



# BNY MELLON

To Holders of  
**OI BRASIL HOLDINGS COÖPERATIEF U.A.**  
**\$1,500,000,000 5.75% Senior Notes Due 2022 (the “Notes”)**  
**CUSIP#s: 10553M AD3, P18445 AG4<sup>1</sup>**  
**ISIN#s: US10553MAD39, USP18445AG42**

## **CUSTODIANS: BENEFICIAL HOLDER ACTION IS REQUIRED**

### **NOTICE OF APPROVAL OF JUDICIAL REORGANIZATION PLAN AND REQUIRED HOLDER ACTION FOR RECOVERY UNDER THE PLAN**

January 12, 2018

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER.**

This Notice is being issued by The Bank of New York Mellon, as Trustee, under the indenture (the “Indenture”) dated as of February 10, 2012 among Oi S.A. (formerly known as Brasil Telecom S.A.) (the “Company”), the Trustee, The Bank of New York Mellon Trust (Japan) Ltd., as principal paying agent, and The Bank of New York Mellon (Ireland) Limited, as Irish paying agent, as supplemented by the First Supplemental Indenture dated as of July 27, 2012 among Oi Brasil Holdings Coöperatief U.A. (“Oi Coop”), as successor to the Issuer, the Company, and the Trustee. Capitalized terms used herein and not defined shall have the meanings ascribed to such terms in the Indenture.

As you were previously informed, on June 20, 2016 the Company, together with its wholly-owned subsidiaries Oi Coop, Oi Móvel S.A., Telemar Norte Leste S.A., Copart 4 Participações S.A, Copart 5 Participações S.A., and Portugal Telecom International Finance BV, filed a request for *recuperação judicial* (judicial reorganization) under Brazilian law with the Bankruptcy Court of the State of Rio de Janeiro (the “Brazilian Bankruptcy Court”) under Case No. 0203711-65.2016.8.19.0001 (7<sup>a</sup> *Vara Empresarial*).

#### **Approval of Plan**

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<sup>1</sup> The CUSIP and ISIN numbers appearing herein have been included solely for the convenience of the holders of the Notes. The Bank of New York Mellon assumes no responsibility for the selection or use of such CUSIP or ISIN numbers and makes no representation as to the correctness of the CUSIP or ISIN numbers listed above or printed on the Notes.

The Company announced that its judicial reorganization plan (the "Plan") was approved at the general meeting of creditors of the debtors in the Brazilian Proceeding which was held on December 19, 2017. The Company stated that a copy of the Plan (in English as well as in Portuguese) is available at the Company's website (<http://www.recjud.com.br>). It is also available on the website of the Securities and Exchange Commission at [https://www.sec.gov/Archives/edgar/data/1160846/000129281417003484/exhibit\\_01.htm](https://www.sec.gov/Archives/edgar/data/1160846/000129281417003484/exhibit_01.htm). Holders should review the Plan carefully and seek their own advice with respect to the Plan.

The Brazilian Bankruptcy Court issued a decision on January 8, 2018 approving the Plan. The Plan provides that "Judicial Ratification of the Plan" will occur on the date when the judicial decision approving the Plan is published in the Official Gazette. Publication of the judicial decision will result in the imposition of certain deadlines on holders, as discussed in greater detail below. As of the date of this notice such decision has not yet been published.

### Important Next Steps

Beneficial holders must take certain steps in order to receive consideration under the Plan.

Treatment of the holders is primarily governed by Section 4.3.3 of the Plan. Depending on, among other things, the amount of its claims, a holder may be eligible for the consideration provided under Section 4.3.3.1 or Section 4.3.3.2 of the Plan. Only holders that "segregate" their claim may select the consideration option available to them under Section 4.3.3.1 or section 4.3.3.2 of the Plan. Section 4.5 of the Plan provides that a holder that wants to select the consideration option available under the Plan must provide certain documentation as per the procedure set forth in the attached public notice that demonstrates its holdings in the Notes. Such documents include, among others, a declaration of holdings, an incumbency certificate (for holders that are not individuals) and a screen shot or brokerage statement. Please refer to the attached public notice for the specific details concerning the documents that must be submitted.

