

Corporate Action Notice



****UPDATED****

December 19, 2018

Rights Offering

Oi S.A. – In Judicial Reorganization Preferred ADS

DR CUSIP: 670851401 / DR ISIN: US6708514012

DR Ticker Symbol: OIBRQ

Ratio (DS: Underlying Shares): 1: 1

Further to our notice of December 11, 2018, please be advised that Oi S.A. announced that it will directly pay the ADS Depositary's issuance fee (the "ADS Issuance Fee") to the ADS Depositary. As a result, the New Common ADS Deposit Amount will no longer be used to pay the ADS Issuance Fee. The New Common ADS Deposit Amount has not been reduced as a result of this amendment. Instead, such amount will increase the portion of the New Common ADS Deposit Amount returned to holders of Common ADS Rights that exercise their Common ADS Rights to subscribe for initial New Common ADSs or Excess New Common ADSs.

Oi S.A. – In Judicial Reorganization (the "Company") announced a rights offer (the "ADS Rights Offer") in which holders of American Depositary Shares ("ADSs"), each representing one preferred share of the Company (the "Preferred ADSs"), as of 5:00 p.m. (New York City time) on November 21, 2018 (the "ADS Record Date") will receive rights (the "Common ADS Rights") to subscribe for ADSs, each representing five common shares of the Company (the "New Common ADSs"). The Common ADS Rights will be listed for trading on the New York Stock Exchange and will be transferable. The Common ADS Rights are being issued in connection with a rights offer (the "Share Rights Offer" and, together with the ADS Rights Offer, the "Rights Offer") by the Company to holders of common shares and preferred shares of the Company as of November 19, 2018, of transferable rights (the "Common Share Rights") to purchase new common shares of the Company ("New Common Shares").

The details of the ADS Rights Offer are as follows:

ADS Rights Distribution Ratio: 0.266726 Common ADS Rights for every one (1) Preferred ADS held on the ADS Record Date. Each Common ADS Right will allow the holder thereof (the "ADS Rights Holder") to subscribe for one New Common ADS. Each New Common ADS will represent five (5) common shares of the Company. Fractional Common ADS Rights will not be issued, and fractional entitlements will be reduced to the next smaller whole number of Common ADS Rights.

ADS Subscription Payment: To validly subscribe for New Common ADSs, ADS Rights Holders will need to deposit with The Bank of New York Mellon, as ADS rights agent (the "ADS Rights Agent") \$2.03 (the "New Common ADS Deposit Amount") for each New Common ADS subscribed for or requested. The New Common ADS Deposit Amount, which is equal to US\$1.69 (the U.S. dollar equivalent of five times the New Common Share subscription price of R\$1.24 based on the closing rate for the sale of U.S. dollars against the real as reported by the Brazilian Central Bank on October 26, 2018, the date on which the board of directors of the Company authorized the Rights Offer) per New Common ADS subscribed or requested, plus 20% of such amount to cover (1) currency rate fluctuations from October 26, 2018 to the date on which the ADS Rights Agent converts currency in connection with the exercise by the Brazilian custodian of the common shares underlying the Common ADSs of the Common Share Rights underlying the Common ADS Rights, (2) the ADS Depositary's issuance fee of US\$0.05 per New Common ADS, and (3) any other applicable fees, expenses or taxes. **ADS Record Date:** 5:00 p.m. (New York City time) on November 21, 2018

- ADS Rights CUSIP: P7353Y106
- ADS Rights Ticker: OIBR RT
- The Common ADS Rights exercise period is from 9:00 a.m. (New York City time) November 26, 2018 until 5:00 p.m. (New York City time) on **December 26, 2018**.
- Common ADS Rights expiration date is 5:00 p.m. (New York time) on **December 26, 2018**.
- The Common ADS Rights are transferable.
- ADS Rights Holders may manifest their intention to purchase additional New Common ADSs in excess of the number of New Common ADSs to which they are entitled by making a subscription request at the time that they exercise their Common ADS Rights.
- Guarantee Period: Not applicable.
- The exercise of Common ADS Rights is irrevocable and may not be cancelled or modified.
- Unexercised Common ADS Rights will expire worthless.
- Mail Date for Common ADS Rights materials: on or about November 26, 2018.

