



À Comissão do Mercado de Valores Mobiliários

Ex.mos Senhores,

Como foi oportunamente divulgado ao mercado, a Portugal Telecom International Finance B.V. - em Recuperação Judicial ("PTIF") procedeu à alteração do Estado Membro de Origem para efeitos do disposto no artigo 2.º/i da Diretiva 2004/109/CE, de 15 de dezembro, na sequência do qual deixou de ser a República Portuguesa.

Acresce que, a PTIF não tem valores mobiliários ou instrumentos financeiros admitidos a um mercado regulamento ou a um sistema de negociação multilateral com sede em Portugal.

Ainda assim, apesar de não ser legalmente obrigada a fazê-lo, a PTIF considera útil informar a CMVM de que tomou conhecimento da *Notice* em anexo ("Notice"), redigida em língua inglesa e que foi preparada e divulgada pelo *Citicorp Trustee Company Limited* ("Trustee"), em 07 de outubro do corrente ano, na qualidade de trustee dos titulares das Notes ("Obrigacionistas"), emitidas ao abrigo do programa de *Medium Term Notes* da PTIF e garantida pela Oi, S.A (Oi).

A Notice é da responsabilidade exclusiva do Trustee e na sua preparação ou divulgação não houve qualquer intervenção da Oi ou da PTIF, sendo que o Trustee não tem qualquer obrigação de enviar este tipo de informação à PTIF ou à Oi, tal como a PTIF ou a Oi não se encontram sujeitas a qualquer dever de a publicar.

A Notice não reflete necessariamente a posição da Oi sobre o procedimento de recuperação judicial e o seu envio à CMVM não significa que a Oi concorde ou faça qualquer juízo sobre o seu conteúdo.

A PTIF não se opõe a que a CMVM proceda à divulgação da presente Notice, em anexo, com vista ao esclarecimento dos investidores, desde que esta carta que ora enviamos e que capeia a Notice seja igualmente publicada, pois os destinatários da publicação não devem considerar de forma alguma que a PTIF ou a OI deram causa à publicação da Notice ou que concordam com o seu conteúdo, já que se trata de informações prestadas exclusivamente pelo Trustee aos Obrigacionistas.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER.

PORTUGAL TELECOM INTERNATIONAL FINANCE B.V.
(the **Issuer**)

INFORMATION NOTICE

to the holders (the **Noteholders**) of those of the outstanding

€600,000,000 5.625 per cent. Notes due 2016
(ISIN: XS0587805457)
€500,000,000 4.375 per cent. Notes due 2017
(ISIN: XS0215828913)
€250,000,000 5.242 per cent. Notes due 2017
(ISIN: XS0441479804)
€750,000,000 5.875 per cent. Notes due 2018
(ISIN: XS0843939918)
€750,000,000 5.00 per cent. Notes due 2019
(ISIN: XS0462994343)
€1,000,000,000 4.625 per cent. Notes due 2020
(ISIN: XS0927581842)
€500,000,000 4.5 per cent. Notes due 2025
(ISIN: XS0221854200)
€400,000,000 6.25 per cent. Notes due 2016 (the **Retail Notes**)
(ISIN: PTPTCYOM0008)
(together, the **Notes**)

issued by the Issuer under its €7,500,000,000 Euro Medium Term Note Programme
and guaranteed by
Oi S.A.
(the **Guarantor**)

Reference is made to the Trust Deed dated 17 December 1998 (as amended and/or supplemented and/or restated from time to time in relation to the Notes) (the **Trust Deed**) and constituting the Notes. Capitalised terms not defined herein shall have the meanings given to them in the Trust Deed.

This notice is given by Citicorp Trustee Company Limited in its capacity as trustee for the Noteholders (the **Trustee**).

