

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**)

IMPORTANT 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**).

REFERENCE IS MADE to the notice given by the Trustee to Noteholders dated 15 September 2017, in which the Trustee notified Noteholders that:

1. the 7th Corporate Court of the Capital District of the State of Rio de Janeiro (the **Court**) has approved the dates suggested by the RJ Administrator for the general meeting of creditors of the Guarantor and its affiliated companies (the **AGC**), namely 9 October, 2017 for the first call of the AGC, and 23 October, 2017 for the second call of the AGC;

2. in connection with the approval of the dates for the ACG, the Guarantor has filed a petition (the **Petition**) with the Court proposing a process by which Noteholders can vote on the RJ Plan to be proposed at the ACG. The Trustee has provided the Court with its comments on such petition; and

3. until the Court rules on the petition, there is uncertainty as to the process by which Noteholders will be able to vote on the RJ Plan to be proposed at the ACG.

NOTICE IS HEREBY GIVEN to Noteholders that the Court has issued a ruling rejecting the Petition (the **Ruling**). As a result of the Ruling:

- Pursuant to a previous order granted by the Court, any Noteholder is 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. Any Noteholder who has individualised their claim in this way (**Individualised Noteholders**) will be able to attend the ACG and vote on the RJ Plan.
- Individualised Noteholders will no longer be represented by the Trustee in respect of the voting on the RJ Plan at the ACG. Such Individualised Noteholders would therefore need to make their own arrangements to attend and vote at the ACG. Noteholders should note that the Trustee will not be able to help Noteholders with the process of registering their claims with the RJ Administrator, nor will the Trustee be able to cast votes on behalf of Individualised Noteholders at the ACG.
- Noteholders are not required to register their claims directly with the RJ Administrator in order to share in any future payments or distributions from the Issuer or the Guarantor in respect of the Notes.
- If Noteholders do not register their claims individually with the RJ Administrator, the Trustee would continue to represent such Noteholders at the ACG. However, Noteholders should not anticipate that the Trustee will be in a position to exercise its discretion to vote on the RJ Plan behalf of such Noteholders at the ACG. Instead, the Trustee intends to request the Noteholders it will represent at the ACG to vote on the RJ Plan, and the Trustee will cast such votes on behalf of such Noteholders at the ACG. Further details of this voting process will be sent to Noteholders once the RJ Plan to be voted on at the ACG is published.

Noteholders should note that the Ruling may be subject to appeal. Furthermore, the Guarantor has separately lodged an appeal with the appeal court of the Capital District of the State of Rio de Janeiro (the **Appeal Court**) requesting that the Appeal Court rule that the Trustee is not entitled to represent Noteholders at the ACG who have not registered their claims individually with the RJ Administrator. Accordingly, Noteholders should note that information set out in this notice could be subject to change depending on the outcome of those court processes.

Finally, the Trustee understands the Guarantor is expected to publish the RJ Plan on or about 25 September 2017 and that, once published, the RJ Plan will be made available for review on the website of the Guarantor currently located at: http://www.recjud.com.br/default_pt.asp?idioma=0&conta=28. The Trustee intends to provide notice of the publication of the RJ Plan but suggests that, given the short time available before the first call of the ACG, Noteholders should make their own arrangements to monitor publication of the RJ Plan.

The Trustee will provide further information to Noteholders as and when there are updates on these matters.

Noteholders who wish to contact the Trustee in relation to this Notice 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
21 September 2017**