

Corporate Action Notice

October 10, 2018

Warrant Exercise

Oi S.A.

ADW CUSIP: 670851609 / **ADW ISIN:** US6708516090

Ratio: (ADW: Underlying Warrants): 1:5

Oi S.A. – In Judicial Reorganization (the “Company”) announced on October 3, 2018, that the Company’s Board of Directors (the “Board”) will meet on October 26, 2018, to consider approval of a rights offering (the “Rights Offering”) of new common shares of the Company (“Common Shares”).

Under the terms of the Company’s warrants that underlie the ADWs (the “Warrants”), the announcement of the meeting to consider the approval of the Rights Offering will trigger commencement of the 90-day period for exercise of the Warrants, and will also trigger commencement of the period for exercise of the ADWs.

The Company also announced on October 3, 2018 the dates on which its Board will meet to confirm the Common Shares that will be issued upon exercises of Warrants. The Board is expected to meet on October 26, 2018, December 5, 2018 and January 4, 2019 to confirm the Common Shares that will be issued upon exercise of Warrants.

Based upon the foregoing and the terms of the Deposit Agreement for Warrants (the “ADW Deposit Agreement”) under which the ADWs are issued, The Bank of New York Mellon, as depositary for the ADWs (the “ADW Depositary”), subject to the announcement of the meeting of the Board to consider the approval of the Rights Offering, hereby announces the following starting and cutoff dates to receive exercises of ADWs pursuant to the ADW Deposit Agreement:

- (i) October 3, 2018 to October 18, 2018
- (ii) October 19, 2018 to November 27, 2018
- (iii) November 28, 2018 to December 26, 2018.

All exercises of ADWs must be entered by a DTC participant holding ADWs in its DTC account and must be entered through DTC’s automated system prior to DTC’s instruction cutoff time on the relevant cut-off date.

The account of each participant exercising ADWs will be charged the ADW Deposit Amount of \$0.06 per ADW. The ADW Depositary will, as soon as practicable, after the applicable exercise cutoff date, (i) cancel the surrendered ADWs, (ii) from the Deposit Amount, purchase Brazilian reais equal to the exercise price for the number of Warrants represented by the ADWs surrendered by the owner of the ADWs and return any surplus Dollar amount to the exercising holder, (iii) pay the Brazilian reais exercise price to its custodian and instruct it to exercise the number of Warrants represented by those ADWs, deposit the Common Shares received in respect of that exercise under the deposit agreement for Common Shares and instruct the depositary under the deposit agreement for Common Shares to deliver American Depositary Shares (“ADSs”) representing Common Shares to the ADW Depositary; and (iv) upon receipt of those ADSs, deliver those ADSs



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to holders. The new ADSs are expected to be issued to holders and reflected in the DTC participant accounts on October 30, 2018, December 7, 2018 and January 8, 2019.

The Company has indicated that it expects that the record date for determining the American Depositary Shares (“ADSs”) representing Common Shares eligible to participate in the anticipated Rights Offering will be in mid-November 2018. This means that only those ADW holders that exercise their ADWs prior to the first cut-off date of October 18, 2018, will hold new ADSs in time to participate in the anticipated Rights Offering in respect of new ADSs. ADW holders that exercise prior to the second or third cut-off date will still receive new ADSs, but will not be able to participate in the anticipated Rights Offering in respect of those new ADSs.

The Company clarified that (1) under Brazilian law, exercise of Warrants underlying the ADWs will be irrevocable and cannot be withdrawn, and (2) exercise of ADWs will be irrevocable and cannot be withdrawn.

To learn more about DRs, please contact DRBrokerSolutions@bnymellon.com or visit our website at adrbnymellon.com.

PLEASE SEE INVESTOR DISCLOSURE ON LAST PAGE.

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