog
CTB	Defined benefit (DB)	Telefônica Brasil	Telefônica Brasil
Telefônica BD	Defined benefit (DB)	VisãoPrev	Telefônica Brasil
VISÃO	Defined contribution (DC) / Hybrid	VisãoPrev	Telefônica Brasil, Terra Networks and TGLog

The Company has participation in the decisions that directly affect the governance of the plans, with members nominated for both the Deliberative Council and the Fiscal Council of the administrators Sistel and Visão Prev.

Table of Contents

The defined benefit obligation is made up of different components, according to the pension characteristic of each plan, and may include the actuarial liabilities of supplementary pension liabilities, health care benefits to retirees and dependents or compensation for death or disability of members. This liability is exposed to economic and demographic risks, such as: (i) increases in medical costs that could impact the cost of health care plans; (ii) salary growth; (iii) long-term inflation rate; (iv) nominal discount rate; and (v) life expectancy of members and pensioners.

The fair value of plan assets is primarily comprised of fixed income investments (NTN's, LFT's, LTN's, repurchase agreements, CDBs, debentures, letters of guarantee and FIDC shares) and equity investments (highly liquid, well regarded, large company shares and investments in market indices).

Due to the concentration of fixed income and floating rate investments plan assets are mainly exposed to the risks inherent in the financial market and economic environment such as: (i) market risk in the economic sectors where variable income investments are concentrated; (ii) risk events that impact the economic environment and market indices where variable income investments are concentrated; and (iii) the long-term inflation rate that may erode the profitability of fixed income investments at fixed rates.

The companies that administer post-employment benefits plans sponsored by the Company (Visão Prev and Sistel) seek to meet the flows of assets and liabilities through the acquisition of fixed income securities and other long-term assets.

With the exception of the Companhia Telefônica Brasileira ("CTB") deficit plans and the healthcare plan under Law No. 9656/98, generally all benefit plans that have funds constituted present a surplus position. The economic benefit recorded in the Company's assets or that of its subsidiaries does not reflect the total surplus determined in these plans. The economic benefit stated under assets considers only the portion of the surplus which presents a real possibility of recovery. The means of plan surplus recovery is solely through reductions in future contributions and given that not all plans currently receive enough contributions for full recovery of surpluses, the economic benefit recorded under assets is limited to the total possible recovery amount in accordance with projected future contributions.

The position of plan assets is at December 31, 2018 and 2017, respectively, and plan assets were apportioned based on the Company's actuarial liabilities in relation to the total actuarial liabilities of the plan.

The actuarial gains and losses generated in each year are immediately recognized in equity (in other comprehensive income).

The following is a summary of the pension plans and other post-employment benefits:

c.1) Post-Employment Health Benefits Plans

The actuarial valuation made for the PAMA health plan used the registration of the participants with a base date of October 31, 2018, projected for December 31, 2018, while the actuarial valuation made for the health plan Law No. 9,656/98 used the registration of the participants with a base date of September 30, 2018, projected for December 31, 2018. For comparative exercises, the actuarial valuation made for the PAMA health plans and Law 9,656/98 used the participants of October 31, 2017, projected for December 31, 2017.

c.1.1) Healthcare Plan to Retirees and Special Coverage Program (PAMA and PAMA-PCE)

The Company, together with other companies of the former Telebrás System, at shared cost, sponsor health care plans (PAMA and PAMA-PCE) to retirees. These plans are managed by Fundação Sistel and are closed plans, not admitting new members.

Contributions to the plans are determined based on actuarial valuations prepared by independent actuaries, in accordance with the rules in force in Brazil. The funding procedure is the capitalization method and the sponsor's contribution are at the fixed percentage of payroll of employees covered by the Telefônica BD plan.

Table of Contents

c.1.2) Health care plan – Law No. 9656/98

The Company manages and together with its subsidiaries sponsors a health care plan to retired employees and former employees with fixed contributions to the plan, in accordance with Law No. 9656/98.

As provided for in Articles 30 and 31 of said law, participants shall have the right to the health care plan in which they participated while they were active employees. Benefitted participants are classified as retirees and their dependents and dismissed employees and their dependents.

Retirees and dismissed employees, in order to keep their right to the benefits, must make contributions to the plan in accordance with the contribution tables by age bracket established by carriers and/or insurance companies.

c.2) Post-employment Social Security Plans

The actuarial valuation made for the CTB pension plan used the registration of the participants with a base date of July 31, 2018, projected for December 31, 2018 and the registration of the participants with a base date of August 31, 2017, projected for December 31, 2017.

The actuarial valuation made for all other pension plans (PBS-A, Telefônica BD, TCO Prev and Visão plans) used the register of the participants with a base date of July 31, 2018, projected for December 31, 2018 and the with a base date of July 31, 2017, projected for December 31, 2017.

On August 15, 2018, Visão Prev obtained approvals from the National Supplementary Pension Authority ("PREVIC") for the incorporation of the TCO Prev plan into the Visão Telefônica and Telefônica BD plans. In this way, as of November 1, 2018, all participants in the TCO Prev plan became participants in the BD Phone and Telephone Vision plans, according to their profile. This unification preserves all vested rights and gives participants of the corporate plan access to the benefits of the BD Phone and Telephone Vision plans.

The main objective of the spin-off and incorporation is to create greater synergy of the benefits offered to the participants.

They include the PBS Assisted Plans ("PBS-A"), CTB, Telefônica DB and Visão.

c.2.1) PBS Assisted Plan (PBS-A)

The PBS-A plan is a defined benefit private pension plan managed by Sistel and sponsored by the Company jointly with the other telecommunications companies originating in the privatization of the Telebrás System. The plan is subject to funding by sponsors in the case of any asset insufficiency to ensure pension supplementation of participants in the future.

The PBS-A plan comprises assisted participants of the Sistel Benefit Plan who were already retirees on January 31, 2000, from all the participating sponsors, with joint liability of all sponsors to the plan and Sistel.

Although the PBS-A plan had assets in excess of actuarial liabilities at December 31, 2018 and 2017, such surplus was not recognized due to lack of legal provision in relation to refund thereof, and in addition, since it is not a contributive plan, it is not possible to make any deduction from future contributions.

c.2.2) CTB Plan

Contributions to the CTB plan are determined based on actuarial valuations prepared by independent actuaries, in accordance with the rules in force in Brazil. The funding procedure is the capitalization method and the sponsor's contribution is a fixed percentage of payroll of employees covered by the plan.

The Company also individually manages and sponsors the CTB plan, originally provided to former employees of CTB who were in the Company in 1977, with whom an individual retirement concession agreement was executed to encourage their resignation. This is an informal pension supplementation benefit paid to former employees directly by the Company. These plans are closed, and no other members are admitted.

Table of Contents

c.2.3) Telefônica DB Plan

The Company individually sponsors a defined benefit retirement plan, the Telefônica DB plan.

In order to improve allocation of Telefônica DB plan assets and analyze the coverage ratio of plan obligations in future years, a stochastic ALM study was prepared by Visão Prev and Willis Towers Watson. This ALM study aimed at projecting the ratio between coverage of liabilities (solvency ratio) and the risk of mismatching measured by the standard deviation of the solvency ratio. The study concluded that the plan present sustainable projection of their coverage ratio with the current investments portfolio.

At the time of the concession, a benefit is calculated, which will be paid in a lifelong form and updated by inflation. This plan is not open to new accessions.

The contributions are defined according to the costing plan, which is calculated considering financial, demographic and economic hypotheses in order to accumulate enough resources to pay the benefits to the participants who are already receiving them, and to the new pensions.

c.2.4) VISÃO Plans

The Visão Telefônica and Visão Multi plans will hereinafter be shown jointly under the name VISÃO, due to their similarity.

