



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 26 April 2007, at 9 a.m. (British Summer Time) for the following purposes:

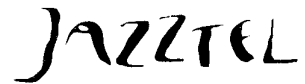
Ordinary Resolutions

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 2006, as well as its group consolidated accounts.
- 2 To elect Dr. José Miguel García Fernández as a Director and Chief Executive Officer of the Company.
- 3 To re-elect Mr. Luis Carlos Croissier Batista, who retires by rotation, as Director of the Company.
- 4 To re-elect Mr. Leopoldo Fernandez Pujals, who retires by rotation, as a Director of the Company.
- 5 To re-elect Mr. Jose Luis Navarro Marqués, who retires by rotation, as 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 small group of executives.
- 8 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.
- 9 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.
- 10 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

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are laid before the Company and to authorise the Directors to fix the remuneration of the Auditors.

Special Resolution

To consider and, if thought fit, to pass the following resolution, which will be proposed as a Special Resolution:

- 11 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.

By order of the Board,

José Ortiz Martínez

Secretary

Date: 12 March 2007

Registered number: 3597184

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

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Notes:

- 1 A shareholder entitled to attend and vote is entitled to appoint a proxy (or proxies) to attend and vote instead of him. 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 24 April 2007. 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 "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.
- 5 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.
- 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 2006, as well as its 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
- 7 The Special Remuneration Plan for the Chief Executive Officer and small group of executives 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.
- 8 The Annual Corporate Governance Report for the year ended 31 December 2006, 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 13 March 2007 and is available for inspection at the registered office of the Company and on the Company's official web site at www.jazztel.com.

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- 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 www.jazztel.com.
- 10 The Regulations of for the Conduct of Shareholders' Meetings, 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 www.jazztel.com.
- 11 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.



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