

EMBRATEL PARTICIPAÇÕES S/A

Joint Stock Corporation under Brazilian Law, registered as a Corporate Taxpayer with the Finance Ministry under No. CNPJ/MF 02.558.124/0001-12 - State Registration No. NIRE 3330026237-7 Publicly Traded Company registered with the Brazilian Securities Commission (CVM) under No. 01764-7

NOTICE OF EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

The stockholders of EMBRATEL PARTICIPAÇÕES S/A are hereby invited to the Extraordinary General Meeting that will be held in the Company's registered offices, located in the Capital of the State of Rio de Janeiro, at Rua Regente Feijó, No. 166, suite 1687-B, in the downtown (Centro) district, City and State of Rio de Janeiro (RJ), Federal Republic of Brazil, at 5 PM Friday, July 23, 2004, to decide on the following Agenda: (i) Election of the members of the Board of Directors.

GENERAL INSTRUCTIONS:

- (a) The power-of-attorney (proxy) instruments are to be deposited at the Company's registered offices forty-eight (48) hours prior to the date set for the Meeting to be held.
- (b) The stockholders participating in the Fungible Custody of Registered Shares of Stock Markets wishing to take part in this Meeting are to submit a statement issued by the appropriate body containing their respective equity stake at least two (2) days before the Meeting is held.
- (c) In the manner provided by CVM Normative Instruction No. 165 of December 11, 1991, as worded by Article 1 of CVM Instruction No. 282 of June 26, 1998, the percentage required for requesting multiple voting will be five per cent (5%) of the voting capital stock.

Rio de Janeiro, July 6, 2004.

Daniel Eldon Crawford,
Chairman of the Board of Directors