The Trustee has been advised that such documents will also need to be translated into Portuguese, certified as being true copies, notarized and apostilled. The Trustee has also been informed that the Company is taking the position that such procedures apply retroactively. According to the Company, the deadline to submit such documents expired prior to the general meeting of creditors and such documents must be submitted by a petition to the Brazilian Bankruptcy Court, which will have to approve the segregation requested in the petition. Given that the deadline to select the consideration option available under the Plan is twenty (20) calendar days from Judicial Ratification of the Plan, Holders should consider taking all steps necessary to ensure that the documents are ready for submission as soon as possible. If the Company's position prevails, **Holders will need to retain the services of a Brazilian attorney to assist them with this process.** The Trustee is seeking reconsideration of this requirement but cannot provide any assurance as to how the procedures will ultimately be determined by the Company and the Brazilian Bankruptcy Court.

The Plan also provides that the Company will establish an electronic platform on the Company's website for holders who have segregated their claim to select the consideration option. As of the date of this notice the Company has not provided the Trustee with any information about such platform. Section 4.5 of the Plan provides that the deadline for the

selection of consideration options is also twenty (20) calendar days from Judicial Ratification of the Plan.

The Plan provides that holders that fail to timely select the consideration option available to them under Section 4.3.3.1 or Section 4.3.3.2 of the Plan will receive the treatment provided for under Section 4.3.6 of the Plan. According to Section 4.3.6 of the Plan, a holder will receive no payments for twenty (20) years from the date of Judicial Ratification of the Plan or the date the Plan is recognized in the foreign jurisdiction applicable to the holder, if required.

Holders should review the Plan carefully and seek their own advice with respect to the Plan. **Holders are urged to monitor the Company's website noted above for further information, details and updates, including instructions to select the consideration option on the electronic platform referred to above.** The Trustee will send a subsequent notice once it receives further information.

### **Dutch Proceeding**

As you were previously informed, J.R. Berkenbosch of Jones Day Amsterdam, in his capacity as the insolvency trustee for Oi Coop (the "Insolvency Trustee"), filed a petition for relief under chapter 15 of title 11 of the United States Code seeking an order, among other things, (1) recognizing the Dutch bankruptcy proceeding of Oi Coop as the foreign main proceeding for Oi Coop, and (2) recognizing the Insolvency Trustee as the foreign representative. On December 4, 2017, the U.S. Bankruptcy Court for the Southern District of New York issued its decision denying such petition. A final judgment denying such petition was entered on December 26, 2017. The Insolvency Trustee and the International Bondholder Committee have appealed the bankruptcy court's decision.

### **Action by the Trustee**

Under Section 6.05 of the Indenture, the Trustee shall be under no obligation to exercise any of the rights or powers vested in it by the Indenture at the request or direction of any of the Holders unless such Holders have offered to the Trustee indemnity against the costs, expenses and liability that might be incurred by it in compliance with such request or direction. Subject to such provision of indemnity, the Holders of a majority in principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee with respect to the Notes.

Please be advised that the Trustee reserves all of the rights, powers, claims and remedies available to it under the Indenture and applicable law. Except as may be limited by the terms of applicable law or any court order, no delay or forbearance by the Trustee to exercise any right or remedy accruing upon the occurrence of a Default, an Event of Default or similar event or otherwise under the terms of the Indenture, other documentation relating thereto or under applicable law, shall impair any such right or remedy or constitute a waiver thereof or an acquiescence therein.

Holders should not rely on the Trustee as their sole source of information. Each person receiving this notice is urged to carefully review it and should seek the advice of its own advisors in respect of the matters set forth herein.

If any Holders have questions about this Notice, they may contact David M. Kerr, Vice President, The Bank of New York Mellon, at (212) 815-5650 or [david.m.kerr@bnymellon.com](mailto:david.m.kerr@bnymellon.com). The Trustee may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of information to all Holders.