Information Agent: D.F. King & Co., Inc.: Banks and Brokers Call: +1 (212) 269-5550 All Others Call: +1 (800) 628-8536 email: oi@dfking.com.

A form letter with subscription instructions for registered holders of Preferred ADSs (the "Registered Holders") was mailed to Registered ADS Holders by the Information Agent on or after the ADS Rights Record Date and is also available by contacting the Information Agent.

The Rights Offer will be made to holders of securities in the United States and elsewhere outside Brazil only by means of a prospectus. A copy of the prospectus, when available, may be obtained from the Information Agent or by visiting the EDGAR system of the SEC at its website at www.sec.gov/edgar.shtml. A registration statement on Form F-1 relating to the proposed sale of New Common Shares and New Common ADSs in the anticipated Rights Offer (the "Registration Statement") has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. The New Common Shares and New Common ADSs may not be sold, nor may offers to buy be accepted, prior to the time the Registration Statement becomes effective. This notice shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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

PLEASE SEE INVESTOR DISCLOSURE ON LAST PAGE.

Investor Disclosure

This notice and the information and data provided herein are provided for general informational purposes only. BNY Mellon does not warrant or guarantee the accuracy, timeliness or completeness of any such information or data. BNY Mellon does not undertake any obligation to update or amend this notice or any information or data, and may change, update or amend this notice or any information or data at any time without prior notice.

BNY Mellon provides no advice, recommendation or endorsement with respect to any company or securities. No information or data is intended to provide legal, tax, accounting, investment, financial, trading or other advice on any matter, and is not to be used as such. We expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon this notice or any information or data, including market value loss on the sale or purchase of securities or other instruments or obligations.

Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities.

BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and any deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to an issuer to reimburse and/or share revenue from the fees collected from DR holders, or waive fees and expenses to an issuer for services provided, generally related to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may pay a rebate to brokers in connection with unsponsored DR issuances; brokers may or may not disclose or pass back some or all of such rebate to the DR investor. BNY Mellon may also use brokers, dealers or other service providers that are affiliates and that may earn or share fees and commissions. BNY Mellon may execute DR foreign currency transactions itself or through its affiliates; in such cases it acts as principal counterparty and not as agent, advisor, broker or fiduciary. BNY Mellon has no obligation to obtain the most favorable exchange rate, makes no representation that the rate is a favorable rate and will not be liable for any direct or indirect losses associated with the rate. BNY Mellon earns and retains revenue on its executed foreign currency transactions based on, among other things, the difference between the rate it assigns to the transaction and the rate that it pays and receives for purchases and sales of currencies when buying or selling foreign currency for its own account. The methodology used by BNY Mellon to determine DR conversion rates is available to registered Owners upon request or at https://www.adrbnymellon.com/us/en/news-and-publications/dr-issuers/asset_upload_file49220_197380.pdf.

This notice or any excerpt of this notice may not be copied or reproduced without the prior express written consent of BNY Mellon.

BNY Mellon is a global investments company dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle. BNY Mellon is the corporate brand of The Bank of New York Mellon Corporation (NYSE: BK).

BNY Mellon's name, brand and/or trademarks may not be used, copied or reproduced without the prior express written consent of BNY Mellon.

DEPOSITARY RECEIPTS ARE NOT INSURED BY THE FDIC OR ANY OTHER GOVERNMENT AGENCY, ARE NOT DEPOSITS OR OTHER OBLIGATIONS OF, AND ARE NOT GUARANTEED BY, BNY MELLON AND ARE SUBJECT TO INVESTMENT RISKS INCLUDING POSSIBLE LOSS OF PRINCIPAL AMOUNT INVESTED.