

ANNUAL REPORT

2022

PHAROL, SGPS S.A.



ANNUAL REPORT 2022

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“PHAROL”, “Group PHAROL”, “Group” and “Company” is a reference to the companies that are part of PHAROL SGPS, S.A. or to one of them, depending on the context.

1. MANAGEMENT REPORT

INTRODUCTION

As at December 31, 2022, PHAROL main assets are composed of (1) 131,151,859 common shares of Oi, S.A. ("Oi"), representing 2,20% (excluding treasury shares held by Oi itself) of the total share capital of Oi, in an amount of 4 million Euros, (2) debt securities of Rio Forte Investments S.A. ("Rio Forte") with a nominal value of 897 million Euros and currently valued at 51.9 million Euros, (3) the investment in the portfolios of shares and bonds in the amount of 9.7 million Euros.

As of December 31, 2014, after the capital increase of Oi, concluded on May 5, 2014 (the "Oi Capital Increase"), PHAROL held a 39.7% direct and indirect stake in Oi. This included a portion classified as a non-current asset held for sale, following the Exchange agreement ("Exchange") entered into on September 8, 2014 and completed on March 8, 2015, and the remaining stake of 22.8%, classified as investment in joint ventures and associates, and therefore accounted for using the equity method.

On March 30, 2015, the Exchange was completed, whereby PHAROL (1) transferred to Portugal Telecom International Finance, B.V. ("PT Finance"), a subsidiary of Oi, an aggregate amount of 47,434,872 common shares and 94,869,744 preferred shares of Oi, and (2) received from PT Finance debt securities of Rio Forte, with a nominal value of Euro 897 million and a call option on the transferred shares ("Call Option"). After the completion of the Exchange, PHAROL held an effective stake of 27.48% in Oi corresponding to the 22.8% stake referred above plus 4.7% due to the decrease in the number of outstanding shares of Oi.

The relevant agreements for the implementation of the New Structure of Oi were signed on July 22, 2015. On September 1, 2015, a General Meeting of Shareholders of Oi was held where the New Structure was approved.

As of September 30, 2015, after the implementation of the New Structure, but prior to the voluntary conversion of preferred shares to ordinary shares of Oi, PHAROL held, directly or indirectly through wholly owned subsidiaries, 84,167,978 common shares and 108,016,749 preferred shares of Oi.

As of October 8, 2015, following the voluntary conversion of preferred shares into common shares of Oi, PHAROL now holds, directly and indirectly through wholly owned subsidiaries, 183,662,204 common shares of Oi, representing 27.18% of total share capital of Oi (excluding treasury shares held by Oi itself). PHAROL's voting rights in Oi were limited to 15% of the total common shares of Oi.

With the implementation of the New Structure on July 30, 2015, the shareholders' agreements, through which joint control of Oi was exercised, were terminated. Up to that date, PHAROL accounted for its stake in Oi as an Investment in Joint Ventures. After this date, PHAROL considered it had significant influence over Oi and classifies it as an associate company. As a result, from July 30, 2015 the investment in Oi continued to be accounted for according to the equity method, based on PHAROL's economic stake in Oi's results.

On April 29 and May 19, 2016, PHAROL, due to a corporate reorganization, transferred direct ownership of 128,213,478 common shares issued by Oi S.A., to its 100% owned subsidiary BRATEL B.V.. Due to the Corporate Reorganization, BRATEL B.V. now directly holds (and PHAROL indirectly holds) 183,662,204

common shares of Oi S.A., which represented 22.24% of Oi S.A.'s entire share capital (27.18% excluding treasury shares held by Oi itself).

On 15 September 2017, in order to concentrate all its operations in Luxembourg, PHAROL transferred the ownership of all the shares that BRATEL BV had in Oi SA to its subsidiary BRATEL S.à.r.l., 100% owned by BRATEL B.V.

In December 2017, and after the decision by the Court of the 7th Business Court of Rio de Janeiro (which it handles the Judicial Recovery of Oi) and which decided to withdraw the rights of the members of the Board of Directors of Oi in the approval of the Judicial Recovery Plan, it was understood that PHAROL lost the significant influence it had until then on its associate Oi. Consequently, on 31 December 2017, PHAROL began to measure its investment in Oi at market value and classify it as "Financial Assets".

Oi S.A., in the disclosure of its consolidated results for 2017, announced that it had restated its Consolidated Equity on January 1, 2016 and December 31, 2016, amounting to BRL 18 billion and BRL 19 billion, respectively. Following this restatement, PHAROL's investment in Oi, being recorded under the equity method, was restated and valued at zero in the periods of January 1, 2016 and December 31, 2016.

On July 20, 2018, following the homologation of the Capital Increase through the conversion of debt into shares, Oi's share capital increased from 825,760,902 shares for a total of 2,340,060,505 shares, was a dilution of PHAROL's participation in Oi to less than 8%.

On January 9, 2019, as part of the capital increase due to the Entry of New Resources, Oi went from 2,340,060,505 shares to a total of 5,954,205,001 shares representing its share capital, with a dilution of PHAROL's stake in Oi to less than 4%, even though it partially accompanied the referred capital increase.

On April 2, 2019, with the approval of an agreement between PHAROL and Oi on January 8, 2019, in which Oi committed itself to reimburse PHAROL for the damages for damages suffered through Oi's actions and resources for the acquisition of Oi shares subscribed in the aforementioned capital increase, PHAROL now holds a 5.51% interest in Oi's share capital.

During 2020, PHAROL sold all of Oi's preferred shares and a small portion of common shares, resulting in a final stake of 5.37% in Oi's share capital.

In 2021, after carrying out transactions for the purchase and sale of shares in Oi, PHAROL held a position of 5.38% in Oi (without treasury shares held by Oi itself).

In 2022, PHAROL once again liquidated part of its position in Oi, with a final position of 2.20%.

In 2022, PHAROL's negative results reflect only the costs of the operation during the year, which are mostly costs with personnel and external supplies and services. In terms of Equity, and as a result of the implementation of the Judicial Recovery Plan also impacted by the Brazilian political and economic instability, the value of PHAROL's investment in Oi reduced to 4 million Euros, being responsible for the reduction of Equity PHAROL at 19.66 million Euros. Regarding the credit on Rio Forte, despite some timid advances in the legal proceedings underway in Luxembourg and Portugal, nothing very relevant affected its valuation, reason why it was chosen not to record changes in its value in the 2022.

Net income for 2022 was negative by 2.51 million Euros and essentially reflects operating costs amounting to 2.4 million Euros.

BUSINESS OVERVIEW

Apart from managing its investments, the Company did not directly conduct any other business activity.

LEGAL INFORMATION

There are no outstanding amounts overdue to the Portuguese State and the Portuguese Social Security System.

The Company did not enter into any material businesses or transactions with the members of its Board of Directors and the Fiscal Council, except for those mentioned in Note 20 to the Financial Statements as at December 31, 2022.