The Bank of New York Mellon, as Trustee

<p style="text-align: center;"><b>EDITAL Reconhecimento de legitimidade para exercício do direito de voto. [data].</b></p>	<p style="text-align: center;"><b>PUBLIC ANNOUNCEMENT</b> Acknowledgement of legitimacy to entitlement to vote [date]</p>
<p>Nos termos da decisão de fls. [•], proferida pelo MM. Juízo da 7ª Vara Empresarial da Comarca do Rio de Janeiro em [data], nos autos do processo de Recuperação Judicial de Oi S.A., Telemar Norte Leste S.A., Oi Móvel S.A., COPART 4 Participações S.A., COPART 5 Participações S.A., Portugal Telecom International Finance B.A. e Oi Brasil Holdings Cooperatief U.A. (todas em conjunto, "<u>Devedoras</u>" ou "<u>Grupo Oi</u>") (Processo nº 0203711-65.2016.8.19.0001), fica determinado e autorizado para os fins e efeitos de direito que os credores (<i>bondholders/obligacionistas</i>) decorrentes das escrituras descritas no Anexo I ("Escrituras"),</p>	<p>Pursuant to decision rendered by the Hon. Judge of 7<sup>th</sup> Company District Court of Rio de Janeiro on [date], in Court records of Judicial Recovery of Oi S.A., Telemar Norte Leste S.A., Oi Móvel S.A., COPART 4 Participações S.A., COPART 5 Participações S.A., Portugal Telecom International Finance B.A. e Oi Brasil Holdings Cooperatief U.A. (all together "<u>Debtors</u>" or "<u>Grupo Oi</u>" (Process No. 0203711-65.2016.19.0001) it is determined and authorized for purpose of bondholders entitlement, derived from deeds provided in Exhibit I (Deeds)</p>
<p>(i) terão reconhecidos os direitos de petição e participação, deliberação e voto, independentemente de nova decisão judicial específica e individualizada para cada <i>bondholder/obligacionista</i>, ou de apresentação de divergência, habilitação e/ou impugnação de crédito, desde que, até o dia 18.09.17, apresentem requerimento por meio do <i>site</i> do Administrador Judicial (<a href="http://www.recuperacaojudicialoi.com.br">www.recuperacaojudicialoi.com.br</a>), seguindo as instruções constantes da aba "bondholders", acompanhado dos seguintes documentos</p>	<p>(i) it shall be acknowledged their rights to claim and participate, to decide and vote, notwithstanding new judicial decision specific and individual for each bondholder, nor presentation of conflict, credit entitlement and/or refutation, provided that up to 09.18.17, they file a request through the Judicial Administrator site (<a href="http://www.recuperacosjudicialoi.com.br">www.recuperacosjudicialoi.com.br</a>), following the instructions comprised in tab "bondholders", together with the following documents</p>
<p>(a) declaração, própria ou subscrita por representante, procurador, consultor ou agente de qualquer natureza, informando a titularidade e valor do crédito detido pelo(s) respectivo(s) <i>Bondholder(s)/Obrigacionista</i> ("Declarção <u>Bondholder</u>"/Obrigacionista), conforme modelo que é parte</p>	<p>(a) declaration, own or signed by representative, attorney-at-law, advisor or agent of any nature, informing the ownership and credit value withheld by respective Bondholders (Bondholder Declaration) as per template which is integral part of herein announcement or other declaration in materially similar terms;</p>

<p>integrante deste edital ou outra declaração em termos materialmente semelhantes;</p>	
<p>(b) documentos societários que comprovem os poderes de representação daquele que assina a Declaração <i>Bondholder/Obrigacionista</i> (inclusive para assinar o 'Certificado de Eleição, Incumbência e Assinatura), que podem ser substituídos por certidão notarial, acompanhados de suas respectivas traduções juramentadas (se aplicável) em que o notário ateste que a pessoa que assina o "Certificado de Eleição, Incumbência e Assinatura" e os demais indivíduos que venham a ser listados nesse "Certificado de eleição, Incumbência e Assinatura" foram eleitos para os respectivos cargos e podem assinar os documentos de individualização em nome do bondholder".;</p>	<p>(b) Corporate documents proving the signatory entitlement to sign the Bondholder Declaration ( including to sign the "Certificate for Election, Incumbency and Signature") that may be replaced by Notary certificate, together with respective sworn translations (if applicable) where notary certifies that the person signing the "Certificate for Election, Incumbency and Signature" and further persons who may be listed in such "Certificate for Election, Incumbency and Signature", who were elected for respective posts and may sign the bondholder individual property document";</p>
<p>e (c) quando cabível, <i>Screen Shot</i> e/ou qualquer outro certificado ou declaração emitido por corretora ou custodiante dos títulos ou qualquer documento equivalente que ateste e confirme as informações constantes da Declaração <i>Bondholder/Obrigacionista</i> ("Documento de Titularidade");</p>	<p>and, (c) whenever suitable, Screen Shot and/or any other certificate or declaration issued by broker or securities custodian or any document of same tenor that certifies information comprised in Bondholder Declaration ("<u>Ownership Document</u>");</p>
<p>(ii) que poderão ser reconhecidos, por meio de decisão judicial específica e individualizada para o respectivo <i>Bondholder</i>, mas sem a necessidade de apresentação de divergência, habilitação ou impugnação de crédito, os direitos de petição e participação, deliberação e voto daqueles <i>bondholders/obligacionistas</i> que, após o dia 18.09.17, apresentarem em juízo simples petição, a ser autuada em incidente próprio apartado denominado "<i>incidente de identificação de Bondholders</i>", acompanhada dos documentos referidos no item anterior, ou materialmente semelhantes;</p>	<p>(ii) that may be acknowledged, by specific and individual judicial decision for the respective Bondholder, but not needing to present conflict, nor credit entitlement or refutation, rights to claim and participate, decide and vote of those bondholders who, after 09.18.17, file a plain claim before court, to be tax claimed in own event apart called "Bondholders identification event" together with documents referred in previous item, or materially similar;</p>

