

**EMBRATEL PARTICIPAÇÕES S/A**  
**CNPJ/MF Number 02.558.124/0001-12**  
**NIRE 3330026237-7**  
**Publicly Traded Company**  
**CVM Registration Number 01764-7**

**NOTICE OF CALL OF EXTRAORDINARY GENERAL MEETING**

The Shareholders of EMBRATEL PARTICIPAÇÕES S/A are hereby invited to attend the Extraordinary General Meeting that will be held at the Company's headquarters, located at Rua Regente Feijó, n.º 166, room 1687-B, Downtown, City and State of Rio de Janeiro, on July 14<sup>th</sup>, 2005, at 3.00pm, to deliberate on the following Agenda:

**(i)** deliberate on the proposal of reform the Company Corporate By-laws with the following purposes: **(I)** provide new wording to article five of the Corporate By-laws in order to reflect the capital increase ratified by the Board of Directors on May 23<sup>rd</sup>, 2005 as follows: " Art. 5 - The subscribed corporate capital, fully paid in, is R\$ 4.096.713.387,00 (four billion, ninety-six million, seven hundred and thirteen thousand, three hundred and eighty-seven reais), represented by 758,306,004,336 (seven hundred and fifty-eight billion, three hundred and six million, four thousand, three hundred and thirty-six) shares, 282,027,681,973 (two hundred and eighty-two billion, twenty-seven million, six hundred and eighty-one thousand, nine hundred and seventy-three) being nominative common shares and 476,278,322,363 (four hundred and seventy-six billion, two hundred and seventy-eight million, three hundred and twenty-two thousand, three hundred and sixty-three) being nominative preferred shares, all with no nominal value."; **(II)** in order that the Fiscal Council act as Company Audit Committee to the purposes disposed at Sarbanes-Oxley Act of 2002: modify the item XV of article 17, inclusion of the sole paragraph of article 30 and article 31, and respective items; modify the third paragraph (§ 3) of article 31; modify the *caput*, paragraphs first and second (§ 1 and § 2) of article 32; **(III)** in order to assure the Company to hire by contract consultants that may be required by the Fiscal Council, to perform their duties, as well as to approve specific budget destined to this purpose: inclusion of item II of article 17; inclusion of item (v) in the first paragraph (§ 1) of article 29; and inclusion of article 43; and **(IV)** as a consequence of the changes proposed, rearrange the articles, respective items and alter the internal references.

**(ii)** approve the consolidation of Company Corporate By-laws;

**(iii)** approve the Fiscal Council Internal Ruling ; and

**(iv)** readjust the remuneration of the members of the Fiscal Council approved at Annual Ordinary General Meeting held on April 29<sup>th</sup>, 2005, fixing the monthly individual remuneration in the amount of eight thousand reais (R\$ 8.000,00).

**General Instructions:**

A) Powers of Attorney should be filed at the Company headquarters within forty-eight hours before the Shareholders Meeting.

- B) Shareholders participating in Fungible Custody of Nominative Shares of the Stock Exchanges willing to take part at this Meeting shall present a statement, informing their respective shareholding, issued two (02) days before the Meeting thereof.

Rio de Janeiro, June 28th, 2005.

José Formoso Martínez  
Vice Chairman of the Board of Directors