The Company and its subsidiaries sponsor defined contribution pension plans with defined benefit components (hybrid plans), i.e. the VISÃO Plans, managed by Visão Prev. The contribution is attributed to each subsidiary in the economic and demographic proportion of its respective obligation to the plan.

The contributions made by the Company and subsidiaries related to defined contribution plans totaled R\$39,967 at December 31, 2018 (R\$43,702 at December 31, 2017).

The contributions to the Visão Telefônica and Visão Multi plans are: (i) basic and additional contribution, with contributions made by the participant and sponsor; and (ii) additional, sporadic and specific contribution, with

contributions made only by the participant.

In addition, the participant has the possibility to choose one of five investment profiles to apply to their balance, and they are: Super Conservative, Conservative, Moderate, Aggressive and Aggressive Fixed Income Long-Term.

c.3) Consolidated information on pension plans and other post-employment benefits

c.3.1) Reconciliation of net liabilities (assets):

	12.31.18			12.31.17		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Present value of DB plan obligations	2,011,355	1,313,157	3,324,512	1,861,651	1,050,576	2,912,227
Fair value of plan assets	2,999,669	763,325	3,762,994	2,585,679	726,060	3,311,739
Net liabilities (assets)	(988,314)	549,832	(438,482)	(724,028)	324,516	(399,512)
Asset limitation	1,056,682	50,281	1,106,963	791,177	130,440	921,617
Non-current assets	(10,997)	-	(10,997)	(9,833)	-	(9,833)
Current liabilities	8,114	11,553	19,667	7,914	9,021	16,935
Non-current liabilities	71,251	588,560	659,811	69,068	445,935	515,003

F-67

Table of Contentsc.3.2) Total expenses recognized in the income statement:

	2018			2017			2016		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Current service cost	2,931	13,722	16,653	3,044	7,606	10,650	2,811	2,761	5,572
Net interest on net actuarial assets/liabilities	6,074	45,892	51,966	5,258	29,325	34,583	5,278	2,986	8,264
Total	9,005	59,614	68,619	8,302	36,931	45,233	8,089	5,747	13,836

c.3.3) Amounts recognized in other comprehensive income (loss)

	2018			2017			2016		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Actuarial (losses) gains	(186,170)	184,527	(1,643)	325,292	208,195	533,487	(174,496)	240,072	65,576
Asset limitation effect	188,259	(93,125)	95,134	(309,780)	(52,411)	(362,191)	182,088	(10,897)	171,191
Total	2,089	91,402	93,491	15,512	155,784	171,296	7,592	229,175	236,767

c.3.4) Changes in amount net of liability (asset) of defined benefit, net

	12.31.18			12.31.17		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Net defined benefit liability (asset) at the beginning of the year	67,148	454,957	522,105	54,026	264,603	318,629
Business combinations	-	-	-	(12)	680	668
Expenses	9,005	59,614	68,619	8,302	36,931	45,233
Sponsor contributions	(9,874)	(5,860)	(15,734)	(10,680)	(3,041)	(13,721)
Amounts recognized in OCI	2,089	91,402	93,491	15,512	155,784	171,296
	68,368	600,113	668,481	67,148	454,957	522,105

Net defined benefit liability (asset) at the end of the year

Actuarial assets per balance sheet	(10,997)	-	(10,997)	(9,833)	-	(9,833)
Actuarial liabilities per balance sheet	79,365	600,113	679,478	76,982	454,956	531,938

c.3.5) Changes in defined benefit liability

	12.31.18			12.31.17		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Defined benefit liability at the beginning of the year	1,861,651	1,050,576	2,912,227	1,763,866	767,642	2,531,508
Liability assumed after acquisition of company	-	-	-	249	680	929
Current service costs	2,931	13,722	16,653	3,044	7,606	10,650
Interest on actuarial liabilities	173,842	103,617	277,459	181,208	82,488	263,696
Benefits paid	(136,916)	(37,838)	(174,754)	(168,856)	(30,777)	(199,633)
Member contributions paid	451	-	451	220	-	220
Actuarial losses (gains) adjusted by experience	80,126	64,278	144,404	(23,613)	128,469	104,856
Actuarial losses (gains) adjusted by demographic assumptions	-	46,122	46,122	(3,320)	(1,543)	(4,863)
Actuarial losses (gains) adjusted by financial assumptions	29,270	72,680	101,950	108,853	96,011	204,864
Defined benefit liability at the end of the year	2,011,355	1,313,157	3,324,512	1,861,651	1,050,576	2,912,227

c.3.6) Changes in the fair value of plan assets

	12.31.18			12.31.17		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Fair value of plan assets at the beginning of the year	2,585,679	726,060	3,311,739	2,703,593	667,993	3,371,586
Asset acquired on acquisition of company	-	-	-	323	-	323
Benefits paid	(128,991)	(32,011)	(161,002)	(160,370)	(27,767)	(188,137)
Participants contributions paid	451	-	451	220	-	220
Sponsor contributions paid	1,949	33	1,982	2,195	31	2,226
Interest income on plan assets	245,014	70,690	315,704	283,090	71,061	354,151

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Return on plan assets excluding interest income	295,567	(1,447)	294,120	(243,372)	14,742	(228,630)
Fair value of plan assets at the end of the year	2,999,669	763,325	3,762,994	2,585,679	726,060	3,311,739

F-68

Table of Contentsc.3.7) Changes in asset limitation

	12.31.18			12.31.17		
	Post-retirement pension plans	Post-retirement health plans	Total	Post-retirement pension plans	Post-retirement health plans	Total
Asset Limitation at the beginning of the year	791,177	130,440	921,617	993,754	164,953	1,158,707
Interest on the asset limitation	77,246	12,966	90,212	107,140	17,898	125,038
Changes in the assets limitation, except interest	188,259	(93,125)	95,134	(309,779)	(52,411)	(362,190)
Effect generated by company acquisition	-	-	-	62	-	62
Asset Limitation at the end of the year	1,056,682	50,281	1,106,963	791,177	130,440	921,617

c.3.8) Results projected for 2019

	Post-retirement pension plans	Post-retirement health plans	Total
Current service cost	3,076	16,178	19,254
Net interest on net defined benefit liability/asset	5,762	56,551	62,313
Total	8,838	72,729	81,567

c.3.9) Sponsoring company contributions projected for 2019

	Post-retirement pension plans	Post-retirement health plans	Total
Sponsor contributions	2,221	8,114	10,335
Benefits paid directly by the sponsor	35	11,559	11,594
Total	2,256	19,673	21,929

c.3.10) Average weighted duration of defined benefit liability

	Post-retirement pension plans	Post-retirement health plans
In 2018	7.8 years	16.5 years
In 2017	8.5 years	18.7 years

c.3.11) Actuarial assumptions

	12.31.18 Post-retirement pension plans	Post-retirement health plans
Discount rate to present value of defined benefit liability	Visão: 9.0% PBS-A and CTB: 9.1% Telefônica BD: 9.2%	9.3%
Future salary growth rate	PBS-A: N/A Visão, CTB and Telefônica BD: 5.7%	N/A
Medical expense growth rate	N/A	7.1%
Nominal annual adjustment rate of pension benefits	4.0%	N/A
Medical service eligibility age	N/A	Eligibility on retirement 100% to 57 years
Estimated retirement age	PBS-A, CTB and Telefônica BD: 57 years Visão: 60 years PBS-A, CTB and Telefônica BD: AT-2000 Basic segregated by	57 years
Mortality table for nondisabled individuals	gender, down-rated by 10%	AT-2000 Basic segregated by gender, down-rated by 10%
	Visão: AT-2000 Basic segregated by gender, down-rated by 50% PBS-A, CTB and Telefônica BD: RP-2000 Disabled Female, down-	
Mortality table for disabled individuals	rated by 40%	RP-2000 Disabled Female, down-rated by 40%
	Visão: N/A Telefônica BD: Light-Forte	
Disability table	PBS-A and CTB: N/A Visão: Light-Fraca, down rated by 30%	Light-Forte
	PBS-A, CTB and Telefônica BD: N/A	PAMA and PCE: N/A Law No. 9656/98:
Turnover	Visão: Turnover experience in VISÃO plans (2015 to 2017)	Turnover experience in VISÃO plans (2015 to 2017)