EVENTS AND RECENT DEVELOPMENTS

The main events of the year ended December 31, 2022 and recent developments are described in the Consolidated Annual Report of PHAROL.

PROPOSAL FOR APPLICATION OF PROFITS

Considering that in the year ended December 31, 2022 a negative result of Euros 2,509,260 was obtained, the Board of Directors of PHAROL proposes that they be transferred to the Company's Retained Earnings.

Lisbon, March 2, 2023

Luís Maria Viana Palha da Silva, Chairman of the Board of Directors and Managing Director

Ana Cristina Ferreira Dias, Board Member

Avelino Cândido Rodrigues, Board Member

Maria do Rosário Amado Pinto Correia, Board Member

Maria Leonor Martins Ribeiro Modesto, Board Member

Pedro Zañartu Gubert Morais Leitão, Board Member

2. STANDALONE FINANCIAL STATEMENTS

PHAROL, SGPS, S.A.

BALANCE SHEET
31 DECEMBER 2022 AND 2021

	Notes	2022	Euro 2021
ASSETS			
Non-Current Assets			
Tangible assets		39,520	83,798
Financial investments - equity method of accounting	6	6,160,893	39,912,489
Other financial assets	7	61,595,686	51,906,667
Total non-current assets		67,796,099	91,902,954
Current Assets			
State and other public entities	10	-	3,506
Other accounts receivable		158,431	138,246
Deferrals		1,899	2,962
Cash and bank deposits	4	18,785,014	16,551,837
Total current assets		18,945,344	16,696,551
Total assets		86,741,443	108,599,506
SHAREHOLDERS' EQUITY			
Share capital	11	26,895,375	26,895,375
Treasury shares	11	(164,809,193)	(164,809,193)
Legal reserve	11	6,773,139	6,773,139
Other reserves	11	242,935,715	264,283,232
Adjustments to financial assets	11	(182,519,562)	(162,814,562)
Retained earnings	11	142,963,795	123,971,923
Net income		(2,509,260)	(2,355,645)
Total equity		69,730,008	91,944,268
LIABILITIES			
Non-Current Liabilities			
Loans obtained		36,593	101,826
Total non-current liabilities		36,593	101,826
Current Liabilities			
Suppliers	12	118,773	54,683
Accrued expenses	13	430,495	567,507
State and other public entities	10	123,076	136,927
Other accounts payable	19	16,302,498	15,794,295
Total current liabilities		16,974,842	16,553,411
Total liabilities		17,011,435	16,655,237
Total liabilities and shareholders' equity		86,741,443	108,599,506

The accompanying notes form an integral part of these financial statements.

**INCOME STATEMENT
FOR THE PERIODS ENDED 31 DECEMBER 2022 AND 2021**

		Euro	
	Notes	2022	2021
Equity in losses/(earnings) of subsidiary companies	14	(126,596)	(242,861)
Supplies and external services	15	(979,444)	(799,118)
Wages and salaries	16	(938,178)	(1,335,843)
Indirect taxes		(119,308)	(120,806)
Increases/(reductions) in fair value	17	(310,426)	-
Other income and gains		49,991	241,369
Other expenses and losses		(16,480)	(22,344)
INCOME BEFORE DEPRECIATION AND AMORTISATION, FINANCING EXPENSES AND TAXES		(2,440,441)	(2,279,603)
Depreciation and amortisation ((expenses)/reversals)		(33,006)	(35,510)
OPERATING INCOME (BEFORE FINANCING EXPENSES AND TAXES)		(2,473,448)	(2,315,113)
FINANCIAL LOSSES AND (GAINS)			
Interest and related income		1,923	-
Interest and related expenses		(3,901)	(10,514)
INCOME BEFORE TAXES		(2,475,426)	(2,325,627)
Income taxes		(33,835)	(30,018)
Net income (loss) from continuing operations		(2,509,260)	(2,355,645)
Earnings per share			
Basic and Diluted	18	-	-

The accompanying notes form an integral part of these financial statements.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
PERIODS ENDED 31 DECEMBER 2022 AND 2021**

Euro

		Share capital	Treasury shares	Legal reserve	Other reserves	Adjustments to financial assets	Retained earnings	Net income	Total shareholders' equity
Balance as at 31 December 2020	A	26,895,375	(184,873,844)	6,773,139	264,283,232	(92,122,395)	158,735,395	(14,316,500)	165,374,402
Changes in the period:									
Foreign currency translation adjustments		-	-	-	-	340,866	-	-	340,866
Other changes recognized in shareholders' equity		-	-	-	-	(71,033,034)	(21,729,839)	-	(92,762,872)
Net income	B	-	-	-	-	(70,692,167)	(21,729,839)	-	(92,422,006)
Comprehensive income	C	-	-	-	-	-	-	(2,355,645)	(2,355,645)
Operations with shareholders:	B+C	-	-	-	-	-	(21,729,839)	(2,355,645)	(24,085,484)
Application of the previous year's earnings		-	-	-	-	-	(14,316,500)	14,316,500	-
Acquisition of treasury shares		-	(1,282,867)	-	-	-	1,282,867	-	-
Disposal of treasury shares		-	21,347,517	-	-	-	-	-	21,347,517
Balance as at 31 December 2021	D E=A+B+C+D	26,895,375	(164,809,193)	6,773,139	264,283,232	(162,814,562)	123,971,923	(2,355,645)	91,944,268
Changes in the period:									
Foreign currency translation adjustments		-	-	-	-	(5,451,203)	-	-	(5,451,203)
Other changes recognized in shareholders' equity		-	-	-	(21,347,517)	(14,253,797)	21,347,517	-	(14,253,797)
Net income	F	-	-	-	(21,347,517)	(19,705,000)	21,347,517	-	(19,705,000)
Comprehensive income	G	-	-	-	-	-	-	(2,509,260)	(2,509,260)
Operations with shareholders:	F+G	-	-	-	(21,347,517)	(19,705,000)	21,347,517	(2,509,260)	(22,214,260)
Application of the previous year's earnings		-	-	-	-	-	(2,355,645)	2,355,645	-
Balance as at 31 December 2022	H I=E+F+G+H	26,895,375	(164,809,193)	6,773,139	242,935,715	(182,519,562)	142,963,795	(2,509,260)	69,730,008

The accompanying notes form an integral part of these financial statements.

PHAROL, SGPS, S.A.

