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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

The Board of Directors of JAZZTEL plc (the "**Company**"), at its meeting held on 24 May 2012, has resolved to convene the Annual General Meeting of the Company to be held on 27 June 2012, at 11:00 a.m. (Spanish time), at Rafael Hoteles Madrid Norte, Parque Empresarial Omega A – 1 Exist 17, Alcobendas (Madrid-Spain), in order to consider and, if thought fit, to approve the agreements related in the following:

AGENDA

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, 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.

2. To approve the Remuneration Report included in the Annual Report.

3. To re-elect José Ortiz Martínez, who retires by rotation, as a shareholder representative Director (Consejero Dominical) of the Company.

4. To elect Gavin Mathew Morris as a shareholder representative Director (Consejero Dominical) of the Company.

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.

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.

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.

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.

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 €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.

SPECIAL RESOLUTIONS

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

11. 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.

12. That the share premium account of the Company be reduced by € 600,000,000.

13. 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.

RIGHT TO INFORMATION

The documents relating to the resolutions to be submitted for the approval of the Annual General Meeting are available to shareholders on Jazztel's web page: www.jazztel.com, and at the following addresses:

Corporate address in the United Kingdom:
Jazztel p.l.c.
83 Victoria Street
London SW1H 0HW
Tel: + 34 91 1839726

Offices in Spain:
Jazz Telecom, S.A.U.
C/ Anabel Segura 11, Edif. Albatros
28108 Alcobendas (Madrid)

RIGHT OF ATTENDANCE

Following the procedures described below, shareholders will be able to attend the Annual General Meeting, specifying on the attendance card which will be sent to them through their Depository Bank their Identity Card Number or Passport number, and submitting it duly completed to said Entity.

In order to be able to attend physically at the Meeting, shareholders must bring to the Meeting their identification document (Identity Card or Passport).

Shareholders who hold their shares through a participant in Iberclear will be able to exercise their right to vote, by so indicating on the attendance card to be sent to them by the Depository Entity or Bank where the shareholder holds his securities account, which they must submit duly completed to said Entity. For shareholders not proposing to attend the Meeting, the voting rights corresponding to shares which are deposited in Spain can be exercised through the appropriate documentation that will be sent to them by their Securities Depository, through the Link Entity (Santander Investment Services, S.A.), as well as through the electronic voting application that will be available on the company's website from 4 June 2012 to 25 June 2012 at 11:00 am (Spanish time).

Shareholders who hold shares in the Company through a participant in Euroclear or Clearstream must follow the procedures of Euroclear or Clearstream for voting and attendance.

For more information regarding the procedure for attendance and voting please visit Jazztel's webpage: www.jazztel.com.

Alcobendas (Madrid), 28th May 2012

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