

**INSTRUCTION ON ATTENDANCE OF THE OI COOP
VERIFICATION MEETING OF 1 JUNE 2018**

DATE: 25 May 2018

FROM: Bankruptcy trustee of Oi Brasil Holdings Coöperatief U.A. (“**Oi Coop**”)

1. INTRODUCTION

1.1 This document contains instructions for creditors that wish to attend the Oi Coop meeting that will take place on 1 June 2018, at which the claims filed in the bankruptcy will be verified and where the vote on the composition plan offered by Oi Coop (the “**Dutch Plan**”) will take place (the “**Meeting**”).

1.2 The Meeting is scheduled for **Friday 1 June 2018 at 1:30 pm CET** in the Herzberg room (or such room as will be designated later) in the Amsterdam District Court located on the Parnassusweg 220, Amsterdam. The bankruptcy trustee of Oi Coop (the “**Bankruptcy Trustee**”) urges creditors that plan to attend the meeting to notify the Bankruptcy Trustee of their intention in advance, to ensure an efficient admittance process at the Meeting. Creditors can inform the Bankruptcy Trustee by sending e-mail to sbeerepoot@jonesday.com and are asked to include at least the following information:

A) For holders of Coop Notes (as defined below):

- name of holder of Coop Notes;
- whether they participated in the vote solicitation procedure as set out in the Information Memorandum (the “**IM**”);
- amount of holdings;
- whether they will be represented by a proxy at the Meeting.

B) For other creditors of Oi Coop:

- creditor name;
- whether their claim was filed with the Bankruptcy Trustee (and listed on either the list of provisionally admitted or provisionally disputed claims published on 24 May 2018);
- value and nature of the claim;
- whether they will be represented by a proxy at the Meeting.

1.3 As to the documents required for admittance to the meeting as a creditor, we refer holders of Coop Notes to paragraph 2 of this Instruction. Other creditors of Oi Coop are referred to paragraph 3. The table in Annex I provides further explanation of the terms and abbreviations used for required documents.

2. HOLDERS OF OI COOP NOTES

2.1 For holders of the € 600,000,000 5.625% Senior Notes due 2021 (ISIN No. XS1245245045 and XS1245244402) and U.S.\$ 1,500,000,000 5.75% Senior Notes due 2022 (CUSIP/ISIN Nos. 10553M AD3/US10553MAD39 and P18445 AG4/USP18445AG42) issued by Oi Coop (the “**Coop Notes**”), the documents required to

attend the Meeting are dependent on whether the holder has participated in the vote solicitation process set out in the IM (the “**IM Process**”).

2.2 Holders of Coop Notes that **did participate** in the IM Process require the following documents:

- **if present at the Meeting:**
Identification (ID) and Proof of Authority to Represent (PAR);
- **if represented at the Meeting:**
 - **by a lawyer admitted to the Dutch Bar:**
no documents required;
 - **by a proxy other than a lawyer admitted to the Dutch Bar:**
Proxy (PROX);
Identification (ID) of proxy holder;
Proof of Authority to Represent (PAR) of the signatory to the proxy.

2.3 Holders of Coop Notes that **did NOT participate** in the IM Process require the following documents:

- **if present at the Meeting:**
Proof of Holdings (PoH);
(if identity holder not apparent from PoH: Proof of Holder Identity (PoHI));
Identification (ID);
Proof of Authority to Represent (PAR).
- **if represented at the Meeting:**
 - **by a lawyer admitted to the Dutch Bar:**
Proof of Holdings (PoH);
(if identity holder not apparent from PoH: Proof of Holder Identity (PoHI)).
 - **by a proxy other than a lawyer admitted to the Dutch Bar:**
Proof of Holdings (PoH);
(if identity holder not apparent from PoH: Proof of Holder Identity (PoHI));
Proxy (PROX);
Identification (ID) of proxy holder;
Proof of Authority to Represent (PAR) of the signatory to the proxy.

3. **OTHER CREDITORS OF OI COOP**

3.1 For creditors of Oi Coop that are listed on the lists of provisionally admitted or provisionally disputed claims (and that are not holders of Coop Notes), the following documents are required for participation in the meeting:

- **if present at the Meeting:**
Identification (ID) and Proof of Authority to Represent (PAR);
- **if represented at the Meeting:**
 - **by a lawyer admitted to the Dutch Bar:**
no documents required;
 - **by a proxy other than a lawyer admitted to the Dutch Bar:**
Proxy (PROX);
Identification (ID) of proxy holder;
Proof of Authority to Represent (PAR) of the signatory to the proxy.

4. MISCELLANEOUS

- 4.1 This Instruction and its contents should be construed in accordance with previous communications of the Bankruptcy Trustee.
- 4.2 Notices, public reports, court documents and general information will be made available on the Website.
- 4.3 No rights may be derived from this Instruction or its contents.

Amsterdam, 25 May 2018

Mr. J.R. Berkenbosch, Jones Day

Bankruptcy Trustee of Oi Brasil Holdings Coöperatief U.A.

ANNEX I

to the Instruction on attendance of the Oi Coop creditor meeting of 1 June 2018

DOCUMENT	ABBR.	EXPLANATORY NOTES
Proof of Holding	PoH	Statement showing proof of holding of Coop Notes at the voting record date (3 April 2018), holder name and amount of holdings.
Proof of Holder Identity	PoHI	If the identity of the holder of the Coop Notes is not apparent from the Proof of Holding (PoH), the holder must submit a document that evidences that the Coop notes shown in the PoH are held by that party.
Identification	ID	Copy of Passport/Identity Card
Proof of Authority to Represent	PAR	Document that evidences that the person present at the Meeting OR the signatory of the proxy, is authorized to represent the holder of the Coop Notes (as shown on PoH or PoHI).
Proxy	PROX	Proxy from the holder of the Coop Notes (as shown on PoH or PoHI) to the person present at the meeting.