<p>(iii) que o Administrador Judicial considerará cada <i>Bondholder/Obrigacionista</i> que tiver seu direito de voz e voto reconhecido nos termos dos itens (i) e (ii), acima, como um credor individualizado, para fins de cômputo do quórum de instalação e do quórum de deliberação que trata o art. 45, § 1º, da Lei 11.101/2005;</p>	<p>(iii) that Judicial Administrator shall consider each Bondholder, who is entitled to voice and vote acknowledged in above items (i) and (ii), as an individual creditor, for quorum number purposes for meeting holding and decision as provided in art. 45, § 1<sup>st</sup>, of Law 11,101/2005;</p>
<p>(iv) que o Administrador Judicial subtrairá o valor do crédito declarado por cada <i>Bondholder/Obrigacionista</i> ou objeto de decisão judicial específica e individualizada, conforme o caso, para fins de apuração de quórum e resultado de votação, do montante total relacionado na Relação de Credores do Grupo Oi em favor dos Agentes Fiduciários indicados nas Escrituras, incluindo o The Bank of New York Mellon (Trustee) e Citicorp Trustee Company LTD (Trustee), conforme aplicável, de forma a evitar duplicidade na votação dos créditos. Os agentes fiduciários poderão, mas não estarão obrigados a votar em nome dos Bondholders/Obrigacionistas que não tiverem seu direito de voz e voto reconhecido nos termos dos itens (i) e (ii) acima;</p>	<p>(iv) that Judicial Administrator shall deduct the declared credit value for each Bondholder or the object of specific and individual judicial decision, as applicable, for quorum canvass and the voting result, of total amount listed in List of Creditors of Grupo Oi in favor of Fiduciary Agents indicated in Deeds, including the The Bank of New York Mellon (Trustee) and Citicorp Trustee Company LTD (Trustee), as applicable, so to avoid the duplicity in credits voting. Fiduciary agents may, but are not obliged to, vote on behalf of Bondholders who had not their entitlement to voice and vote acknowledged as provided in above items (i) and (ii);</p>
<p>(v) que eventuais alterações posteriores por força da venda dos títulos pelos <i>Bondholders/Obrigacionistas</i> que porventura já tenham apresentado documentos e/ou obtido decisão específica e individualizada, conforme o caso, deverão ser informadas pelo(s) respectivo(s) <i>Bondholder(s)/Obrigacionista(s)</i> vendedor(es) e/ou seus procuradores, representantes e/ou advogados, sob pena de incidência das penalidades previstas na legislação brasileira, inclusive de natureza civil e criminal, e</p>	<p>(v) that eventual amendments ahead due to bond sale by Bondholders who perhaps have already presented documents and/or obtained specific and individual decision, depending on case, shall be informed by respective Bondholders' sellers and/or attorneys-at-law, representatives and/or lawyers, liable to penalty provided by Brazilian law, including of civil and criminal nature, and including, but not limited to, penalties provided in art. 39, §3<sup>rd</sup>, of Law 11,101/2005, in records of respective separate process event, in cases when individual property is</p>