Table of Contents

	12.31.17	
	Post-retirement pension plans	Post-retirement health plans
Discount rate to present value of defined benefit liability	Visão: 9.5% PBS-A and CTB: 9.8% Telefônica BD and Tcoprev: 9.9% PBS-A: N/A	9.9%
Future salary growth rate	Visão, CTB, Telefônica BD and Tcoprev: 5.9%	N/A
Medical expense growth rate	N/A	7.4%
Nominal annual adjustment rate of pension benefits	4.3%	N/A
Medical service eligibility age	N/A	Eligibility on retirement 100% to 57 years
Estimated retirement age	PBS-A, CTB and Telefônica BD: 57 years Visão and Tcoprev: 60 years PBS-A, CTB and Telefônica BD: AT-2000 Basic segregated by	57 years
Mortality table for nondisabled individuals	gender, down-rated by 10%	AT-2000 Basic segregated by gender, down-rated by 10%
Mortality table for disabled individuals	Visão: AT-2000 Basic segregated by gender, down-rated by 50% PBS-A, CTB and Telefônica BD: RP-2000 Disabled Female, down-rated by 40%	RP-2000 Disabled Female, down-rated by 40%
Disability table	Visão: N/A PBS-A, CTB, Telefônica BD and Tcoprev: Light-Forte	Light-Forte
Turnover	Visão: Light-Fraca, down rated by 30% PBS-A, CTB, Telefônica BD and Tcoprev: N/A Visão: Turnover experience in VISÃO plans (2015 to 2017)	PAMA and PCE: N/A Law No. 9656/98: Turnover experience in VISÃO plans (2015 to 2017)

Further to the assumptions stated above, other assumptions common to all plans were adopted in 2018 and 2017 as follows: (i) Long-term inflation rate 4.3%; and (ii) Annual increase in the use of medical services according to age: 4.0%.

c.3.12) Changes in actuarial assumptions in relation to the prior year

In order to adjust some actuarial assumptions to the economic and demographic reality, a study was conducted for the plans administered by Visão Previdenciária and Sistel, which adopted the definition of the assumptions in their Deliberative Councils.

The main economic and financial assumptions that have changed in relation to the previous fiscal year and that interfere with the defined benefit liability are: (i) rates for discount to present value of the defined benefit liability; (ii) long-term inflation rate; (iii) rate of future wage growth; (iv) rate of growth of medical costs; and (v) annual nominal index of adjustment of social security benefits.

The impacts on the plans' defined benefit liabilities due to the new definition of the actuarial assumptions are as follows:

	Post-retirement pension plans	Post-retirement health plans	Total
Defined benefit liability, based on current actuarial assumptions	2,011,355	1,313,157	3,324,512
Defined benefit liability, based on prior-year actuarial assumptions	1,982,085	1,194,355	3,176,440
Difference from change in actuarial assumptions	29,270	118,802	148,072

c.3.13) Sensitivity analysis for actuarial assumptions

The Company believes that the significant actuarial assumptions with reasonable likelihood of variation due to financial and economic scenarios, which could significantly change the amount of the defined benefit obligation, are the discount rate used to adjust the defined benefit liability to present value and the rate of growth of medical costs.

Sensitivity analysis of the defined benefit liability for scenarios involving a 0.5% increase and a 0.5% decrease in the discount rate used to discount the defined benefit liability to present value is as follows:

	Post-retirement pension plans	Post-retirement health plans	Total
Defined benefit liability, discounted to present value at current rate	2,011,355	1,313,157	3,324,512
Defined benefit liability, discounted to present value considering a rate increased by 0.5%	1,934,817	1,219,080	3,153,897
	2,093,908	1,419,123	3,513,031

Defined benefit liability, discounted to present value considering a rate decreased by 0.5%

F-70

Table of Contents

The following is a sensitivity analysis of the defined benefit obligation for scenarios of 1% increase and 1% reduction in the rate of growth of medical costs:

	Post-retirement pension plans	Post-retirement health plans	Total
Defined benefit liability, projected by the current medical cost growth rate	2,011,355	1,313,157	3,324,512
Defined benefit liability, projected by the current medical cost growth considering a rate increased by 1%	2,011,355	1,535,641	3,546,996
Defined benefit liability, projected by the current medical cost growth considering a rate decreased by 1%	2,011,355	1,135,030	3,146,385

c.3.14) Allocation of plan assets

	12.31.18 Post-retirement pension plans	Post-retirement health plans	12.31.17 Post-retirement pension plans	Post-retirement health plans
Investments with market value quoted in active market:				
Fixed income investments				
National Treasury Note (NTN)	2,437,547	702,946	1,998,931	670,516
Treasury Financial Letter	177,319	-	199,135	55,544
Repurchase operations	196,830	-	142,228	-
Debentures	13,487	-	13,209	-
Treasury Financial Letter (LFT)	12,556	60,379	4,567	-
FIDC shares / Others	2,356	-	3,694	-
National Treasury Notes (LTN)	462	-	2,165	-
Bank Deposit Certificates (CDB)	232	-	1,317	-
Variable income investments				
Investments in energy sector	138	-	57,781	-
Investments in food and beverage industry	17,921	-	32,337	-
Investments in mining sector	287	-	1,197	-
Investments in other sectors (1)	5,822	-	7,124	-
Real estate investments	111,417	-	96,525	-
Loans to participants	19,312	-	18,346	-
Structured investments	743	-	3,753	-
Investments with market value not quoted in active market:				
Loans to participants	1,249	-	1,590	-
Structured investments	1,991	-	1,780	-
Total	2,999,669	763,325	2,585,679	726,060

(1) Investments in variable income in the following industries: oil, gas and biofuel; telephony; steel and metals; construction and engineering; sales and distribution; transportation; wood and paper; education; financial services and banks; real estate, among; others.

31) FINANCIAL INSTRUMENTS AND RISK AND CAPITAL MANAGEMENT

a) Accounting policy

a.1) Financial assets

Initial recognition and measurement

On initial recognition, a financial asset is classified in the following measurement categories: (i) at fair value through profit or loss; (ii) at amortized cost; or (iii) at fair value through other comprehensive income, depending on the situation.

The classification of financial assets according to IFRS 9 is generally based on the business model in which a financial asset is managed and its characteristics of contractual cash flows.

The Company's consolidated financial assets include cash and cash equivalents, trade accounts receivable, short-term investments pledged as collateral and derivative financial instruments.

Table of Contents

Subsequent measurement

Subsequent measurement of financial assets depends on their classification, as follows:

Financial assets at fair value through profit or loss: these assets are subsequently measured at fair value. Net income, including interest, is recognized directly in income.

Financial assets at amortized cost: these assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in income. Any gain or loss on derecognition is recognized in profit or loss.

Financial assets at fair value through other comprehensive income: these assets are subsequently measured at fair value. Interest income is calculated using the effective interest method, and foreign exchange gains and losses and impairment are recognized in profit or loss. Other net income is recognized in other comprehensive income. In derecognition, the accumulated result in other comprehensive income is reclassified to the income statement.

Derecognition

A financial asset (or, whenever the case, a part of a financial asset, or a part of a group of similar financial assets) is derecognized when:

The rights to receive the cash flows from the asset have expired;

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

a.2) Impairment of financial assets

The Company and its subsidiaries evaluate, at the balance sheet date, if there is any objective evidence indicating that the financial asset or group of financial assets is not recoverable. A loss only exists if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset (a “loss event” occurred) and such event has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reasonably estimated.

