

EMBRATEL PARTICIPAÇÕES S/A
Enrolled with the National Roll of Juridical Entities
of the Ministry of Finance under n° 02.558.124/0001-12
Enrollment Number with the State Registry 3330026237-7
A Public Corporation
SEC Registration n.º 01764-7

CALL NOTICE
SHAREHOLDERS' ANNUAL MEETING

The EMBRATEL PARTICIPAÇÕES S/A's shareholders are hereby called to the Shareholders' Annual Meeting to be held at the Company's head office, in the Capital of the State of Rio de Janeiro, at Rua Regente Feijó n° 166, suit 1687-B, City Center, on April 24th, 2002 at 12 pm, in order to deliberate over the following Agenda: **(i)** receive the administrators' accounts, examine, discuss and vote the financial statements related to the business year ended on 31st December 2001, published in the Gazeta Mercantil newspaper and in the Rio de Janeiro State Official Gazette, on 20th March 2002; **(ii)** deliberate over the destination of the business year's net profit and the distribution of dividends; **(iii)** elect two members of the Administrative Board, to complement a mandate; **(iv)** set the global annual remuneration of the Company's administration board; **(v)** elect the members of the Fiscal Council and set their remuneration; and **(vi)** other subjects of corporate interest.

GENERAL INSTRUCTIONS:

- A) The mandate instruments should be deposited in the Company's head office up to twenty-four hours prior to the Shareholders' Meeting.
- B) The shareholders participating in the Stock Exchange's Nominative Share Fungible Custodies who wish to participate in this Meeting shall present a statement issued up to 02 (two) days prior to thereto, containing the respective shareholder interest.
- C) According to SEC's Normative Instruction n° 165, of 12/11/91, with the wording provided by article 1 of the SEC Instruction n° 282, of 06/26/98, the percentage in order to require a multiple vote shall be of 5% (five per cent) of the voting capital.
- D) Pursuant to the terms of the effective legislation, all documents related to the subjects to be discussed in the Meeting shall remain at the shareholders disposal in the Company's head office.

Rio de Janeiro, April 08th, 2002.

Daniel Eldon Crawford
President of the Administrative Board.