Noteholders are referred to the Trustee's previous notices for further information in relation to the Notes and the proceedings with the Court of the State of Rio de Janeiro (the **Court**) for judicial reorganisation of the Guarantor and the Issuer (among other companies) (the **Proceedings**) and in particular to the Trustee's notice to Noteholders dated 8 September 2016, in which the Trustee informed Noteholders that, in connection with the Proceedings, on 6 September 2016 a Judicial Reorganization Plan (the **RJ Plan**) was filed by the Guarantor and its associated companies.

Important update on creditor voting process

Notice is hereby given to Noteholders that the judge responsible for the Proceedings, Fernando Cesar Ferreira Viana, has ordered that Noteholders wishing to vote individually on the Plan, and not through the Trustee, should be entitled to do so (the **Order**). The Order has been made following petitions filed by the judicial administrator appointed in respect of the Guarantor (the **RJ Administrator**) and a Noteholder (such petitions were opposed by the Trustee).

The Trustee is currently considering what action (if any) it will take as a result of the Order. In any event, the Trustee will provide further information to the Noteholders in due course, as it becomes available. The Trustee's current understanding of the implications of the Order is as follows:

- The Order means that any Noteholder will be entitled to file documentation directly with the RJ Administrator to evidence their holding of the Notes and have their claim registered by the RJ Administrator in order for that Noteholder to be able to vote on the RJ Plan.
- If Noteholders take this step to have their claims registered individually with the RJ Administrator, they will no longer be represented by the Trustee in respect of the voting on the Plan. Such Noteholders would need to make their own arrangements to attend and vote at the creditors' meeting, which is expected to be held in Brazil in due course to consider and vote on the RJ Plan. The Trustee will not be able to help such Noteholders with the process of registering their claims with the RJ Administrator, nor will the Trustee be able to cast votes on their behalf at the creditors' meeting.
- Noteholders are not required to register their claims directly with the Reorganization Trustee in order to share in any future payments or distributions from the Guarantor in respect of the Notes. In addition, if Noteholders do not register their claims individually with the Reorganization Trustee, subject to any further orders of the Brazilian court and any applicable practical limitations, it is anticipated that the Trustee would continue to represent such Noteholders at the creditors' meeting. The Trustee intends to seek instructions from Noteholders it represents as to how they wish the Trustee to vote on the Plan (and further details of this voting process will be sent to Noteholders at the relevant time).
- If Noteholders do wish to register their claims directly with the Reorganization Trustee, there is currently no deadline by which such claims need to be registered. The Trustee currently has no information as to the process or documentation which Noteholders will need to follow and submit in order to achieve this registration, as this will be a matter for the RJ Administrator (although the Guarantor has published some information on this process – please see the link below to the Q&A document published on 5 October 2016 by the Guarantor). The Trustee will not be able to help Noteholders with this process, but will pass on further information on these points to Noteholders once it receives it.

Q&A published by the Guarantor

On 5 October 2016, the Guarantor published a series of questions and answers for Noteholders in relation to the Proceedings. This is intended to address many of the questions which Noteholders may have in relation to (among other things) what actions they need to take in respect of the Proceedings. This Q&A document is available (in both English and Portuguese) from the website of the Guarantor: http://www.recjud.com.br/default_pt.asp?idioma=0&conta=28

Noteholders who wish to contact the Trustee should do so using the following email address:
PTIFRestructuring@allenoverly.com.

The above communication is made without prejudice to any and all of the Trustee's rights under the Terms and Conditions of the Notes and the relevant transaction documents (including but not limited to the Trust Deed), all of which are expressly reserved.

This notice has been provided to Noteholders for information only and the Trustee makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy herein. The Trustee expresses no opinion as to any action Noteholders should take in relation to the above. The Trustee makes no recommendations and gives no investment advice herein or as to the Notes generally. Noteholders should take and rely on their own legal, financial and/or other professional advice and may not rely on advice provided to the Trustee, statements as to the legal position included in notices relating to the Notes issued by the Trustee or otherwise or the views of the Trustee expressed herein or otherwise.

**Citicorp Trustee Company Limited
7 October 2016**