The carrying amount of an asset is reduced by a provision and the loss amount is recognized in the income statement. If, in a subsequent year, estimated impairment increases or decreases due to an event after impairment recognition, impairment loss previously recognized will be adjusted accordingly. Should a written-off asset be recovered in the future, such recovery is recognized in the income statement.

a.3) Financial liabilities

Initial recognition and measurement

Upon initial recognition, the Company’s financial liabilities are classified in the following categories: financial liabilities measured at fair value through profit or loss and other financial liabilities.

Financial liabilities are initially recognized at fair value plus, in the case of loans and financing, transaction cost directly attributable thereto.

The Company’s consolidated financial liabilities include trade accounts payable, loans and financing, debentures, finance lease agreements, contingent payments and derivative financial instruments.

Subsequent measurement

Measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss: financial liabilities are designated at initial recognition at fair value through profit or loss. This category also includes derivative financial instruments contracted, except those designated as derivative financial instruments of cash flow hedge. Interest, monetary and exchange variations and changes arising from the valuation at fair value, when applicable, are recognized in the income statement when incurred.

F-72

Table of Contents

Financial liabilities at amortized cost: after initial recognition, loans and financing subject to interest are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the income statement at the time of write-off of liabilities, as well as during the amortization process using the effective interest rate method.

Derecognition

A financial liability is derecognized when the obligation has been revoked, cancelled or has expired.

When an existing financial liability is replaced by another of the same lender, and the terms of the instruments are substantially different, or when the terms of an existing debt instrument are substantially modified, this replacement or modification is treated as derecognition of the original liability and recognition of a new liability, and the difference in the corresponding carrying amounts is recognized in the income statement.

a.4) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. Fair value measurement is based on the assumption that the transaction to sell the asset or transfer the liability will take place (i) in the principal market for the asset or liability; or (ii) in the absence of a principal market, in the most advantageous market for that asset or liability.

The Company and or its subsidiaries must have access to the principal (or most advantageous) market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing an asset or liability, assuming that market participants act in their best economic interests.

Fair value measurement of a non-financial asset takes into consideration the capacity of a market participant to generate economic benefits through the best use of the asset or selling it to another market participant that would also make the best use of the asset.

The Company and its subsidiaries use adequate valuation techniques in the circumstances and for which there is sufficient data to measure the fair value, that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs.

For assets and liabilities recurrently recognized in the financial statements, the Company determines whether there were transfers between the hierarchy levels, reevaluating the classification (based on the lowest level input that is significant to the overall fair value measurement) at the end of each reporting period.

For the purposes of fair value disclosures, the Company and its subsidiaries determined classes of assets or liabilities based on the nature, characteristics and risks of those assets or liabilities and the fair value hierarchy level, as mentioned above.

a.5) Financial instruments - net

Financial assets and liabilities are presented net in the balance sheet if, and only if, there is a current enforceable legal right to offset the amounts recognized and if there is an intention to offset or realize the asset or settle the liability simultaneously.

a.6) Derivative financial instruments and hedge accounting

IFRS 9 introduced a new accounting record model for hedges, which is less restrictive, which aligns the accounting treatment with risk management activities by requiring an economic relationship between the hedged item and the hedging instrument and that the coverage ratio is the same as the entity applies to its risk management. With this new model, the documentation criteria for hedging relationships are modified and improvements are included in the disclosures about hedging activities.

The Company uses derivative financial instruments, such as currency and interest rate swaps or currency non-deliverable forward contracts to hedge against currency risks.

Table of Contents

Derivative financial instruments designated in hedge transactions are initially recognized at fair value on the date on which the derivative contract is entered into, and subsequently revalued also at fair value. Derivatives are presented as financial assets when the fair value of the instrument is positive and as financial liabilities when the fair value of the instrument is negative.

Any gains or losses resulting from changes in fair value of derivatives during the year are posted directly to the income statement, except for the effective portion of cash flow hedges, which is recognized directly in equity as other comprehensive income and subsequently reclassified to P&L when the hedged item affects P&L.

On the inception initial recognition of a hedge relationship, the Company formally designates and documents the hedge relationship to which it wishes to apply hedge accounting, the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the hedged risk, the nature of unhedged risks, the prospective statement of hedge effectiveness and how the Company shall assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk.

For the purpose of hedge accounting, hedges are classified as cash flow hedges and fair value hedges.

Cash flow hedges

Cash flow hedges meeting the recording criteria are accounted for as follows: (i) the portion of gain or loss from the hedge instrument determined as an effective hedge shall be recognized directly in equity (other comprehensive income), and (ii) the ineffective portion of gain or loss from the hedge instrument shall be recognized in the income statement.

When the Company's documented risk management strategy for any given hedge relationship excludes from the hedge effectiveness evaluation any particular component of gain or loss or the corresponding cash flows from the hedge instrument, that gain or loss component is recognized in financial income (expenses).

Amounts recorded in other comprehensive income are immediately transferred to the income statement when the hedged transaction affects P&L. When a hedged item is the cost of a non-financial asset or liability, amounts recorded

in equity are transferred at the initial carrying amount of the non-financial assets and liabilities.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge fails to meet the hedge accounting criteria, any cumulative gain or loss previously recognized in other comprehensive income remains separately in equity until the forecast transaction occurs or the firm commitment is fulfilled.

The Company's contracts are classified as cash flow hedges when they provide protection against changes in cash flows that are attributable to a particular risk associated with a recognized liability that may affect the profit or loss and fair value when they provide protection against exposure to changes in the fair value of the identified part of certain liabilities that is attributable to a particular risk (exchange variation) and may affect the profit or loss.

Fair value hedges

Fair value hedges meeting the accounting criteria are accounted for as follows: (i) gain or loss from changes in fair value of a hedge instrument shall be recognized in the income statement as finance costs; and (ii) gain or loss from a hedged item attributable to the hedged risk shall adjust the recorded amount of the hedged item to be recognized in the income statement, as finance costs.

For fair value hedges relating to items carried at amortized cost, any adjustment to carrying amount is amortized through profit or loss over the remaining term of the hedge using the effective interest method. The effective interest rate amortization may begin as soon as any adjustment exists and no later than the point that the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

Table of Contents

If the hedged item is derecognized, the unamortized fair value is recognized immediately in the income statement.

When an unrecognized firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognized as an asset or liability with a corresponding gain or loss recognized in profit and loss.

Classification between current and non-current

Derivative financial instruments are classified as current and non-current or segregated into short and long-term portions based on an evaluation of the contractual cash flows.

When the Company maintains a derivative as an economic hedge (and does not apply hedge accounting), for a period exceeding 12 months after the balance sheet date, the derivative is classified as non-current (or segregated into current and non-current portions), in line with the classification of the corresponding item.

Derivative instruments that are designated as effective hedging instruments are classified consistently with the classification of the underlying hedged item.

The derivative instrument is segregated into current and non-current portions only when amounts can be reliably allocated.

b) Critical estimates and judgments

When the fair value of financial assets and liabilities stated in the balance sheet cannot be obtained in active markets, it will be determined using valuation techniques, including the discounted cash flow method. Data for these methods is based on those adopted in the market, whenever possible. However, when this is not feasible, a certain level of judgment is required for fair value determination. Judgment includes consideration of the inputs used, such as liquidity risk, credit risk and volatility. Changes in the assumptions about these factors could affect the reported fair value of financial instruments.

c) Derivative transactions

The derivative financial instruments contracted by the Company are mainly intended to hedge against foreign exchange risk arising from assets and liabilities in foreign currency, risk of inflation on its debentures and leases indexed to the IPCA and against the risk of changes in the TJLP of a portion of debt with BNDES. There are no derivative financial instruments for speculative purposes and possible currency risks are hedged.