STATEMENT OF CASH FLOWS
FOR THE PERIODS ENDED 31 DECEMBER 2021 AND 31 DECEMBER 2020

	Notes	2022	Euro 2021
OPERATING ACTIVITIES			
Payments to suppliers		(1,144,566)	(1,300,227)
Payments to employees		(1,007,741)	(1,451,531)
Payments relating to income taxes		(30,408)	(29,000)
Other cash receipts, net		508,252	(383,228)
Cash flows from operating activities related to continuing operations (1)		(1,674,463)	(3,163,986)
INVESTING ACTIVITIES			
Cash receipts resulting from:			
Short-term financial applications			
Financial investments	4.a.	13,920,000	3,000,000
Interest and related income		1,563	-
		13,921,563	3,000,000
Payments resulting from:			
Short-term financial applications		(10,000,000)	-
Tangible and intangible assets		(1,796)	(45,885)
		(10,001,796)	(45,885)
Cash flows from investing activities related to continuing operations (2)		3,919,767	2,954,115
FINANCING ACTIVITIES			
Cash receipts resulting from:			
Short-term financial applications		-	34,323
Disposal of Own Shares		-	900,545
		-	934,868
Payments resulting from:			
Loans repaid		(9,808)	-
Interest and related expenses		(2,318)	(2,635)
Acquisition of Own Shares		-	(1,282,559)
		(12,127)	(1,285,195)
Cash flows from financing activities related to continuing operations (3)		(12,127)	(350,327)
Cash and cash equivalents at the beginning of the period		16,551,837	17,112,035
Change in cash and cash equivalents (4)=(1)+(2)+(3)		2,233,177	(560,198)
Cash and cash equivalents at the end of the period	4.b.	18,785,014	16,551,837

The accompanying notes form an integral part of these financial statements.

NOTES TO THE INDIVIDUAL FINANCIAL STATEMENTS

December 31, 2022

(Amounts in Euro, otherwise it will be referred)

1. Introduction

a) Company Identification

PHAROL, SGPS, S.A. ("PHAROL", "PHAROL SGPS" or "Company") was founded on June 23, 1994 pursuant to Decree -Law No. 122/94, through the merger of the following companies: Telecom Portugal, S.A., Telefones de Lisboa e Porto (TLP), S.A. ("TLP") and Teledifusora de Portugal, S.A. ("TDP"), with reference to January 1, 1994. As a result of the privatization process, between June 1, 1995 and December 4, 2000, PHAROL's share capital is mainly owned by private shareholders. On December 12, 2000, Portugal Telecom, S.A. changed its name to Portugal Telecom, SGPS, S.A. ("PT SGPS") and its operation to a capital management company. On May 29, 2015, the company changes its name to PHAROL, SGPS S.A.

b) Oi Cash Capital Increase in 2014

On May 5, 2014, Oi underwent a capital increase amounting to 13,960 million reais, composed of: (1) 5,710 million reais (Euro 1,750 million based on the exchange rate as of February 21, 2014) corresponding to 1,045,803,934 ordinary shares and 1,720,252,731 preferred shares subscribed by PHAROL, through a contribution in kind of the PT Assets, defined as the PHAROL's 100% stake in PT Portugal, which as of that date included all operational businesses of the PHAROL Group, with the exception of the subsidiaries Bratel BV, Bratel Brasil, PTB2 and PHAROL, and of the investment in Oi, Contax and their controlling shareholders; and 8,250 million reais in cash subscribed by investors other than PHAROL. The valuation of PT Assets of 5,710 million reais was determined on the basis of the valuation of PT Portugal by Banco Santander (Brasil), SA on the date of the share capital increase. As a result of PHAROL' contribution for the capital increase of Oi, PHAROL increased its effective interest in Oi from 23.2%, previously held through Bratel Brasil, to an economic interest of 39.7%, held through a total direct interest of 35.8% (32.8% in PHAROL and 3.0% in Bratel Brasil) and an indirect interest of 3.9% held by Bratel Brasil through the controlling shareholders of Oi.

c) Initial acquisition of investment in Oi

On March 28, 2011, PHAROL completed the initial acquisition of investments in Telemar Norte Leste, S.A. ("Telemar"), which belongs to the Oi Group, and Contax, for the amount of 8,437 million reais, and entered into several agreements with the controlling shareholders of these companies. As a result of this transaction, PHAROL acquired an effective stake of 25.3% in TmarPart (parent company of the Oi Group on that date) and 14.1% in Contax. Within the scope of this acquisition, PHAROL, AG Telecom Participações ("AG") and LF Tel, SA ("LF"), two of the main shareholders of TmarPart, the controlling shareholder of Oi, entered into a shareholders' agreement with unanimous voting procedures for their representatives in the Board of Directors of TmarPart regarding the strategic, financial and operating decisions relating to the activity of the Oi Group. Whereby, in accordance with the provisions of NCRF 13 Interests in Joint Ventures and Investments in Associates ("NCRF 13"), the Company concluded that it contractually shares

the control of TmarPart, therefore the Oi investment was classified as a joint venture and thus accounted for in accordance with the equity method.

d) Investment in Rio Forte debt securities

On May 5, 2014, directly and indirectly, PHAROL held investments in debt securities issued by Rio Forte Investments, S.A. ("Rio Forte", a holding company of the Espírito Santo Group with registered address in Luxembourg essentially for their non-financial services) amounting to Euro 897 million, which formed part of the PT Assets and were contributed in the capital increase of Oi. The composition of the outstanding amount as of May 5, 2014 was as follows:

- Euro 200 million subscribed by PHAROL on April 15, 2014, and transferred to PT Portugal on May 5, 2014, in connection with the corporate reorganization of the Group, the maturity of which occurred on July 15, 2014;
- Euro 647 million subscribed by PT Finance on April 15, 2014, the maturity of which occurred on July 15, 2014;
- Euro 50 million subscribed by PT Finance on April 17, 2014, the maturity of which occurred on July 17, 2014.

On July 15 and 17, 2014 the maturity of these instruments occurred, but the issuer did not settle its obligations.

Rio Forte requested the adoption of the controlled management regime in accordance with the Luxembourg legislation, although it was their understanding that they did not have the financial capacity to meet their financial commitments, a situation which was thought to be the most protective of their creditors' interests, and that was rejected by the Luxembourg court. As a result of that rejection, Rio Forte was declared insolvent by the Luxemburg Court on December 8, 2014 and went into liquidation on the same date.

On July 28, 2014, following the default by Rio Forte, PHAROL and Oi agreed on the main terms for the exchange of debt securities of Rio Forte held on that date by PT Finance and PT Portugal, amounting to Euro 897 million for 47,434,872 common shares and 94,869,744 preferred shares of Oi (after the reverse stock split done by Oi in December 2014) held on that date by PHAROL. On September 8, 2014, this agreement was approved in the General Shareholders' Meeting of PHAROL and following such approval the parties involved concluded the respective final contracts, the terms of which established that:

- PHAROL would exchange with Oi the Rio Forte Instruments in exchange for 47,434,872 common shares plus 94,869,744 preferred shares of Oi, representing 16.9% of its share capital;
- An American non-transferable purchase option ("Call Option") would be attributed to PHAROL in order to reacquire the Oi Shares that are the Object of the Exchange (with the exercise price of 20.104 reais for common shares and 18.529 reais for preferred shares after the Oi reverse stock split), which would be adjusted by CDI plus 1.5% per year;

- The Call Option on the Oi Shares that are the Object of the Option would enter into effect on the date of the Exchange and would have a maturity of six years, with the possibility of exercising the option by PHAROL terminating at 10% at the end of the first year and 18% at the end of each subsequent year;
- Any amount received as a result of monetization of the Call Option through the issue of derivative instruments would have to be used for the exercise of the Call Option;
- PHAROL could only acquire Oi or TmarPart shares through exercise of the Call Option;
- The Call Option would be canceled if (i) the bylaws of PHAROL were to be voluntarily altered to remove the 10% vote limitation; (ii) PHAROL were to act as a competitor of Oi or (iii) PHAROL were to violate certain obligations arising from definitive documentation; and
- The contracts were signed on September 8, 2014, subject to approval by the CVM Brasil and would be executed by March 31, 2015.

