

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

SPECIAL MEETING

The Shareholders of EMBRATEL PARTICIPAÇÕES S/A are hereby invited to attend the Special Meeting that will be held at the Company's headquarters located in the Capital of Rio de Janeiro State, at Rua Regente Feijó, 166 – suite 1687-B, Downtown, Rio de Janeiro, on November 26, 2002, at 3:00 p.m. in first call, to deliberate on the following Agenda:

(i) Approve the reform of the Company Corporate Bylaws with the following purposes:

(a) Provide new wording to Article Three, *caput* and Sole Paragraph, in order to empower the Company's Chief Executive Officer with authority to define the exact location of the corporate headquarters, as well as to create and extinguish branches, agencies, offices, departments and representations;

(b) Consolidate the wording of Article Five of the Corporate Bylaws in order to reflect the capital increase approved at the Special Meeting held on May 29, 2001;

(c) Amend *caput* of Article Ten and *caput* of Article Thirty-eight in order to adapt them to the provisions of Law 10.303/01 providing them with the following wording: "*Article Ten – Preferred shares have no voting rights, except in the case of Paragraph Two of Article Twelve hereof, such shares being ensured of the priority in the reimbursement of capital, with no premium, and (a) priority in the payment of minimum, non-cumulative dividend of six percent (6%) per year, on the amount resulting from the division of the subscribed capital by the total number of Company shares, or (b) receipt of dividend ten percent (10%) higher than that assigned to each common share, always prevailing whichever is greater in the comparison between cases (a) and (b).*" and "*Article Thirty-eight – In the event of dividends being calculated as per Item (a) of Article Ten, the amount corresponding to the minimum mandatory dividend shall be primarily destined to the payment of priority dividend of preferred shares up to the preference limit; next they will be paid to the holders of common shares up to the same limit of preferred shares; the balance, if any, shall be prorated by all shares under equal conditions.*".

(d) Modify Article Seventeen as follows: (i) add a new item to Article Seventeen in order to assign to the Board of Directors the authority to deliberate on the issue of simple debentures, non-convertible into shares and with no collateral security; (ii) delete Item III; (iii) delete Item IV to reflect the amendment made to Article Three; (iv) give new wording to Items II, VIII, IX, X and XI establishing that the limits for the Board of Directors'

approval of acts provided for therein will be set forth in the Company Internal Regulations; and (v) renumber all items accordingly;

(e) Provide new wording to Articles Nineteen and Twenty-seven, *caput*, so as to clarify that the terms of office of the members of the Board of Directors and Executive Board shall be, respectively, three (3) annual periods, admitting reelection;

(f) Modify the wording of Articles Twenty-six and Twenty-nine, Paragraph Three in order to change the assignment of the Investors' Relations Director;

(g) Adapt the wording of Article Twenty-nine, Paragraph One, (ii), Paragraph Two, (ii) and Paragraph Four to clarify that the Company may also be represented by one Director jointly with one attorney;

(h) Add Item (v) to Paragraph Two of Article Twenty-nine to empower the Vice-President with authority to open and close branches, agencies, offices, departments and representations;

(i) Delete Item (iv) of Paragraph One and Paragraph Six of Article Twenty-nine to reflect administrative alterations carried out by the Company;

(j) Provide new wording to Item (ii), Paragraph One of Article Thirty-seven to reflect the modifications introduced by Law 10.303/01 to Article 202 of Law 6.404/76;

(ii) Other matters of corporate interest.

GENERAL INSTRUCTIONS:

A) The instruments of Power of Attorney shall be filed at the Company's headquarters within forty-eight (48) hours before the holding of the Meeting.

B) The shareholders participating in the Stock Exchanges Fungible Custody of Nominative Shares willing to participate in this Meeting shall present a statement issued up to two (02) days before the Meeting containing their respective shareholding.

Rio de Janeiro, October 24, 2002

Daniel Eldon Crawford
Chairman of the Board of Directors