Management understands that the Company's internal controls for its derivatives are adequate to control risks associated with each strategy for the market. Gains/losses obtained or sustained by the Company in relation to its derivatives show that its risk management has been appropriate.

As long as these derivatives contracts qualify for hedge accounting, the hedged item may also be adjusted to fair value, offsetting the result of the derivatives, according to the rules of hedge accounting. This hedge accounting applies both to financial liabilities and probable cash flows in foreign currency.

At December 31, 2018 and 2017, the Company held no embedded derivatives contracts.

Derivatives contracts include specific penalties for breach of contract. Breach of contract provided for in agreements made with financial institutions leads to the anticipated liquidation of the contract.

c.1) Fair value of derivative financial instruments

The valuation method used to calculate the fair value of financial liabilities (if applicable) and derivative financial instruments was the discounted cash flow method, based on expected settlements or realization of liabilities and assets at market rates prevailing at the balance sheet date.

The fair values of positions in reais are calculated by projecting future inflows from transactions using B3 yield curves discounting these flows to present value using market DI rates for swaps announced by B3.

The market values of foreign exchange derivatives were obtained using the market exchange rates in effect at the balance sheet date and projected market rates obtained from the currency's coupon-rate yield curves.

Table of Contents

The linear convention of 360 calendar days was used to determine coupon rates of positions indexed in foreign currencies, while the exponential convention of 252 business days was used to determine coupon rates for positions indexed to CDI rates.

Consolidated derivatives financial instruments shown below are registered with B3 and classified as swaps, usually, that do not require margin deposits.

	Notional Value		Accumulated effects from fair value Amount receivable (payable)	
Description	12.31.18	12.31.17	12.31.18	12.31.17
Long position	1,184,064	1,181,056	95,533	164,405
Foreign Currency	335,194	326,149	50,536	102,876
US\$ (1) (2)	241,332	201,445	24,608	49,110
EUR (2)	51,971	11,000	-	449
LIBOR US\$ (1)	41,891	113,704	25,928	53,317
Floating rate	699,595	657,868	7,737	28,263
CDI (1) (2)	554,336	263,518	-	82
TJLP (4)	145,259	394,350	7,737	28,181
Inflation rates	149,275	197,039	37,260	33,266
IPCA (3) (5)	149,275	166,775	37,260	33,266
IGPM (6)	-	30,264	-	-
Short position	(1,184,064	) (1,181,056)	(39,383)	(20,651)
Floating rate	(608,782	) (860,686)	(24,916)	(15,819)
CDI (1) (2) (3) (4) (5) (6)	(608,782	) (860,686)	(24,916)	(15,819)
Foreign Currency	(575,282	) (320,370)	(14,467)	(4,832)
US\$ (2)	(439,103	) (183,824)	(9,396)	(2,471)
EUR (1) (2)	(115,233	) (79,694)	(222)	(464)
LIBOR US\$ (1)	(20,946	) (56,852)	(4,849)	(1,897)
Long position			95,533	164,405
Current			69,065	87,643
Non-current			26,468	76,762
Short position			(39,383)	(20,651)
Current			(16,538)	(5,239)
Non-current			(22,845)	(15,412)
Amounts receivable, net			56,150	143,754

(1) Foreign currency swaps (US\$ and LIBOR) x CDI (R\$98,576) - swap transactions for varying debt repayment dates held to hedge currency risk affecting the Company's loans in US\$ (carrying amount R\$98,615).

Foreign currency swaps (Euro and CDI x Euro) (R\$69,218) and (US\$ and CDI x US\$) (R\$236,363) - maturing (2) through February 13, 2019 to hedge currency risk affecting net amounts payable (carrying amount R\$69,324 in Euros) and receivables (carrying amount R\$239,884 in US\$).

(3) IPCA x CDI rate swaps (R\$40,741) - maturing through 2019 to hedge the same flow as the debentures (4th issue - 3rd series) indexed to the IPCA (carrying amount R\$41,121).

(4) TJLP x CDI swaps (R\$167,070) - maturing through 2019 to hedge the risk of TJLP variation on loan with BNDES (carrying amount R\$159,789).

(5) IPCA x CDI swaps (R\$234,865) - maturing in 2033 to hedge risk of change in finance lease rate pegged to IPCA (carrying amount R\$233,690).

(6) The information of December 31, 2017 refers to the IGPM swap x CDI , swap operations contracted with the purpose of protecting the risk of IGPDI variation in regulatory commitments linked to a 4G license. The commitment of the 4G license was withdrawn from the EAD on January 31, 2018 for R\$42,842 (Note 22) and the respective swap operations were finalized on the same date.

Table of Contents

The table below shows the breakdown of swaps maturing after December 31, 2018:

Swap contract	Maturing in				Amount receivable (payable) at 12.31.18
	2019	2020	2021	2022 onwards	
Foreign currency x CDI	48,465	-	-	-	48,465
CDI x Foreign Currency	(14,418)	-	-	-	(14,418)
TJLP x CDI	7,737	-	-	-	7,737
IPCA x CDI	10,742	1,679	1,753	192	14,366
Total	52,526	1,679	1,753	192	56,150

For the purposes of preparing its financial statements, the Company adopted the fair value hedge accounting methodology for its foreign currency swaps x CDI, IPCA x CDI and TJLP x CDI for hedging or financial debt. Under this arrangement, both derivatives and hedged risk are recognized at fair value.

The ineffective portion at December 31, 2018 was R\$2,449 (R\$1,289 at December 31, 2017).

At December 31, 2018 and 2017, the transactions with derivatives generated consolidated positive and negative (net) results of R\$10,788 and R\$41,985, respectively (Note 27).

c.2) Sensitivity analysis to the Company's risk variables

CVM Resolution 475/08 requires listed companies to disclose sensitivity analyses for each type of market risk that management understands to be significant when originated by financial instruments to which the entity is exposed at the end of each period, including all derivative financial instrument transactions.

In making the above analysis, each of the transactions with derivative financial instruments was assessed and assumptions included a probable scenario and two others that could adversely impact the Company.

In the probable scenario the assumption is to use, on the maturity dates of each of the transactions, what the market had been showing through B3 yield curves (currencies and interest rates), as well as data available at IBGE, Central Bank, FGV, among others. In the probable scenario, there is no impact on the fair value of the above-mentioned derivatives. However, for scenarios II and III, as per CVM ruling, risk variables were considered to deteriorate by 25% and 50% respectively.

Since the Company only holds derivatives to hedge its foreign currency assets and liabilities, changing scenarios are tracked by the corresponding hedged items, thus showing that the effects are almost non-existent. For these transactions, the Company reported the consolidated net exposure in each of the above-mentioned three scenarios at December 31, 2018.