On December 31, 2014, as stated above, execution of the exchanges and the purchase option were pending approval by the CVM. On March 4, 2015, the CVM approved the above contracts, conditional upon their approval at Oi's General Shareholders' Meeting, which occurred on March 26, 2015. The exchange was executed on March 30, 2015. On March 24, 2015, PHAROL came to an agreement with Oi, PT Portugal, PT Finance and TmarPart for the Private Instrument of Assignment of Rights and Obligations and Other Fees ("Assignment Agreement"), by means of which PT Portugal transferred the Rio Forte Instruments to PT Finance, and conceded to PT Finance all pertaining rights and obligations in the terms of the Exchange Agreement ("Assignment").

On March 30, 2015, the Exchange was concluded, by means of which PHAROL (1) deposited Oi's shares object of the Exchange with the Depositary; and (2) instructed the Depositary to register the transfer of 47,434,872 ADSs ON and 94,896,744 ADSs PN to PT Finance, representing Oi's shares object of the Exchange. Therefore, on March 30, 2015, PHAROL transferred the ADSs Object of the Exchange to PT Finance, and PT Finance transferred to PHAROL the Rio Forte Instruments in the total main amount of Euro 897 million.

Still, on March 30, 2015, the Call Option was effective.

A change ("Amendment") was signed to the Share Purchase Option Contract and Other Agreements, entered into on September 8, 2014, such as mentioned above, which allowed PHAROL to liquidate its Oi share purchase option through sale on the market, giving Oi the right of first refusal in the acquisition of the Option if PHAROL should decide to sell it to third parties without previous consent by Oi. The Amendment was subject to approval of Oi's general shareholders' meeting and, if applicable, to the CVM's approval. Oi committed to convene a general meeting to discuss the Amendment, and the reference shareholders of Oi committed to vote in approval of the Amendment.

This call option had a maturity of 6 years and expired in March 2021.

e) New model of Oi's corporate structure and governance ("New Structure")

On March 31, 2015, the Board of Directors of PHAROL concluded negotiations with the other shareholders pertaining to Oi to the extent of signing a new agreement between the parties in relation to the company structure and the administration of Oi. In view of the impossibility of implementing migration from CorpCo to the segment called Novo Mercado of the BM&FBovespa by March 31, 2015, the deadline stipulated in the agreements signed on September 8, 2014, it became essential to sign a new agreement, which allowed Oi to anticipate the principal benefits announced to shareholders at the time that Oi's capital increase was realized on May 5, 2014, without, however, failing to make every effort to migrate to the Novo Mercado. Thus, the parties agreed to a new company structure model and administration of Oi ("New Structure"), that in addition to the benefits and objectives disclosed before, are characterized by the following:

- All company and corporate administration transformation will be done at Oi with elimination of the necessity of creating CorpCo.
- Approval of new Corporate Bylaws for Oi, as well as signing of an amendment to the provisional voting commitment from its shareholders, in effect until implementation of the New Structure ("Vote Commitment") that will enable: (i) implementation of a voluntary conversion program for preferred shares to ordinary shares issued by Oi at a rate of 0.9211 ordinary share per each preferred share, subject to a minimum buy-in of 2/3 of the preferred shares in order to give all of the shareholders the possibility of exercising the voting right and to maximize the possibility of existence of a single class of shares; (ii) implementation of the principle of one share, one vote. However, to preserve the equilibrium between shareholders and the distribution of desired control at the time of the Capital Increase of Oi, inclusion of a 15% limit on the voting right in Oi's Corporate Bylaws, applicable to all of its shareholders was agreed upon; this limitation will cease to exist through verification of certain events, namely in the case of capital increase, operation of company reorganization or public offering of shares, in any case that results in the dilution of the current shareholder base (or acquisition of a stake, where applicable) greater than 50%; (iii) leveraging increase in liquidity, eliminating subjection to lock-up agreements of any shareholder; (iv) the election of a new Board of Directors at Oi with significant participation of independents, where the previously existing parity in CorpCo between the PHAROL representatives and those of the Brazilian shareholders will be maintained; (v) extinction of TmarPart by incorporation into Oi, which will determine the end of the TmarPart and other controlling companies' shareholders' agreements, thus ensuring-the distribution of Oi's shareholder control; (vi) possibility of using financial synergies through incorporation of Oi's controlling companies, directly and indirectly.

On July 22, the relevant documents for the implementation of the Oi's New Structure were signed and on September 1, 2015, Oi's General Assembly approved its implementation.

On September 30, 2015, after the implementation of the New Structure and prior to the voluntary conversion of preferred shares into common shares of Oi, PHAROL held, directly and through 100% subsidiaries, 84,167,978 ordinary shares and 108,016,749 preferred shares of Oi.

On October 8, 2015, following the approval of voluntary conversion of preferred shares into common shares of Oi, the PHAROL held, directly and indirectly through 100% subsidiaries owned, 183,662,204 common shares of Oi, representing 27.18% of the total share capital of Oi (excluding treasury shares held by Oi itself). PHAROL's right to vote in Oi is limited to 15% of the total common shares.

The shareholders' agreements through which joint control of Oi was exercised, ended on July 30, 2015 with the implementation of the New Structure. Until then PHAROL proceeded to recognize its participation in Oi as an investment in joint ventures. PHAROL considered that it currently has significant influence over Oi, which is considered an associate. Thus, from July 30, 2015 participation in Oi continued to be measured according to the equity method, less any impairment, reflecting the stake in Oi's financial statements (27.18% as at December 31, 2016).

On April 29 and May 19, 2016, PHAROL, due to a corporate reorganization, transferred direct ownership of 128,213,478 common shares issued by Oi S.A., to its 100% owned subsidiary BRATEL B.V..

On 15 September 2017, in order to concentrate all its operations in Luxembourg, PHAROL transferred the ownership of all the shares that BRATEL BV has in Oi SA to its subsidiary 100% owned, BRATEL S.à.r.l., a company with its registered office in Luxembourg, at 69, Boulevard de la Pétrusse, L-2320 Luxembourg, and BRATEL BV ceased to hold a shareholding interest directly in Oi SA.

Accordingly, on December 31, 2017, PHAROL held all the shares representing the capital stock of BRATEL BV which, in turn, held all the shares representing BRATEL S.à.r.l. Both PHAROL and BRATEL BV indirectly held 183,662,204 common shares of Oi SA, representing as of December 31, 2016, the direct interest of BRATEL BV (and indirectly of PHAROL, SGPS SA) is 183,662,204 common shares of Oi SA, which represent approximately 22.24 % of the total share capital of Oi SA (27.18% excluding treasury shares held by Oi itself).

