

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 26 April 2007**

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)

.....  
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 26 April 2007 at 0900 hours (British Summer Time) and at every adjournment thereof.

**IMPORTANT:**

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.

<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.To receive the Company's Annual Accounts and the reports of the Directors and the Auditors, included in the Annual Report, for the year ended 31 December 2006, as well as its group consolidated accounts.			
2.To elect Mr José Mguel García Fernández as a Director and Chief Executive Officer of the Company			
3.To re-elect Mr. Leopoldo Fernández Pujals , who retires by rotation, as a Director of the Company.			
4.To re-elect Mr. Luis Carlos Croissier Batista, who retires by rotation, as a Director of the Company..			
5.To re-elect Mr. José Luis Navarro Marqués, who retires by rotation, as a Director of the Company.			
6.To approve the Remuneration Report included in the Annual Report.			
7.To approve the Special Remuneration Plan for the Chief Executive Officer and a small group of executives.			

	<p><b>8.</b> To increase the authorised ordinary share capital of the Company from £50,000 divided into 5,000,000 non-voting shares of £0.01 each and €154,000,000 divided into 1,925,000,000 ordinary shares of €0.08 each, to £50,000 divided into 5,000,000 non-voting shares of £0.01 each, and €194,000,000 divided into 2,425,000,000 ordinary shares of €0.08 each by the creation of 500,000,000 ordinary shares of €0.08 each.</p>			
	<p><b>9.</b>To grant generally and unconditionally, subject to the passing of resolution 8, authority to the directors of the Company for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot up to an aggregate nominal amount of €80,636,283.68 of relevant securities (within the meaning of Section 80(2) of the Companies Act 1985). The authority contained in this resolution will expire on 30 March 2010 (save the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired). This authority shall replace any existing authority pursuant to the said Section 80, to the extent not utilised at the date on which this resolution is passed</p>			
	<p><b>10.</b> To re-appoint Deloitte &amp; 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>			
	<p><b>11. Special Resolution.</b> To renew, subject to the passing resolutions 8 and 9, the power conferred on the Directors by Article 10.3 of the Company's Articles of Association (the right to allot and issue securities excluding the right of first refusal of the current shareholders) for the period ending on the date of the Annual General Meeting in 2010 or on the date which is five years from the date on which this resolution is passed, whichever is the earlier, and for such period, the Section 89 amount shall be €80,636,283.68, and that by such authority and power the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period.</p>			

Name of shareholder (or of joint holders if any): .....

Date: ..... 2007 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 “*Nuevo Mercado*”, 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 24 April 2007, 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 on 24 April 2007, or if the meeting is adjourned, at 9 a.m. 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.**