F-77

Table of Contents

Transaction	Risk	Probable	25% depreciation	50% depreciation
Hedge (long position)	Derivatives (depreciation risk EUR)	(69,218)	(86,522)	(103,827)
Payables in EUR	Debt (appreciation risk EUR)	(20,747)	(25,934)	(31,121)
Receivables in EUR	Debt (depreciation risk EUR)	88,749	110,936	133,123
	Net Exposure	(1,216)	(1,520)	(1,824)
Hedge (short position)	Derivatives (depreciation risk US\$)	(234,813)	(293,516)	(352,219)
Payables in US\$	Debt (appreciation risk US\$)	(112,981)	(141,227)	(169,472)
Receivables in US\$	Debt (depreciation risk US\$)	352,866	441,082	529,299
	Net Exposure	5,072	6,339	7,608
Hedge (long position)	Derivatives (risk of decrease in IPCA)	273,712	254,731	238,133
Debt in IPCA	Debt (risk of increase in IPCA)	(353,905)	(334,924)	(318,326)
	Net Exposure	(80,193)	(80,193)	(80,193)
Hedge (long position)	Derivatives (risk of decrease in UMBND)	98,576	98,396	98,217
Debt in UMBND	Debt (risk of increase in UMBND)	(96,614)	(96,644)	(96,471)
	Net Exposure	1,962	1,752	1,746
Hedge (long position)	Derivatives (risk of decrease in TJLP)	152,558	151,975	151,402
Debt in TJLP	Debt (risk of increase in TJLP)	(937,998)	(937,390)	(936,792)
	Net Exposure	(785,440)	(785,415)	(785,390)
Hedge (CDI position)				
Hedge US\$ and EUR (long position)	Derivatives (risk of decrease in CDI)	(125,631)	(125,695)	(125,754)
Hedge IPCA (short position)	Derivatives (risk of increase in CDI)	(273,712)	(254,731)	(238,133)
Hedge UMBND (short position)	Derivatives (risk of increase in CDI)	(98,576)	(98,396)	(98,217)
Hedge TJLP (short position)	Derivatives (risk of increase in CDI)	(152,558)	(151,975)	(151,402)
	Net Exposure	(650,477)	(630,797)	(613,506)
Total net exposure in each scenario		(1,510,292)	(1,489,834)	(1,471,559)
Net effect on changes in current fair value		-	20,458	38,733

The assumptions used by the Company for the sensitivity analysis at December 31, 2018 were as follows:

Risk Variable Probable

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

		25%		50%	
		depreciation		depreciation	
US\$	3.8748	4.8435		5.8122	
EUR	4.4370	5.5463		6.6556	
IPCA	3.69 %	4.62 %		5.54 %	
IGPM	7.54 %	9.42 %		11.31 %	
IGP-DI	7,12 %	8,91 %		10,69 %	
UMBND	0.0756	0.0946		0.1135	
URTJLP	0.0656	0.0820		0.0984	
CDI	6.42 %	8.03 %		9.63 %	

For calculation of the net exposure for the sensitivity analysis, all derivatives were considered at market value and hedged items designated for hedges for accounting purposes were also considered at fair value.

The fair values shown in the table above are based on the portfolio position at December 31, 2018, but do not reflect an estimate for realization due to the dynamism of the market, which is constantly monitored by the Company. The use of different assumptions could significantly affect the estimates.

Table of Contents

d) Fair value

The Company and its subsidiaries assessed their financial assets and liabilities in relation to market values using available information and appropriate valuation methodologies. However, both the interpretation of market data and the selection of valuation methods require considerable judgment and reasonable estimates to produce the most adequate realization value. As a result, the estimates shown do not necessarily indicate amounts that could be realized in the current market. The use of different assumptions for the market and/or methodologies may have a material effect on estimated realization values.

At December 31, 2018 and 2017, neither the Company nor its subsidiaries detected any significant and enduring impairment of their financial instruments.

The fair values of all assets and liabilities are classified within the fair value hierarchy described below, based on the lowest level of information that is significant to the fair value measurement as a whole:

Level 1: quoted market prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: valuation techniques for which there is a significantly lower level of information to measure the fair value directly or indirectly observable; and

Level 3: valuation techniques for which the lowest and significant level of information to measure the fair value is not available.

During the periods shown in the tables below, there were no transfers between fair value measurements of Level 3 and Levels 1 and 2.

e) Classification of financial assets and liabilities by category and fair value hierarchy

The tables below present the composition and classification of financial assets and liabilities at December 31, 2018 and 2017, considering the assumptions arising from the adoption of IFRS 9 on January 1, 2018 (Note 2).

Table of Contents

	Classification by category	Fair value hierarchy	Book value		Fair value	
			12.31.18	12.31.17	12.31.18	12.31.17
Financial Assets						
Current						
Cash and cash equivalents (Note 3)	Amortized cost		3,381,328	4,050,338	3,381,328	4,050,338
Trade accounts receivable (Note 4)	Amortized cost		8,304,382	8,588,466	8,304,382	8,588,466
Derivative transactions (Note 31)	Measured at fair value through profit or loss	Level 2	-	2,480	-	2,480
Derivative transactions (Note 31)	Measured at fair value through OCI	Level 2	69,065	85,163	69,065	85,163
Non-current						
Investments pledged as collateral	Amortized cost		76,934	81,486	76,934	81,486
Trade accounts receivable (Note 4)	Amortized cost		426,252	273,888	426,252	273,888
Derivative transactions (Note 31)	Measured at fair value through OCI	Level 2	26,468	76,762	26,468	76,762
Total financial assets			12,284,429	13,158,583	12,284,429	13,158,583
Financial Liabilities						
Current						
Trade accounts payable, net (Note 16)	Amortized cost		7,642,782	7,447,100	7,642,782	7,447,100
Loans, financing and finance lease (Note 20)	Amortized cost		1,076,451	1,316,034	1,135,732	1,463,609
Loans, financing and finance lease (Note 20)	Measured at fair value through profit or loss	Level 2	263,754	304,921	263,754	304,921
Debentures (Note 20)	Amortized cost		82,840	1,412,174	237,144	1,532,427
Debentures (Note 20)	Measured at fair value through profit or loss	Level 2	41,121	312	41,121	312
Derivative transactions (Note 31)	Measured at fair value through profit or loss	Level 2	16,316	4,504	16,316	4,504
Derivative transactions (Note 31)	Measured at fair value through OCI	Level 2	222	735	222	735
Non-current						
Loans, financing and finance lease (Note 20)	Amortized cost		817,908	1,353,582	796,481	1,291,974

Edgar Filing: TELEFONICA BRASIL S.A. - Form 20-F

Loans, financing and finance lease (Note 20)	Measured at fair value through profit or loss	Level 2	341,728	520,421	341,728	520,421
Contingent consideration (Note 20)	Measured at fair value through profit or loss	Level 2	465,686	446,144	465,686	446,144
Debentures (Note 20)	Amortized cost		3,049,949	3,068,243	2,866,981	2,866,372
Debentures (Note 20)	Measured at fair value through profit or loss	Level 2	-	40,010	-	40,010
Derivative transactions (Note 31)	Measured at fair value through OCI	Level 2	22,845	15,412	22,845	15,412
Total financial liabilities			13,821,602	15,929,592	13,830,792	15,933,941

f) Capital management

The purpose of the Company's capital management is to ensure maintenance of a high credit rating before institutions and an optimal capital ratio in order to support the Company's business and maximize shareholder value.

The Company manages its capital structure by making adjustments and adapting to current economic conditions. For this purpose, the Company may pay dividends, obtain new loans, issue debentures and contract derivatives. For the year ended December 31, 2018, there were no changes in capital structure objectives, policies or processes.

In its net debt structure, the Company includes balances referring to loans, financing, debentures, finance leasing, contingent consideration and transactions with derivatives, less cash and cash equivalents, short-term investments to secure BNB financing and guarantor of the contingent consideration liability.

The Company's ratio of consolidated debt to shareholders' equity consists of the following:

	12.31.18	12.31.17
Cash and cash equivalents	3,381,328	4,050,338
Loans, financing, debentures, financial lease and contingent consideration	(6,139,437)	(8,461,841)
Derivative transactions, net	56,150	143,754
Short-term investment pledged as collateral	12,473	11,722
Asset guarantor of contingent consideration	465,686	446,144
Net debt	2,223,800	3,809,883
Net equity	71,607,027	69,461,358
Net debt-to-equity ratio	3.11 %	5.48 %

F-80

Table of Contents

g) Risk management policy

The Company and its subsidiaries are exposed to several market risks as a result of its commercial operations, debts contracted to finance its activities and debt-related financial instruments.

g.1) Currency Risk

There is risk arising from the possibility that the Company may incur losses due to fluctuating exchange rates, which add to costs arising from loans denominated in foreign currencies.