On July 20, 2018, following the homologation of the Capital Increase through the conversion of debt into shares, Oi's share capital increased from 825,760,902 shares for a total of 2,340,060,505 shares, a dilution of PHAROL's participation in Oi to less than 8%.

On January 9, 2019, as part of the Capital Increase by the Entry of New Resources, Oi's share capital increased from 2,340,060,505 shares to a total of 5,954,205,001 shares representative of Oi's share capital, thereby diluting PHAROL's stake in Oi to less than 4%.

On April 2, 2019, with the approval of an agreement signed between PHAROL and Oi SA on January 8, 2019, in which Oi undertook to reimburse PHAROL through Oi shares and financial resources for the acquisition of Oi's shares, PHAROL now holds a 5.51% stake in Oi.

During 2020, PHAROL sold all preferred shares of Oi and a small portion of common shares, resulting in a final stake of 5.37% of Oi's share capital.

In 2021, after the execution of transactions to buy and sell Oi shares, PHAROL held a position of 5.38% of Oi (without treasury shares held by Oi itself).

In 2022, PHAROL again liquidated part of the position in Oi, with a final position of 2.20%.

As of December 31, 2022, PHAROL held as its main assets (1) 131,151,859 common shares of Oi S.A. ("Oi"), representing 2.20% of Oi's total share capital (excluding treasury shares held by Oi itself), (2) the debt instruments of Rio Forte Investments S.A. ("Rio Forte"), with a nominal value of 897 million Euros and currently valued at 51.9 million Euros, and (3) investment in stock and bond portfolios in the amount of 9.7 million Euros.

PHAROL considered to continue to have significant influence on Oi until December 2017, however, and after the decision by the 7th Business Court of the District of the Capital of the State of Rio de Janeiro, before which the Judicial Reorganization was being processed ("Court") , which decided to withdraw the rights of the members of the Board of Directors of Oi in the approval of the Judicial Reorganization Plan in which the company was found, it was understood that PHAROL had lost the significant influence it had until then held in its associate Oi SA .

Consequently, since December 31, 2017, PHAROL started to record its investment in Oi at market value, which is now classified as a "Financial Asset".

f) Bases of presentation

These financial statements are in respect of the Company individually and were prepared according to the generally accepted accounting principles in Portugal (Note 2). Financial investments are recorded according to the equity method, deducted of any eventual impairment losses, as referred to in Note 3.3. These individual financial statements consider the effect of the equity method, through the appropriation of the share held in the other changes in equity and in the results of the company's subsidiaries as at December 31, 2022 and 2021, in PHAROL's equity and net profit for the fiscal years ended on those dates, based on the respective financial statements, but not the effect of full consolidation of assets, liabilities, expenses and income.

In accordance with current legislation, the Company prepared consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU"), published separately. These consolidated financial statements include the financial statements of the companies which PHAROL controls, consolidated by the integral method.

The disclosures presented in these consolidated financial statements are complementary, with the necessary adaptations, to the disclosures presented in these financial statements.

The financial statements for the year ended December 31, 2022 were approved by the Board of Directors and authorized for issue on March 02, 2023 and are still subject of approval by the General Meeting of Shareholders under the commercial legislation in Portugal.

2. Accounting standards for preparing the financial statements

The Company's financial statements were prepared in accordance with the framework of the Accounting Standardization System (SNC), which integrates the Financial Reporting Accounting Standards (NCRF), adapted by the Accounting Standardization Committee (CNC) from the International Financial Reporting

Standards (IFRS, formerly known as International Accounting Standards) issued by the International Accounting Standards Board (IASB) and adopted by the European Union (EU). The legal diplomas referring to the SNC are:

- Aviso nº8254/2015, of July 29 (Conceptual Structure);
- Portaria nº 220/2015, of July 24 (Model of financial statements);
- Portaria nº 2018/2015, of July 23 (Accounts Code);
- Aviso nº 8256/2015, of July 29 (Accounting and financial reporting standards);
- Aviso nº 8258/2015, of July 29 (Interpretative Rules).

PHAROL chose not to apply NCRF 27 to these financial statements, having chosen to recognize, measure and disclose its financial instruments in accordance with International Financial Reporting Standards (“IFRS”), as adopted in the European Union.

The Company adopted the NCRF for the first time in 2010, having applied for this purpose the “NCRF 3 First-time adoption of the NCRF” (“NCRF 3”), with January 1, 2009 being the transition date for the purposes of presenting these financial statements. financial. The Company additionally applies the International Accounting and Financial Reporting Standards (“IAS/IFRS”) and the respective interpretations (“SIC/IFRIC”) issued by the International Accounting Standards Board (“IASB”), in order to fill gaps or omissions. relating to specific aspects of some transactions or particular situations not provided for in the SNC.

Since January 1, 2005, PHAROL's consolidated financial statements have been prepared in accordance with IFRS as adopted in the European Union, pursuant to regulations applicable to companies listed on European Union stock exchanges.

The PHAROL Group is made up of the following companies:

Empresa	Head office	Type of Company	Activity	Direct	dec/22	dec/21
					Effective	Effective
Bratel BV	Amsterdam	Subsidiaries	Management of investments	Pharol SGPS (100%)	100%	100%
PT Brasil	São Paulo	Subsidiaries	Management of investments	Bratel BV (100%)	100%	100%
Bratel S.a.r.l.	Luxembourg	Subsidiaries	Management of investments	Bratel BV (100%)	100%	100%

It should be noted that PHAROL as of December 31, 2022 and 2021 had a stake in Oi of 2.2% and 5.38%, respectively.

3. Main Accounting Policies, judgments and estimates

These individual financial statements were prepared on a going concern basis of accounting. The main accounting policies used in the preparation of these individual financial statements are described below and were applied consistently.

3.1. Tangible fixed assets

Tangible fixed assets are recorded at acquisition cost, which includes the amount paid to acquire the asset and any expenses directly attributable to bringing the assets to the location and in the condition necessary for their operation.

Tangible fixed assets are depreciated on a straight-line basis from the month they are available for use. The depreciation rates reflect the useful life of each class of assets, as follows:

Asset class	Years of useful life
Transportation equipment	4
Administrative equipment	3 - 8
Other tangible fixed assets	4 - 8

The gains and losses resulting from any write-off or disposal are determined by the difference between the amount received and the carrying value of the asset and are recognized in the income statement when the write-off or disposal occurs.

3.2. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. The remaining lease contracts are considered operating leases. The classification of leases depends on the substance of the transaction and not on the form of the contract.

Assets acquired under finance leases and the corresponding liabilities are accounted for at the beginning of the contract as the lower amount between the fair value of the assets and the present value of minimum lease payments. Rents include the reimbursement of the liability and interest expense, with interest being recognized in the income statement based on a periodic interest rate over the remaining liability.

