



Announcement | Lisbon | 3 July 2018

Notice to the Market disclosed by Oi

PHAROL, SGPS S.A. hereby informs on the Notice to the Market disclosed by Oi, S.A., according to the company's announcement attached hereto.

PHAROL, SGPS S.A.

Public Company
Share capital Euro 26,895,375
Registered in the Commercial
Registry Office of Lisbon and
Corporation no. 503 215 058

PHAROL is listed on the Euronext
(PHR).
Information may be accessed on
Bloomberg under the symbol PHR
PL.

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**NOTICE TO THE HOLDERS OF NOTES ISSUED BY
OI S.A. – IN JUDICIAL REORGANIZATION,
PORTUGAL TELECOM INTERNATIONAL FINANCE B.V. – IN JUDICIAL REORGANIZATION
AND
OI BRASIL HOLDINGS COÖPERATIEF U.A. – IN JUDICIAL REORGANIZATION**

RIO DE JANEIRO, RJ, BRAZIL, July 3, 2018 — Oi S.A. – In Judicial Reorganization (“*Oi*”), Portugal Telecom International Finance B.V. – In Judicial Reorganization (“*PTIF*”) and Oi Brasil Holdings Coöperatief U.A. – In Judicial Reorganization (“*Oi Coop*”); and together with Oi and PTIF, collectively the “*Issuers*”) announce today that they have amended the terms of the settlement procedures set forth in the Information Statement, dated June 15, 2018 (as supplemented as described below, the “*Information Statement*”) to be followed to validly participate in the Qualified Recovery Settlement by Qualified Holders of the following series of notes:

- Oi’s 9.75% Senior Notes due 2016 (CUSIP/ISIN Nos. 10553M AC5/US10553MAC55 and P18445 AF6/USP18445AF68);
- Oi’s 5.125% Senior Notes due 2017 (ISIN No. XS0569301830 and XS0569301327);
- Oi’s 9.50% Senior Notes due 2019 (CUSIP/ISIN Nos. 87944L AD1/US87944LAD10 and P9037H AK9/USP9037HAK97);
- Oi’s 5.50% Senior Notes due 2020 (CUSIP/ISIN Nos. 87944L AE9/US87944LAE92, P9037H AL7/USP9037HAL70 and 87944L AF6/USP87944LAF67);
- PTIF’s 6.25% Notes due 2016 (ISIN No. PTPTCYOM0008);
- PTIF’s 4.375% Notes due March 2017 (ISIN No. XS0215828913);
- PTIF’s 5.242% Notes due November 2017 (ISIN No. XS0441479804);
- PTIF’s 5.875% Notes due 2018 (ISIN No. XS0843939918);
- PTIF’s 5.00% Notes due 2019, (ISIN No. XS0462994343);
- PTIF’s 4.625% Notes due 2020 (ISIN No. XS0927581842);
- PTIF’s 4.50% Notes due 2025 (ISIN No. XS0221854200);
- Oi Coop’s 5.625% Senior Notes due 2021 (ISIN No. XS1245245045 and XS1245244402); and
- Oi Coop’s 5.75% Senior Notes due 2022 (CUSIP/ISIN Nos. 10553M AD3/US10553MAD39 and P18445 AG4/USP18445AG42) (collectively, the “*Notes*”).

Capitalized terms used herein and not otherwise defined herein have the meanings set forth in the Information Statement. The Information Statement contains important information that should be read carefully before any decision is made with respect to the Qualified Recovery Settlement.

On June 19, 2018, the appeal period relating to the Dutch Court confirmation of the PTIF Composition Plan and the Oi Coop Composition Plan expired. As a result, the Issuers have modified certain terms of the Qualified Recovery Settlement to provide that (1) the PTIF-Held Shares will be distributed simultaneously with the other securities that comprise the Qualified Recovery, and (2) PTIF and Oi Coop will be guarantors of the New Notes as of the date of issuance of the New Notes.

The amended terms and conditions of the Qualified Recovery Settlement are described in the Supplement to the Information Statement, dated July 3, 2018. Copies of the Supplement to the Information Statement are available through the settlement website at <https://sites.dfkingltd.com/oisettlement> (the “*Settlement Website*”). Except as set forth in the Supplement to the Information Statement and in any subsequently published supplements to the Information Statement, the terms and conditions of the Qualified Recovery Settlement set forth in the Information Statement remain applicable in all respects, and the Supplement to the Information Statement should be read in conjunction therewith.

Subject to the terms and conditions described in the Information Statement, the deadline for Qualified Holders to validly participate and surrender their Notes is 5:00 p.m., New York City time, on July 12, 2018, unless the deadline is extended by the Issuers in their sole discretion (such time and date, as the same may be extended, the “*Expiration Date*”).

Qualified Holders that do not validly participate and surrender their Notes in accordance with the settlement procedures set forth in the Information Statement will ONLY be entitled to receive the Default Recovery.

The Information Agent may be contacted via email at oisettlement@dfkingltd.com or at their offices located at: 48 Wall Street, 22nd Floor, New York, New York 10005 United States and 125 Wood Street, London EC2V 7AN, United Kingdom.

The Qualified Recovery is being offered in reliance on an order from a United States bankruptcy court that granted the Issuers relief from the registration requirements of the United States Securities Act of 1933, as amended, pursuant to Section 1145 of the U.S. bankruptcy code.