At December 31, 2018, 1.5% of financial debt was foreign currency denominated (2.7% at December 31, 2017). The Company enters into derivative transactions (currency hedge) with financial institutions to hedge against exchange rate variation affecting its total indebtedness in foreign currency (R\$96,615 and R\$225,254 at 31 December 2018 and 2017, respectively). Its total debt on these dates was covered by asset positions in currency-exchange hedge transactions with CDI-rate swaps.

There is also foreign exchange risk for financial assets and liabilities denominated in foreign currencies, which may generate a smaller amount receivable or larger amount payable depending on the exchange rate in the period.

Hedging transactions were engaged to minimize the risks associated with exchange rate variation of financial assets and liabilities in foreign currencies. This balance is subject to daily changes due to the dynamics of the business. However, the Company intends to cover the net balance of these rights and obligations (US\$61,909 thousand and €15,624 thousand receivable by December 31, 2018 and US\$16,953 thousand and €17,535 thousand receivable by December 31, 2017) to mitigate its foreign exchange risks.

g.2) Interest and Inflation Risk

This risk arises because the Company may incur losses in the event of an unfavorable change in the domestic interest rate, which may adversely affect financial expenses resulting from the portion of debentures referenced to the CDI and liability positions in derivatives (currency hedge, IPCA and TJLP) pegged to floating interest rates (CDI).

The debt with BNDES is indexed to the TJLP which is set on a quarterly basis by the National Monetary Council. In the first quarter of 2017, the TJLP was 7.5%. As of the second quarter of 2017, the TJLP remained at 7.0% up to the end of the year. In the first quarter of 2018, the TJLP was 6.75%, 6.60% in the second quarter of 2018, 6.56% in the third quarter of 2018 and 6.98% in the fourth quarter of 2018.

Inflation risk arises from the “Minas Comunica” debentures of the 1st issue, which are tied to the IPCA and thus may adversely affect financial expenses in the event of an unfavorable change in this index.

To reduce exposure to the variable interest rate (CDI), the Company and its subsidiaries invested their cash equivalents of R\$3,175,730 at December 31, 2018 (R\$3,932,539 at December 31, 2017), mostly in short-term CDI-based financial investments (CDBs). The carrying amounts of these instruments approximate their fair values, as they may be redeemed in the short term.

g.3) Liquidity Risk

Liquidity risk is the possibility of the Company or its subsidiaries not holding sufficient funds to meet their commitments due to different currencies and dates of realization of rights and settlement of obligations.

The Company structures the maturity dates of non-derivative financial contracts, as shown in Note 20, and their respective derivatives, as shown in the schedule of payments disclosed in this note, to avoid affecting their liquidity.

The Company’s cash flow and liquidity are managed on a daily basis by the departments in charge to ensure that operating cash flows and prior funding, when necessary, will be sufficient to meet their schedule of commitments in order to avoid liquidity risk.

Table of Contents

The following is a summary of the maturity profile of the consolidated financial liabilities, which include principal and future interest rates up to the date of maturity. For fixed rate liabilities, interest was calculated on the basis of the indices established in each contract. For variable rate liabilities, interest was calculated on the basis of the market forecast for each period.

At 12.31.18	Less than one year	From 1 to 2 years	From 2 to 5 years	Over 5 years	Total
Trade accounts payable	7,642,782	-	-	-	7,642,782
Loans, financing and finance lease	1,410,011	451,411	607,853	193,096	2,662,371
Contingent consideration	-	-	-	465,686	465,686
Debentures	245,407	1,236,859	2,195,150	-	3,677,416
Derivative transactions	16,538	-	-	22,845	39,383
Total	9,314,738	1,688,270	2,803,003	681,627	14,487,638

g.4) Credit Risk

The risk arises from the possibility of the Company and its subsidiaries incurring losses due to difficulty in receiving amounts billed to their customers and sales of prepaid handsets and cards that have been pre-activated for the distribution network.

The credit risk on accounts receivable is diversified and mitigated by strict control of the customer base. The Company constantly monitors the level of accounts receivable from postpaid services and limits bad debt risk by cutting off access to telephone lines if bills are past due. The mobile customer base predominantly uses the prepaid system, which requires purchase of credits beforehand and therefore does not pose credit risk. Exceptions are made for emergency services that must be maintained for security or national defense reasons.

Credit risk on sales of pre-activated prepaid handsets and cards is managed by a conservative policy for granting credit, using modern credit scoring methods, analyzing financial statements and consultations to commercial databases, in addition to requesting guarantees.

The Company and its subsidiaries are also subject to credit risk arising from their investments, letters of guarantee received as collateral for certain transactions and receivables from derivative transactions. The Company and its subsidiaries control the credit limits granted to each counterparty and diversify this exposure across first-tier financial institutions as per current credit policies of financial counterparties.

g.5) Social and Environmental Risks

The Company's operations and properties are subject to various environmental laws and regulations that, among others, govern environmental licenses and records, protection of fauna and flora, air emissions, waste management and remediation of contaminated sites. If the Company fails to meet present and future requirements, or to identify and manage new or existing contamination, it will incur significant costs, which include cleaning costs, damages, compensation, fines, activities suspension and other penalties, investments to improve its facilities or change its processes, or interruption of operations. The identification of environmental conditions not currently identified, more stringent inspections by regulatory agencies, the entry into force of more stringent laws and regulations or other unanticipated events may occur and, ultimately, result in significant environmental liabilities and their costs. The occurrence of any of the above factors could have a material adverse effect on the Company's business, results of operations and financial position. According to Article 75 of Law No. 9605 of 1998, the maximum fine per breach of environmental law is R\$50,000.

From a social point of view, the Company is exposed to contingent liabilities due to the fact that its structure foresees the hiring of outsourced service providers. These potential liabilities may involve labor claims by employees of the service providers who, in suits against the service provider and Company, request the conviction of the Company in a subsidiary manner, that is, the Company may be compelled to pay in the case the provider does not settle these obligations. There is also a more remote possibility that these employees will be treated as direct employees by the Company, which would generate the risk of joint and several convictions. The demands that are known to Telefónica are already provided.

Table of Contents

g.6) Insurance Coverage

The policy of the Company and its subsidiaries, as well as the Telefónica Group, includes contracting insurance coverage for all assets and liabilities involving significant and high-risk amounts, based on management's judgment and following Telefónica corporate program guidelines.

At December 31, 2018, maximum limits of claims (established pursuant to the agreements of each entity consolidated by the Company) for significant assets, liabilities or interests covered by insurance and their respective amounts were R\$850,000 for operational risks (including business interruption) and R\$75,000 for general civil liability.

g.7) Other Risks

The Company is required to comply with Brazilian anti-corruption laws and regulations, as well as laws and regulations on the same subject in jurisdictions where it has its securities traded. In particular, the Company is subject, in Brazil, to Law No. 12.846/2013 and, in the United States, to the U.S. Foreign Corrupt Practices Act of 1977.

Although the Company has internal policies and procedures designed to ensure compliance with the aforementioned anti-corruption laws and regulations, there can be no assurance that such policies and procedures will be sufficient or that the Company's employees, directors, officers, partners, agents and service providers will not take actions in violation of the Company's policies and procedures (or otherwise in violation of the relevant anti-corruption laws and regulations) for which the Company or they may be ultimately held responsible. Violations of anti-corruption laws and regulations could lead to financial penalties, damage to the Company's reputation or other legal consequences that could have a material adverse effect on the Company's business, results of operations and financial condition.

In connection with the above-mentioned policies, the Company is currently conducting an internal investigation - which is part of a broader investigation being conducted by the controlling shareholder of the Company (Telefónica, S.A.) - regarding possible violations of the above-mentioned laws and regulations. The Company is in contact with governmental authorities about this matter and intends to cooperate with those authorities as the investigation continues. It is not possible at this time to predict the scope or duration of this matter or its likely outcome.