Under operating leases, rents are recognized on a straight-line basis during the period of the lease.

3.3. Financial investments

Subsidiaries are those entities over which the Company has the power to govern the financial and operating policies of the entity, generally represented by the majority of the voting rights. Associate companies are entities over which the Company has a significant influence but not control, generally represented by stakes between 20% and 50% of voting rights. Joint venture is an economic activity with the engagement of two or more partners subject to joint control based on a contractual agreement.

Financial investments in subsidiaries, associate companies and joint ventures are recorded under the equity method of accounting. Under this method, financial investments are initially recorded at acquisition cost and subsequently adjusted for the changes, after the acquisition date, in the Company's share in the net assets of those entities, deducted for eventual impairment losses. PHAROL's earnings include its share in the earnings of its subsidiaries and associate companies.

Financial investments in foreign entities are translated to Euros using the exchange rates prevailing at the balance sheet date, while the Company's share in the earnings of those entities is computed based on the average exchange rates for the reported period. The effect of translation differences is recognized

in shareholders' equity under the caption "Adjustments to financial assets" and is transferred to net income upon the disposal of a foreign entity or the transmission of the investment in another way. The exchange rates used in the translation of the main foreign entities (held directly or indirectly by PHAROL) are as follows:

Final		
Currency	2022	2021
Real	5.6386	6.3101
USD	1.0387	1.1326

Average		
Currency	2022	2021
Real	5.4454	6.3779
USD	1.0942	1.1827

Financial investments are evaluated whenever there is evidence that they may be impaired and the related impairment losses are recorded in the income statement.

Gains obtained in transactions with subsidiaries, associates companies and joint ventures are eliminated in proportion to the Company's share in those entities, against the financial investment.

Capital gains resulting from the disposal of subsidiaries and associated companies within the Group are deferred or reversed until the date these investments are disposed of to a third party. Whenever these gains are deferred, their recognition in earnings is made under the caption "Gains/(losses) of affiliated companies", in the proportion that goodwill or assets and liabilities identified in the allocation of the purchase price recorded by the acquirer is recognized in earnings.

Additional capital contributions and loans granted to subsidiaries, associates companies and joint ventures are recorded at nominal value, reduced by adjustments for estimated losses, if applicable.

3.4. Accrual basis of accounting

The Company records its revenue and expenses as they are generated or incurred, regardless of when they are received or paid, respectively.

With regard to the recognition of expenses with taxes on the purchase of external services (e.g. non-deductible value added tax), the amounts are classified as indirect taxes.

3.5. Income tax

Income tax expense corresponds to the sum of current and deferred taxes. Deferred taxes are recognized in earnings except when they relate to items recorded directly in shareholders' equity, in which case they are also recorded in shareholders' equity.

The current income tax is computed based on the estimated taxable income for corporate income tax purposes, based on the statutory tax rate in Portugal, which is increased by a municipal tax and/or by an additional state surcharge depending on the taxable profit of the year (Note 10).

The income tax expense recorded in the financial statements was determined in accordance with "NCRF 25 *Income Taxes*". In determining income tax expense for the year, besides the current tax based on profit

before-tax adjusted in accordance with the tax legislation, it is also considered the effects of temporary differences between income before tax and taxable income originated in the year or in preceding years.

Deferred taxes correspond to the temporary differences between assets and liabilities for accounting purposes and the related amounts for taxable purposes. Deferred tax assets and liabilities are computed and evaluated annually, using the tax rates which are expected to be in force at the date of reversal of these temporary differences.

Deferred tax assets are recorded only when there is a reasonable expectation of sufficient future tax profits which allow for their use. As at the balance sheet date the Company conducts a reassessment of the temporary differences originating deferred tax assets, in order to record deferred tax assets not recognized previously and/or to reduce the amount of deferred tax assets that are recognized, based on the current estimate of its recoverable amount.

3.6. Accounts receivables

Accounts receivables are initially recognized at fair value, and subsequently measured at amortized cost, based on the effective interest rate method, reduced by impairment losses.

Impairment losses for doubtful accounts receivable are computed based on the evaluation of the estimated risks resulting from the non-collection of receivables and are recorded in the income statement.

3.7. Provisions and contingent liabilities

The Company recognizes provisions when there is a present obligation arising from past events provided that there will be it is probable as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where any of the above-mentioned criteria is not accomplished, the Company discloses the event as a contingent liability, unless the cash outflow is remote.

Provisions are recognized for an amount corresponding to the present value of the best estimate, at the reporting date, of the resources needed to settle the obligation. That estimate is determined considering the risks and uncertainties associated with the obligation. Provisions are reviewed at the end of each year and adjusted for in order to reflect the best estimate as of that date.

3.8. Loans obtained

Loans obtained are initially recognized at fair value, net of transaction costs incurred, and subsequently presented at amortized cost, based on the effective interest method.

3.9. Treasury shares

Own shares are accounted for at their acquisition value as a reduction of shareholders' equity in the caption "Own shares", and the gains or losses inherent to their disposal are recorded in "Retained earnings".

3.10. Balance sheet classification

Realizable assets and liabilities due over a period greater than one year from the balance sheet date are classified under non-current assets and non-current liabilities, respectively, at present value.

3.11. Foreign currency transactions and balances

Transactions denominated in foreign currencies (different from the Company’s domestic currency, “Euro”) are translated to Euros at the exchange rates prevailing at the time the transactions are made. Assets and liabilities in foreign currency for which there is no agreement for fixing an exchange rate are translated to Euros using the exchange rates prevailing at the balance sheet date. Favorable or unfavorable exchange rate differences arising from the differences between exchange rates in force at the date of the respective transactions and those applying on the date of collection or payment or at the balance sheet date are recorded as gains and losses in the income statement.

Assets and liabilities as at December 31, 2022 and 2021 were translated into Euros using the following exchange rates to the Euro reported by the Portuguese Central Bank:

Final Currency	2022	2021
Real	5.6386	6.3101
USD	1.0387	1.1326

3.12. Financial Assets and Liabilities

Financial assets and liabilities are recognized in the balance sheet when the Company becomes part of the corresponding contractual terms, and are classified in the following categories: (a) at cost or amortized cost; and (b) at fair value, with the respective changes being recorded in the income statement.

a) Financial assets and liabilities at cost or amortized cost

Assets and liabilities are classified at cost or amortized cost if they: (a) have a defined maturity; (b) have a fixed or determined income; and (c) do not represent or include a derivative financial instrument.

Assets and liabilities classified in this category are measured at amortized cost reduced by accumulated impairment losses (for financial assets) and correspond primarily to the following asset and liability captions included in the Company’s balance sheet:

- Loans obtained
- Other Accounts receivable and payable
- Other financial assets and liabilities
- Cash and cash equivalents
- Accrued expenses
- Suppliers

Amortized cost is determined through the effective interest method. The effective interest rate is the one that discounts the estimated future payments and receipts, during the term of the financial instrument, to the carrying value of the financial asset or liability.

b) Financial assets and liabilities at fair value

All remaining financial assets and liabilities not included in the category “cost or amortized cost” are recognized at fair value. These financial assets and liabilities correspond primarily to interest and exchange rate derivative financial instruments.