This press release is not an offer to sell or a solicitation of an offer to sell the Qualified Recovery or an offer to purchase or a solicitation an offer to purchase of the Notes. The surrender of the Notes and the settlement of the Qualified Recovery is being made solely by the Issuers pursuant to the Information Statement. No recommendation is made as to whether any Qualified Holder should participate and surrender its Notes for the Qualified Recovery. The Qualified Recovery is not being made to, nor will the Issuers accept surrenders of Notes from holders in any jurisdiction in which the settlement of the Qualified Recovery or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction.

Special Note Regarding Forward-Looking Statements:

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Brazilian applicable regulation. Statements that are not historical facts, including statements regarding the potential terms and conditions of the subsequent Exchange Offer and Non-Qualified Settlement Procedure, the beliefs and expectations of the Issuers, business strategies, future synergies and cost savings, future costs and future liquidity are forward-looking statements. The words “will,” “may,” “should,” “could,” “anticipates,” “intends,” “believes,” “estimates,” “expects,” “forecasts,” “plans,” “plans,” “targets,” “goal” and similar expressions, as they relate to the Issuers or their management, are intended to identify forward-looking statements. There is no guarantee that the expected events, tendencies or expected results will actually occur, or that the Qualified Recovery will occur on the terms described, or at all. Such statements reflect the current views of management of the Issuers and are subject to a number of risks and uncertainties. Such statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, corporate approvals, operational factors and other factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations. All forward-looking statements attributable to the Issuers or their affiliates, or persons acting on their behalf, are expressly qualified in their entirety by the cautionary statements set forth in this paragraph. Undue reliance should not be placed on such statements. Forward-looking statements speak only as of the date they are made. Except as required under the Brazilian or U.S. federal securities laws or the rules and regulations of the CVM, the SEC or of regulatory authorities in other applicable jurisdictions, The Issuers and their affiliates disclaim any obligation to update, revise or publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. You are advised, however, to consult any further disclosures the Issuers make on related subjects in reports and communications that the Issuers file with the CVM and the SEC.

NOTICE TO THE HOLDERS OF NOTES ISSUED BY
PORTUGAL TELECOM INTERNATIONAL FINANCE B.V. – IN JUDICIAL REORGANIZATION
in respect of:

PTIF’s 6.25% Notes due 2016 (ISIN No. PTPTCYOM0008)

(the “Notes”)

RIO DE JANEIRO, RJ, BRAZIL, July 3, 2018 — Oi S.A. – In Judicial Reorganization (“*Oi*”) and Portugal Telecom International Finance B.V. – In Judicial Reorganization (“*PTIF*” or the “Issuer”) announce today that they have amended the terms of the settlement procedures set forth in the Information Statement, dated June 15, 2018 (as supplemented as described below, the “*Information Statement*”) to be followed to validly participate in the Non-Qualified Recovery Settlement by Non-Qualified Holders of the Notes.

Capitalized terms used herein and not otherwise defined herein have the meanings set forth in the Information Statement. The Information Statement contains important information that should be read carefully before any decision is made with respect to the Non-Qualified Recovery Settlement.

On June 19, 2018, the appeal period relating to the Dutch Court confirmation of the PTIF Composition Plan and the Oi Coop Composition Plan expired. As a result, Oi, PTIF and Oi Brasil Holdings Coöperatief U.A. – In Judicial Reorganization (“*Oi Coop*”) have modified certain terms of the Non-Qualified Recovery Settlement to provide that PTIF and Oi Coop will be guarantors under the Non-Qualified Credit Agreement as of the date of execution of the Non-Qualified Credit Agreement.

The amended terms and conditions of the Non-Qualified Recovery Settlement are described in the Supplement to the Information Statement, dated July 3, 2018. Copies of the Supplement to the Information Statement are available through the website at: www.lucid-is.com/oi (the “*Website*”). Except as set forth in the Supplement to the Information Statement and in any subsequently published supplements to the Information Statement, the terms and conditions of the Non-Qualified Recovery Settlement set forth in the Information Statement remain applicable in all respects, and the Supplement to the Information Statement should be read in conjunction therewith.

Subject to the terms and conditions described in the Information Statement, the deadline for Non-Qualified Holders to validly participate and surrender their Notes is 10:00 a.m., Lisbon time, on July 13, 2018, unless the deadline is extended by Oi and the Issuer in their sole discretion (such time and date, as the same may be extended, the “*Expiration Date*”).

Non-Qualified Holders that do not validly participate and surrender their Notes in accordance with the settlement procedures set forth in the Information Statement will ONLY be entitled to receive the Default Recovery.

Questions may be directed to the Information Agent via www.lucid-is.com/oi.

The Information Agent may also be contacted via email at oi@lucid-is.com or at their offices located at: Tankerton Works 12 Argyle Walk London WC1H 8HA, United Kingdom.

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and market conditions, industry conditions, corporate approvals, operational factors and other factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations. All forward-looking statements attributable to Oi and the Issuer or their affiliates, or persons acting on their behalf, are expressly qualified in their entirety by the cautionary statements set forth in this paragraph. Undue reliance should not be placed on such statements. Forward-looking statements speak only as of the date they are made. Except as required under the Brazilian or U.S. federal securities laws or the rules and regulations of the CVM, the SEC or of regulatory authorities in other applicable jurisdictions, Oi and the Issuer and their affiliates disclaim any obligation to update, revise or publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. You are advised, however, to consult any further disclosures Oi and the Issuer make on related subjects in reports and communications that Oi and the Issuer file with the CVM and the SEC.

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Non-Qualified Holders that do not validly participate and surrender their Notes in accordance with the settlement procedures set forth in the Information Statement will ONLY be entitled to receive the Default Recovery.

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