

Jazztel p.l.c.

Form of Proxy

For use by Holders of Jazztel p.l.c. Ordinary Shares

Annual General Meeting to be held on 25 April 2008

I/we being (a) member(s) of Jazztel p.l.c. hereby appoint the Chairman of the meeting in respect of all items on the agenda (Note 1)

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as my/our proxy to act for me/us at the Annual General Meeting of Jazztel p.l.c. (the "Company") to be held at One Silk Street, London EC2Y 8HQ, UK on 25 April 2008 at 09:00 hours (British Summer Time) and at every adjournment thereof.

IMPORTANT:	RESOLUTIONS	FOR	AGAINST	ABSTAIN
<p>The resolutions referred to here are those detailed in the notice convening the Annual General Meeting. Please indicate how you wish your votes to be cast by inserting "X" in the appropriate boxes.</p>	1. To receive the Company's Annual Accounts and the reports of the Directors and Auditors, included in the Annual Report, for the year ended 31 December 2007, as well as the Company's consolidated group accounts.			
	2. To elect Mr. Luis Chaves Muñoz as an independent non-executive Director of the Company.			
	3. To re-elect Mr. Pedro Ángel Navarro Martínez, who retires by rotation, as an independent non-executive Director of the			
	4. To re-elect Mr. José Luis Díez García, who retires by rotation, as an independent non-executive Director of the Company.			
	5. To re-elect Mr. Javier Ibañez de la Cruz, who retires by rotation, as a non-executive Director of the Company.			
	6. To approve the Remuneration Report included in the Annual Report.			
	7. To approve the Share Options Plan 2008-2012.			
	8. To re-appoint Deloitte & Touche LLP as Auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next General Meeting at which accounts are laid before the Company and to authorise the Directors to fix the remuneration of the Auditors.			

	<p>9. To modify Clause 4.2 of the Regulations for the Conduct of the Shareholders Meetings to read as follows: "The General Meeting may be held in any city in Spain or in the same town or city where the Company has its registered address, and at the premises determined for that purpose by the Directors, details of which will be set out in the notice."</p>			
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Name of shareholder (or of joint holders if any):

Date: 2008 Signature:(Note 2)

Notes:

- 1 If you wish to appoint someone other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the meeting in respect of all items on the agenda " and insert the name and address of the person you wish to appoint and initial the alteration. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 1 If you wish to vote by proxy you must insert your name and sign and date this Proxy Form. In the case of joint holders, the signature of only one joint holder is sufficient but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- 2 **Shareholders interested in shares in the Company held through a participant in Euroclear or Clearstream should follow the procedures of Euroclear or Clearstream for voting and attendance. This will include those holding shares through the settlement and trading arrangements for the market on which the Company's shares are listed, being Spain's "Mercado Continuo", whose procedures (including the requirements of Iberclear and the Link Entity (Entidad de Enlace), Santander Central Hispano Investment, S.A.) will also need to be adhered to. These will be different from the procedures applying to registered shareholders of the Company.**
- 3 To be valid, this Form of Proxy, and any power of attorney under which it is executed (or a duly certified copy of any such power of attorney), must be lodged with Hackwood Secretaries Limited, acting on behalf of the Company Secretary, by fax (+44 20 7456 2222 for the attention of Mark Jackson) not later than 09:00 hours (British Summer Time) on 23 April 2008, or if the meeting is adjourned, at 09:00 hours (British Summer Time) on the day two days preceding the date of the reconvened meeting. If the member is a corporation, this Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- 4 The completion and return of this Form of Proxy will not preclude you from attending and voting at the meeting should you subsequently decide to do so.
- 5 Any alterations to this Form of Proxy should be initialled by the person who signs it.
- 6 To be entitled to vote at the meeting (and for the purpose of determining the number of votes members may cast), members must be entered on the Company's register of members at 09:00 hours (British Summer Time) on 23 April 2008, or if the meeting is adjourned, at 09:00 hours (British Summer Time) on the day immediately preceding the date of the adjourned meeting.

If you have any doubt about how to complete this Form of Proxy, it is recommended that you contact the Director of the Legal Department of the Company, on +34 91 1839992.