32)

LEASE

a)

Accounting policy

The classification of an agreement as a commercial lease is based on substantive issues related to the use of an asset or specific assets, or even the right to use a given asset, on the initial date of its execution.

Finance lease agreements: By means of these agreements, the Company assumes substantially all risks and rewards relating to ownership of a leased item. These are capitalized at the lease inception at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Initial direct costs incurred in the transaction are added to cost, where applicable. Payments of finance lease agreements are allocated to financial charges and reduction of finance lease liabilities in order to obtain the constant interest rate on the outstanding liability balance. Implicit interest recognized in liabilities is allocated to the income statement over the lease term using the effective interest rate method.

Leased assets are depreciated according to their estimated useful lives or the lease term, whichever is shorter.

The Company and its subsidiaries are parties to the following finance lease agreements:

As lessee: lease agreements for transmission equipment and media arising from a joint construction agreement with another telecom operator, based on an optical network linked to the power transmission line, interconnecting the northern Brazilian cities to the Company's national backbone and lease of towers and rooftops (arising from sale and finance leaseback, for which the net carrying amount of the assets upon disposal remained unchanged, a liability was recognized at the present value of minimum lease payments and deferred income was recorded at the difference between the selling price and the mentioned present value (Note 21).

Table of Contents

As lessor: Lease agreements for IT equipment (“Soluciona TI” product) for which the Company recognizes revenue, upon inception, at the present value of lease payments matched against accounts receivable (Note 4).

The difference between the nominal amount of lease payments and recorded accounts receivable/payable are recognized as finance income/expenses using the effective interest method over the lease term.

At December 31, 2018, property, plant and equipment and intangible assets included net residual amounts of R\$269,076 (R\$280,103 as at December 31, 2017), in which the Company is a leaser of financial leasing operations.

Operating lease: These are lease agreements where the lessor holds a significant portion of risks and rewards, where effects are recognized in the income statements for the year over the contractual term.

33) COMMITMENTS AND GUARANTEES (RENTALS)

The Company and its subsidiaries lease equipment, facilities, and several stores, administrative buildings, and sites (containing radio-base stations and towers), through several non-cancellable operating agreements maturing on different dates, with monthly payments.

At December 31, 2018, the total amounts corresponding to the full period of the contracts were as follows:

Up to 1 year	2,579,046
From 1 to 5 years	7,201,868
Over five years	2,810,647
Total	12,591,561

34) ADDITIONAL INFORMATION ON CASH FLOWS

a) Reconciliation of cash flow financing activities

The following is a reconciliation of consolidated cash flow financing activities for the years ended December 31, 2018 and 2017.

	Cash flows from financing activities			Cash flows from operating activities			Financing activities not involving cash and cash equivalents		
	At 12/31/16	Additions	Write-offs (payments)	Write-offs (payments)	Financial charges and foreign exchange variation	Additions of financial lease and supplier financing	Business combinations	Interim and unclaimed dividends and interest on equity	At 12/31/17
Interim dividends and interest on equity	2,195,031	-	(3,668,551)	-	-	-	-	3,869,636	2,396,116
Loans and financing	4,880,606	55,876	(2,449,773)	(333,676)	385,021	571,444	-	-	3,109,498
Finance lease	374,428	-	(35,722)	(11,973)	45,265	13,462	-	-	385,460
Debentures	3,554,307	3,000,000	(2,000,000)	(513,937)	480,369	-	-	-	4,520,739
Derivative financial instruments	(28,377)	-	(159,408)	2,086	42,334	-	(389)	-	(143,754)
Contingent Consideration	414,733	-	-	-	31,411	-	-	-	446,144
Total	11,390,728	3,055,876	(8,313,454)	(857,500)	984,400	584,906	(389)	3,869,636	10,714,203
	At 12/31/17								At 12/31/18
Interim dividends and interest on equity	2,396,116	-	(4,136,878)	-	-	-	-	5,913,678	4,172,916
Loans and financing	3,109,498	-	(1,533,121)	(207,708)	231,748	506,397	-	-	2,106,814
Finance lease	385,460	-	(35,375)	(21,231)	45,501	18,672	-	-	393,027
Debentures	4,520,739	-	(1,324,723)	(265,992)	243,886	-	-	-	3,173,910
Derivative financial instruments	(143,754)	-	95,993	-	8,389	-	-	-	(56,150)
Contingent Consideration	446,144	-	-	-	19,542	-	-	-	465,686
Total	10,714,203	-	(6,934,104)	(494,931)	532,288	525,069	-	5,913,678	10,256,203

Table of Contents**b) Financing transactions that do not involve cash**

The main transactions that do not involve cash of the Company refer to the acquisition of assets through financial leases and income from financing with suppliers, as follows:

	12.31.18	12.31.17
Financing transactions with suppliers	506,397	571,444
Acquisition of assets through financial leases	18,672	13,462
Total	525,069	584,906

35) ADDITIONAL INFORMATION ON THE CONSOLIDATED INCOME STATEMENT - IFRS 15

The information for the year ended December 31, 2018 includes the effects of the adoption of IFRS 15. To facilitate the understanding and comparability of information, we present below the consolidated income statement for the years ended December 31, 2018, 2017 and 2016, excluding the effects of adopting IFRS 15.

	2018 Income Statements(IFRS 15)	IFRS adjustments 15	Income Statements(IAS 18)	2017 Income Statements(IAS 18)	2016 Income Statements(IAS 18)
Net operating revenue	43,462,740	(14,750)	43,447,990	43,206,832	42,508,459
Cost of sales	(21,025,767	) —	(21,025,767	) (20,272,530	) (20,823,014)
Gross profit	22,436,973	(14,750)	22,422,223	22,934,302	21,685,445
Operating income (expenses)	(12,980,789	) (71,234)	(13,052,023	) (16,302,065	) (15,317,426)
Selling expenses	(12,832,741	) (71,234)	(12,903,975	) (13,136,474	) (12,455,366)
General and administrative expenses	(2,598,970	) —	(2,598,970	) (2,443,105	) (2,793,386)
Other operating income	4,077,003	—	4,077,003	464,182	968,479
Other operating expenses	(1,626,081	) —	(1,626,081	) (1,186,668	) (1,037,153)
	9,456,184	(85,984)	9,370,200	6,632,237	6,368,019

Operating
income

Financial income	4,112,640	—	4,112,640	1,755,958	2,781,359
Financial expenses	(2,285,487	) —	(2,285,487	) (2,659,002	) (4,015,900
Equity pickup	(5,847	) —	(5,847	) 1,580	1,244
Income before taxes	11,277,490	(85,984	) 11,191,506	5,730,773	5,134,722
Income and social contribution taxes	(2,349,232	) 29,234	(2,319,998	) (1,121,983	) (1,049,480
Net income for the year	8,928,258	(56,750	) 8,871,508	4,608,790	4,085,242

36) SUBSEQUENT EVENTS

At a meeting held on February 15, 2019, calling upon the General Shareholders' Meeting to be held in 2020, the Board of Directors approved the payment of interest on equity for the fiscal year 2019, under the terms of article 28 of the Company's Articles of Incorporation, article 9 of Law No. 9249/95 and CVM Ruling No. 638/12, in the gross amount of R\$700,000, equivalent to 0.38875331153 per common share and 0.42762864269 per preferred share, corresponding to a net amount of Withholding Income Tax (IRRF) of R\$595,000, equivalent to 0.33044031480 per common share and 0.36348434628 per preferred share, calculated based on the balance sheet of the period.

Payment thereof will be made up to the end of fiscal year 2020, on a date to be set by the Board of Directors and timely communicated to the market, being paid individually to shareholders, according to the ownership structure contained in the Company's records, through the end of day February 28, 2019. The Company clarifies that the effective payment of these proceeds is limited to the effective result to be verified in its financial statements, under the terms of the law.