<p>incluindo, mas não se limitando, às penalidades previstas no art. 39, §3º, da Lei 11.101/2005, nos autos do respectivo incidente processual apartado, nos casos de a individualização ter sido deferida nos termos do item (ii) e ao Administrador Judicial, nos casos de individualização ter sido realizada nos termos do item (i), mediante petição ou pelo <i>site</i> <a href="http://www.recuperacaojudicialoi.com.br">www.recuperacaojudicialoi.com.br</a>, clicando na aba "bondholders", conforme o caso, em até 48 (quarenta e oito) horas antes da instauração ou retomada de assembleia geral de credores;</p>	<p>deferred as per item (ii) and to Judicial Administrator, in cases the individual property was accomplished as per item (i) by claim or through site <a href="http://www.recuperacaojudicialoi.com.br">www.recuperacaojudicialoi.com.br</a>, clicking in "bondholders" tab, as applicable, within up to 48 (forty eight) hours before the creditors general meeting commencement or resuming;</p>
<p>(vi) que, neste último caso, o Administrador Judicial acrescentará, para fins de apuração de quórum e resultado de votação, o valor do crédito vendido e assim declarado pelo(s) <i>respectivo(s) Bondholder(s)/Obrigacionista(s)</i> vendedor(es) ao montante total relacionado na Relação de Credores do Grupo Oi em favor dos respectivos Agentes Fiduciários das Escrituras, incluindo o The Bank of New York Mellon (Trustee) e Citicorp Trustee Company LTD (Trustee), conforme o caso, salvo na hipótese do adquirente dos títulos promover o procedimento de individualização do direito de petição, voz e voto na forma deste Edital;</p>	<p>(vi) that, in this last case, the Judicial Administrator shall add, for quorum canvass and voting result purposes, the credit value sold and thus declared by respective Bondholders sellers to total amount listed in The List of Creditors of Grupo Oi in favor ro respective Fiduciary Agents of Deeds, including The Bank of New York Mellon (Trustee) and Citicorp Trustee Company LTD (Trustee), as applicable, except if the bonds purchaser promotes the individual property procedure for entitlement to claim, voice and vote as set out in this Public Announcement;</p>
<p>(vii) que, caso os títulos sejam vendidos por <i>Bondholder(s)/Obrigacionista(s)</i>, dentro do prazo de 48 (quarenta e oito) horas que antecede a instauração da assembleia geral de credores ou a retomada de assembleia geral de credores previamente suspensa, o(s) <i>Bondholder(s)/Obrigacionista(s)</i> que efetuar(em) a venda nessas condições deverá(ão) se abster de</p>	<p>(vii) that, if bonds are sold by Bondholders, within a 48 (forty eight) hours term previous to the creditors general meeting commencement or resuming of creditors general meeting previously suspended, Bondholders who effect the sale in such conditions shall be prevented from their entitlement to voice and vote in creditors general meeting in the amount corresponding to sold bonds. b. if no later bonds purchase and /nor</p>



<p>exercer seu direito de voz e voto em assembleia geral de credores no valor correspondente aos títulos vendidos.b. Caso não tenha havido posterior compra e/ou venda de títulos, fica determinado que o(s) <i>Bondholder(s)/Obrigacionista(s)</i> fica(rão) dispensado(s) da apresentação de nova(s) Declaração(ões) <i>Bondholder(s)/Obrigacionista(s)</i> e Documento(s) de Titularidade, presumindo-se válidos para todos os fins a Declaração(ões) <i>Bondholder(s)/Obrigacionista(s)</i> e Documento(s) de Titularidade apresentados pelo(s) respectivo(s) <i>Bondholder(s)/Obrigacionista</i> no curso do processo de recuperação judicial apresentados na forma deste Edital. Em caso de eventual divergência entre a versão original deste edital em Português e aquela vertida para o inglês, prevalecerá a primeira.</p>	<p>sale, it is determined that Bondholders shall be exempt from presentation of new Declaration of Bondholders and Ownership Documents, presumed valid for all purposes the Bondholders Declaration and the Ownership Declaration presented by respective Bondholders during the judicial recovery process as presented in the herein Public Announcement. In case of eventual conflict between the original Portuguese version of this Announcement and the one translated into English, the first one shall prevail.</p>
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