



Notice of Annual General Meeting

Jazztel p.l.c.

Notice is hereby given that the Annual General Meeting of Jazztel p.l.c. (the “**Company**”) will be held at the offices of Linklaters, One Silk Street, London, EC2Y 8HQ on 25 April 2008, at 9 a.m. (British Summer Time) for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as Ordinary Resolutions:

- 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 Company.
- 4 To re-elect Mr. José Luis Diez 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.
- 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.”

Leopoldo Fernández Pujals

Chairman

Date: 13 March 2008

Registered number: 3597184

Registered office: 20-22 Bedford Row, London, WC1R 4JS

Notes:

- 1** A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company.
- 2** A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person.
- 3** To be effective, the form of proxy must be deposited with Hackwood Secretaries Limited of One Silk Street, London EC2Y 8HQ, acting on behalf of the Company Secretary by fax (+44 20 7456 2222 for the attention of Mark Jackson) as soon as possible, and in any event not later than 09:00 hours British Summer Time on 23 April 2008. The form of proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The form of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.
- 4** 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.
- 5** For members unable to attend this year's Annual General Meeting in person, the Company is providing a web cast on the Company's official web site. The live web cast will be available from 9 a.m. on 25 April 2008. Please log on to: www.jazztel.com. An archive version will also be available from the following day. As your vote is important to us, please cast your votes by proxy as described in 3, above, or in accordance with the procedures referred to in 4, above, as applicable.
- 6** 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 group consolidated accounts are available for inspection at the registered office of the Company during business hours on any weekday (Saturdays, Sundays and public holidays excluded) and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion. They are also available on the Company's official web site at: www.jazztel.com.
- 7** The Share Options Plan 2008-2012 is available for inspection at the registered office of the Company during business hours on any weekday (Saturdays, Sundays and public holidays excluded) and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion. It is also available on the Company's official web site at: www.jazztel.com.
- 8** The Annual Corporate Governance Report for the year ended 31 December 2007, as approved by the Board of Directors of the Company pursuant to Article 116 of the Spanish Securities

Market Act, was sent to the *Comisión Nacional del Mercado de Valores* by means of a formal notice in the form of an “*Hecho Relevante*” on 3 March 2008 and is available for inspection at the registered office of the Company and on the Company’s official web site at: www.jazztel.com.

- 9 The Regulations of the Board of Directors, as approved by the Board of Directors of the Company pursuant to Article 115 of the Spanish Securities Market Act, were sent to the *Comisión Nacional del Mercado de Valores* on 13 November 2003 and are available for inspection at the registered office of the Company and on the Company’s official web site at: www.jazztel.com.
- 10 The Regulations for the Conduct of Shareholders’ Meetings, as approved by the General Meeting of the Company pursuant to Article 113 of the Spanish Securities Market Act, were sent to the *Comisión Nacional del Mercado de Valores* on 17 July 2004 and are available for inspection at the registered office of the Company and on the Company’s official web site at: www.jazztel.com.
- 11 Copies of all contracts of service under which Directors of the Company are employed by the Company or any of its subsidiaries and which have a notice or contract period of one year or more or which have provisions for predetermining compensation on termination of an amount which equals or exceeds one year’s salary and benefits in kind are available for inspection at the registered office of the Company during business hours on any weekday (Saturdays, Sundays and public holidays excluded) and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.
- 12 A copy of the register of interests of the Directors of the Company will be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.