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Yes

No

X

# TELEFÔNICA BRASIL S.A.

Publicly-held Company

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

## MINUTES OF THE 291<sup>st</sup> MEETING OF THE BOARD OF DIRECTORS OF TELEFÔNICA BRASIL S.A.

**1. DATE, TIME AND PLACE:** March 17, 2016, at 10 a.m., at Telefônica Brasil S.A. ("Company") headquarters, located at Av. Eng. Luiz Carlos Berrini, 1376, Cidade Monções, capital of the State of São Paulo.

**2. PRESIDING BOARD:** Antonio Carlos Valente da Silva, Chairman of the Board of Directors and Breno Rodrigo Pacheco de Oliveira, Secretary of the Board of Directors.

**3. ATTENDANCE:** The meeting was attended by the Directors that sign this minute, according to the article 19, paragraph 4 of the Bylaws, representing a quorum required for installation and deliberation.

### 4. RESOLUTIONS:

**4.1.** Due to new challenges to be undertaken by on Telefonica Group, Mr. Alberto Manuel Horcajo Aguirre, will leave today the position of Chief Financial Officer, Investor Relations and Corporate Resources Officer, replaced, as approved by the Board of Directors on February 8, 2016, by Mr. David Melcon

Sanchez-Friera, after obtaining the necessary authorization to do so, to be issued by the Ministry of Labor and Employment.

**4.2.** Because of the above resolution, the members of the Board unanimously approved that Mr. Amos Genish, Chief Executive Officer of the Company, will respond interim and cumulatively as the Chief Financial Officer, Investor Relations and Corporate Resources Officer of the Company until the effective investiture of Mr. David Melcon Sanchez-Friera.

Therefore, at the moment of the effective investiture of Mr. David Melcon Sanchez-Friera the Executive Board of the Company will be composed by Messrs. Amos Genish, Chief Executive Officer, David Melcon Sanchez-Friera, Chief Financial Officer, Investor Relations and Corporate Resources and Breno Rodrigo Pacheco de Oliveira, General Secretary and Legal Officer.

On this occasion, the Board thanked to Mr. Alberto Manuel Horcajo Aguirre, wishing continued success in his new challenges.

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## MINUTES OF THE 291<sup>st</sup> MEETING OF THE BOARD OF DIRECTORS OF

# TELEFÔNICA BRASIL S.A.

Since there was no other business to be transacted, the meeting was closed and these minutes were drawn-up by the Secretary of the Board of Directors, which were approved and signed by the Directors present to the meeting, being following transcribed in the proper book. São Paulo, March 17, 2016. (aa) Antonio Carlos Valente da Silva – Chairman of the Board of Directors; Santiago Fernández Valbuena – Vice-President of the Board of Directors; Amos Genish; Antonio Gonçalves de Oliveira; Eduardo Navarro de Carvalho; Francisco Javier de Paz Mancho; José Fernando de Almansa Moreno-Barreda; Luciano Carvalho Ventura; Luis Javier Bastida Ibarguen; Luiz Fernando Furlan; Narcís Serra Serra and Roberto Oliveira de Lima. Secretary of the Board of Directors: Breno Rodrigo Pacheco de Oliveira.

I hereby certify that this is a faithful copy of the minutes of the 291<sup>st</sup> meeting of the Board of Directors of Telefônica Brasil S.A., held on March 17, 2016, which was drawn-up in the proper book.

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

**Continuation of Minutes of the 291<sup>st</sup> MBD of 03.17.16 Page 2/2**

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TELEFÔNICA BRASIL S.A.**  
Date: March 14, 2016 By: /s/ Luis Carlos da Costa Plaster  
Name: Luis Carlos da Costa Plaster  
Title: Investor Relations Director

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