The changes in the fair value of these derivatives are recognized through shareholders’ equity or profit and loss, depending on whether those derivatives meet or not the criteria for hedge accounting, respectively. These changes in fair value are recorded under the caption “Increases/(reductions) in fair value” (Note 17).

We include in this category the portfolio of investments in bonds and shares measured at fair value with the changes recognized in results.

c) Impairment of financial assets

Financial assets accounted as “cost or amortized cost” are subject to impairment tests at the end of each year. Such assets are impaired when there is clear evidence that, as a result of one or more events occurred after their initial recognition, their future estimated cash flows will be affected.

For assets measured at amortized cost, the impairment loss corresponds to the difference between the carrying amount of the asset and the present value of the revised future estimated cash flows discounted using the initial effective interest rate. For financial assets measured at cost, the impairment loss corresponds to the difference between the carrying amount of the asset and the best estimate of the asset’s fair value.

Subsequently, if there is a reduction in the impairment loss as a result of an event occurred after the initial recognition of the loss, the impairment should be reversed through earnings. The reversal is recognized up to the limit of the amount that would be recorded (at amortized cost) if the loss had not been initially recognized.

d) Derecognition of financial assets and liabilities

The Company derecognizes financial assets when its contractual rights to obtain the asset’s cash flows expire, or when it transfers to another entity all the significant risks and rewards associated with the ownership of those assets. The Company derecognizes financial liabilities only when the corresponding obligation is settled, cancelled or expires.

3.13. Main accounting estimates and judgments

When preparing the financial statements in accordance with the NCRF, the Company’s Board of Directors uses estimates and assumptions that affect the application of accounting policies and reported amounts. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are considered probable under the circumstances on which the estimates are based, or as a result of new information or more experience. The most significant accounting estimates reflected in the financial statements are as follows:

(a) Valuation of the investment in Oi – On May 5, 2014, the Company valued its new stake in Oi based on Oi's reference share price in the capital increase on that date, having as of that date, appropriated its stake in Oi's income using the equity method. Additionally, from September 8, 2014, onwards, the portion of the investment to be delivered within the scope of the Exchange Agreement was classified as a non-current asset held for sale, and measured at fair value up till the execution of the Exchange Agreement on March 30, 2015. Until December 2017, this investment was valued using the equity method. From that date and namely on 31 December 2022 and 2021, the valuation of the investment held in Oi was based on its market value, namely the stock price, as PHAROL lost the significant influence it held.

(b) Valuation of the Rio Forte instruments – On March 30, 2015, the Rio Forte instruments were obtained, following the execution of the Exchange Agreement, over Oi's shares. As of that date, subsequent to a market consultation, the Company valued the instruments at 15% of their notional value. This valuation was reviewed as at September 30, 2016, having reduced to 9.56% of the notional amount and on December 31, 2017 and 2019, to 8.32% and 7.02%, respectively. On December 31, 2020, the debt recovery valuation was again revised downwards, registering in 5,79% recovery, equivalent to a reduction of Euro 11.1 million to the amount of Euro 51.9 million. As at 31 December 2022 and 2021, this amount remained unchanged (see Note 7).

(c) Recognition of provisions and adjustments – PHAROL is party to various ongoing legal claims for which, based on the opinion of its legal advisors, a judgment was made to determine the recognition of a possible provision for these contingencies. Adjustments for accounts receivable are calculated based primarily on the aging of the accounts receivable, the risk profile of the customers and their financial situation.

(d) Valuation of the investment portfolio – In August 2022 Pharol invested €10 million in an asset portfolio. This portfolio is composed mostly of bonds and listed shares, having an average maturity of 3 years. The valuation of these investments is made at fair value and is updated monthly based on their market value. All variations in their fair value are recognized in the income accounts. As of 31 December 2022, the valuation of this portfolio is EUR 9.7 million and resulted in a negative change of approximately EUR 310 thousands recognised in the results account. (see Note 7).

Estimates used are based on the best information available during the preparation of financial statements, although future events, neither controlled nor foreseeable by the Company, could occur and have an impact on those estimates. In accordance with "NCRF 4 Accounting Policies, Changes in Estimates and Errors" ("NCRF 4"), changes to these estimates that occur after the date of the financial statements are recognized in net income, using a prospective methodology.

3.14. Events that occurred after the balance sheet date

Events occurred after the balance sheet date that provide additional information about conditions existing at the balance sheet date are reflected in the financial statements. Events occurred after the balance sheet date that provide information about conditions that occur after the balance sheet date are not reflected in the financial statements but are disclosed in the notes to the financial statements, if material.

4. Cash Flows

The caption "Cash and cash equivalents" of the statement of cash flows includes cash on hand and bank deposits readily convertible to cash.

The Company is exposed to a liquidity risk if its sources of funding, including cash balances, operating cash inflows, divestments, credit lines and cash flows obtained from financing operations, do not match its financing needs, such as operating and financing outflows, investments, shareholder remuneration and debt repayments. The Company understands that it has the ability to fulfill its obligations.

The cash flow statement was prepared in accordance with "NCRF 2 Statement of Cash Flows", with the following aspects worth mentioning.

a) Receives resulting from financial investments

In 2022 and 2021, receipts from financial investments are related to reductions in the capital of PHAROL's direct subsidiary, Bratel BV.

b) Cash and cash equivalents

As at December 31, 2022 and 2021, this caption is made up as follows:

	2022	Euro 2021
Cash	4,667	2,399
Bank deposits immediately available	18,780,347	16,549,438
	18,785,014	16,551,837

5. Changes to accounting policies and estimates, and mistakes

The Company did not adopt any new or revised standard or interpretation during the year ended December 31, 2021 and did not voluntarily change other accounting policies or accounting estimates.

During the year ended December 31, 2022, the Company did not adjust its financial statements for any material errors from previous years.

6. Equity Investments

Equity method

During 2022 and 2021, the movements occurred in this caption were as follows:

			Euro
			2022
Investments in subsidiary companies			
	Oi Shares (Fair value)	Equity Income (net of investment in Oi)	Total
Opening balance	38,565,494	1,346,997	39,912,489
Net income subsidiaries	-	(126,596)	(126,596)
Reductions/Increases	(19,705,000)	-	(19,705,000)
Venda de participação	(14,906,353)	-	(14,906,353)
Changes in equity	-	986,351	986,351
Closing balance	3,954,140	2,206,753	6,160,893

			Euro
			2021
Investments in subsidiary companies			
	Oi Shares (Fair value)	Equity Income (net of investment in Oi)	Total
Opening balance	110,255,384	3,589,126	113,844,509
Net income subsidiaries	-	(242,861)	(242,861)
Reductions/Increases	(70,692,167)	-	(70,692,167)
Changes in equity	(997,723)	(1,999,268)	(2,996,991)
Closing balance	38,565,494	1,346,997	39,912,489

In the years 2022 and 2021, the movements in shares of capital in subsidiaries and associates are due to the application of the equity method of the subsidiaries, and result essentially from the evolution of the indirect participation of 2.20% in Oi's capital, as referred to in Notes 1. e), 2. and 3.13 a).

