

## **EMBRATEL PARTICIPAÇÕES S.A.**

Publicly Traded Company  
Tax Payer # 02.558.124/0001-12

### **MATERIAL FACT**

Embratel Participações S.A. (“Embrapar”), in compliance with the provisions of paragraph 4 of article 157 of Law #6.404/76 and to CVM Instruction #358/02, communicates to its shareholders and to the public in general that, after the approval by the Telecommunication Regulatory Agency – Anatel (Agência Nacional de Telecomunicações) and the implementation of precedent conditions, the management of its subsidiary Empresa Brasileira de Telecomunicações S.A. (“Embratel”) concluded the transaction of share purchase and sale agreement (“Purchase and Sale Agreement”) with Portugal Telecom do Brasil S.A. (“PT Brasil”), where PT Brasil transfers to Embratel the total amount of shares that represent 100% (one hundred percent) of the capital of Primesys Soluções Empresariais S.A. (“Primesys”), and all the rights resulting from and pertaining to those shares. This acquisition will enable Embratel to expand its activities, aiming not only to increase its operations in areas where it already has a consolidated presence, but also to expand in other segments of the telecommunications market in Brazil, specially in higher value added services, such as net integration and outsourcing.

For more information and details about this acquisition, see the company’s website [www.embratel.com.br/ir](http://www.embratel.com.br/ir).

Rio de Janeiro, November 25<sup>th</sup>, 2005

**EMBRATEL PARTICIPAÇÕES S.A.**  
**ISAAC BERENSZTEJN**  
**INVESTOR RELATIONS DIRECTOR**