

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**).

NOTICE IS HEREBY GIVEN to Noteholders that at the general meeting of creditors of the Guarantor and its affiliated companies (the **AGC**) held on 19 December, 2017. The RJ Plan proposed at the ACG was approved by creditors at the ACG. As anticipated in the Trustee's previous notices to Noteholders and given the complexity of the RJ Plan and the diverse interests which Noteholders, the Trustee was not able to exercise its discretion to vote on the RJ Plan and accordingly abstained from voting on the RJ Plan at the ACG.

Notice is further given to Noteholders that the 7th Corporate Court of the Capital District of the State of Rio de Janeiro (the **Court**) has approved the RJ Plan. The official publication of the Court's decision is expected to become effective on 19 January 2017, at which point the deadlines set forth in the RJ Plan will be triggered.

Copies of the RJ Plan (in both the Portuguese language and an official English language translation) are available on the website of the RJ Trustee, located at: <http://www.recjud.com.br>.

The Trustee understands that the Guarantor will in due course be publishing some guidance for Noteholders as to the next steps to be taken by Noteholders in connection with the RJ Plan, including the process by which Noteholders can make the elections available to Noteholders under the RJ Plan. However, the Trustee understands that, to the extent that Noteholders have not already individualised their claims, Noteholders are likely to have to individualise their claims (the process for which is to be confirmed by the Guarantor) in order to be able to make an election under the RJ Plan.

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
12 January 2018**