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JAZZTEL p.l.c. (hereinafter, "JAZZTEL" or the "Company"), in accordance with the provisions of Article 82 of Law 24/1988, of July 28, on the Securities Markets, hereby discloses the following

RELEVANT FACT

JAZZTEL p.l.c., announces that today, 27 June 2012, its Annual General Meeting was held at Rafael Hoteles Madrid Norte, Parque Empresarial Omega, A - 1 salida 17, Alcobendas (Madrid-España), at which a number of shareholders, present or represented, holders of 104,373,504 shares, comprising approximately 41.764% of the issued voting share capital of JAZZTEL p.l.c. At the meeting the following results have been obtained:

ORDINARY RESOLUTIONS: These resolutions require a simple majority of the votes cast present or represented

N	Resolutions	In Favour	Against	Abstain	Results
1	To receive the Company's Annual Accounts, Annual Corporate Governance Report and the reports of the Auditors, included in the Annual Report, for the year ended 31 December 2011, as well as the Company's consolidated group accounts.	103,588,143	203,637	581,724	APPROVED 99.804%
2	To approve the Remuneration Report included in the Annual Report.	94,776,742	5,939,774	3,656,988	APPROVED 94.102%
3	To re-elect José Ortiz Martínez, who retires by rotation, as a shareholder representative Director (Consejero Dominical) of the Company.	99,620,467	4,611,277	141,760	APPROVED 95.576%
4	To elect Gavin Mathew Morris as a shareholder representative Director (Consejero Dominical) of the Company.	99,881,535	3,971,414	520,555	APPROVED 96.176%
5	To reappoint Ernst & Young 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.	103,517,435	227,401	628,668	APPROVED 99.781%
6	To ratify the Complementary Plan relating to the Extraordinary Variable Remuneration Plan linked to the Revaluation of the Company's Shares during the period 2009-2014 (Plan Complementario al Plan Extraordinario de Retribución Variable ligado a la Revalorización de la Acción 2009-2014), the terms of which are described in the Chairman's letter to the Shareholders.	69,715,019	34,560,951	97,534	APPROVED 66.856%
7	To ratify, subject to the passing of resolutions 9 and 13, the 2013-2016 Share Option Plan (Plan de Opciones sobre Acciones 2013-2016), the terms of which are described in the Chairman's letter to the Shareholders.	68,175,376	35,965,576	232,552	APPROVED 65.465%
8	To amend Articles 1.2 and 3.1 of the Regulations for the Conduct of Shareholders' Meetings in order to align their content with the Articles of Association of the Company, the revised text of which is set out in Appendix 2 to the Chairman's letter to the Shareholders.	103,658,984	306,829	407,691	APPROVED 99.705%
9	That the authority conferred on the Directors by paragraph 8.2 of Article 8 (Directors' powers to allot securities and to sell treasury shares) of the Company's Articles of Association be renewed for the period ending on 26 June 2017and for such period the Section 551 Amount shall be	70,505,553	33,106,886	761,065	APPROVED 68.047%

	€64,200,000 but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.				
10	That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of Ordinary Shares of €0.80 each in the capital of the Company provided that: the maximum number of shares which may be purchased will be 24,743,410 Ordinary Shares; the minimum price which may be paid for each share is its nominal value; the maximum price which may be paid for a share is an amount equal to 110 per cent of the average of the closing price of the Company's Ordinary Shares for the 5 business days immediately preceding the day on which such share is contracted to be purchased; and this authority shall expire on 26 June 2017.	84,116,571	20,235,003	21,930	APPROVED 80.609%

SPECIAL RESOLUTIONS: These resolutions require a 75% majority of the votes cast present or represented

N	Resolutions	In Favour	Against	Abstain	Results
1	To amend Article 100 of the Articles of Association of the Company in relation to the terms of reference of the Audit Committee of the Company, the revised text of which is set out in Appendix 1 to the Chairman's letter to the Shareholders, in order to implement the provisions of Spanish Act 12/2012 of 30 June (Ley 12/2010, de 30 de junio) which amends, amongst other things, the Spanish Securities Market Act 1988, as amended.	103,679,977	501,750	191,777	APPROVED 99.518%
2	That the share premium account of the Company be reduced by € 600,000,000.	103,802,447	544,146	26,911	APPROVED 99.479%
3	That, subject to the passing of resolution 9 above, the power conferred on the Directors by paragraph 8.3 of Article 8(Directors' powers to allot securities and to sell treasury shares) of the Company's Articles of Association be renewed for the period referred to in such resolution and for such period the Section 561 Amount shall be €64,200,000 but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006.	59,286,791	44,293,985	792,728	NOT APPROVED 57.237%

Alcobendas (Madrid), 27 June 2012

José Ortiz Martínez
Secretary of the Board of Directors
Jazztel, p.l.c.