7. Other financial assets

As at 31 December 2022, this item essentially includes: 1) an estimated future recovery of approximately EUR 51.9 million for debt instruments issued by Rio Forte, and 2) a portfolio of financial investments in assets in the approximate amount of EUR 9.7 million.

Regarding the debt instruments issued by Rio Forte, after having learned the Report of Judicial Administrators in the Rio Forte insolvency process (Rapport n° 4 des Curateurs), dated August 31, 2016, available at www.espiritosantoinsoleuvres.lu, PHAROL initiated efforts to analyze the financial, accounting and legal implications of what is contained in point 2.1.6., which is transcribed in free translation:

“Predictable recovery

The information currently available to the Judicial Administrators does not allow an estimate to be made, either of the total recovery, or of the recovery to be made by the company in bankruptcy.

It cannot be ruled out that judicial foreclosure and the possible rights of third parties involved will prevent for a prolonged period, or even definitively, the bankruptcy estate from recovering and distributing certain assets. In fact, it is not excluded that the judicial authorities have the objective of confiscating the assets now being held.”

PHAROL's Management, after due diligence and supported by the analysis of its advisors, concluded, on that date, by a principle of prudence, that the expected values of recovery of assets by the mass of the insolvent and, consequently, by PHAROL, with Rio Forte had reduced. PHAROL's investment in Rio Forte's securities was initially valued at fair value upon its initial recognition on March 30, 2015, and subsequently measured at amortized cost less any impairment losses. Based on the basic principles set out in IAS 39 (currently IFRS 9), Management, based on the information available, used its judgment in the definition of assumptions that culminated in a credit appreciation of Rio Forte by 85.7 million Euros at 31 December 2016. This reflects a value of about 9.5% of the nominal value, against approximately 15% of the nominal value at 31 December 2015, which determined the accounting of an impairment in the amount of € 48.8M.

Additionally, in December 2017, after the update of the amount of credit complaints considered in the last report of the Judicial Administrators was higher than previously considered, the debt recovery valuation was revised downwards again, having registered at 8.32 % of recovery, which is equivalent to a reduction of 11.1 million Euros to the amount of 74.6 million Euros. At 31 December 2018, the debt recovery amount remained at 8.32%.

In April 2019 and 5 years after the filing of the Rio Forte credit claim, a new report by the Judicial Administrators was published on 30 April 2019, which essentially points to: 1) postponement of the results of the conclusion of the analysis. debt declarations; and 2) downward revision of Rio Forte's asset value in Latin America; Accordingly, and based on these new factors, the recovery in debt recovery was once again revised downwards to 7.19% of nominal value recovery, equivalent to a reduction of 10.1 million euros to the amount of 64.5 million euro. At the end of 2019 and after the analysis of the last report issued by the Judicial Administrators, with effect on December 31, 2019, it was once again revised downwards, with the face value recovery set at 7.02 %, which is equivalent to an additional reduction of 1.5 million Euros to a total recovery amount of 63 million Euros. On December 31, 2020, a new downward revision of the nominal value recovery was carried out to 5.79%, essentially justified by the depreciation of assets held by Rio Forte in Latin America, which is equivalent to a reduction of 11.1 million of Euros to the amount of 51.9 million Euros.

As at 31 December 2021, considering the maintenance of the main valuation factors of Rio Forte's Assets, and, with no evolution in the amount of claimed debts, the expected recovery value of Rio Forte's nominal debt remained unchanged at 5.79% equivalent to 51.9 million Euros.

Additionally, and still within the scope of the credit on Rio Forte, PHAROL in December 2017 learned of a statement from the curators of Espírito Santo International, SA, ("ESI") in which they declare that this

bankrupt company will evaluate the possibility to sue PHAROL, asking for the latter to be ordered to reimburse 750 million Euros, without specifying the grounds for that request.

Following this statement, already in January 2019, PHAROL was notified by ESI's curatorship, as a precautionary measure to interrupt any limitation period, with a view to an eventual cancellation of Notes payments made by ESI during January 2014.

After analyzing the aforementioned subpoena, Pharol considers the probability, on the basis of the alleged facts, of obtaining any conviction of Pharol under the subpoenaed terms, to be highly remote, being the judicial process yet to be started until the present date. Accordingly, PHAROL has not made any provision in its financial statements.

Investment Portfolios

Additionally, in August 2022, Pharol subscribed to two investment portfolios in financial assets composed mainly of groups of assets of Bonds and Shares of listed companies. The portfolios are managed by a banking entity that has the discretionary power to buy and sell the assets that compose it, with which a contract was signed that assumes the maintenance of these portfolios for a period of more than one year. These financial assets are part of a portfolio of identified financial instruments and for which there is evidence of a recent pattern of profit-taking in the short and medium term. Upon initial recognition, they are recorded at acquisition cost and subsequently at fair value, with changes in fair value recognized in profit or loss. With regard to these assets, on 31 December 2022 the variation in the fair value of the portfolio is as follows:

Portfolio fair value variation	
	euros
Initial investment value in the Portfolio	10,000,000
Portfolio value on December 31, 2022	9,689,577
Var. Fair Value – Gains or Losses on Oct. non-current assets	-310,423

With regard to these assets, at 31 December 2022 the portfolio is made up as follows:

Portfolio Breakdown	
	Euro
Asset Group	
Liquidity	317,952
Investment Grade Bonds	8,079,187
Actions	1,292,438
	9,689,577
Group by Geographic Allocation	
Europe (former UK)	4,805,606
USA	2,333,658
Other Developed	987,162
UK	757,526
Japan	479,855
Liquidity	317,952
Unclassified	7,819
	9,689,577
Group by sectoral allocation	
Financial	4,505,182
Funds	1,163,238
Cyclical consumer goods	1,824,659
Raw material	430,180
Utilities	195,566
Non-cyclical consumption	394,214
Communications	345,030
Industry	337,521
Liquidity	317,952
Energy	16,616
Others	159,419
	9,689,577

8. Related parties

8.1. Financial investments in subsidiaries and joint ventures

In 2021 and 2020, the financial investments in subsidiaries and joint ventures refer exclusively to direct participation in Bratel BV.

8.2. Other information

For the fiscal years ended December 31, 2022 and 2021, fixed remuneration of Board members, which were established by the Remuneration Committee, amounted to Euro 368 thousand and Euro 473 thousand, respectively. The amounts mentioned above are added to the remuneration of the Board Member Ana Cristina Dias paid directly to Novo Banco, the shareholder she represents.

At December 31, 2022 and 2021 no share-based program or termination benefit program were in place.

For the year ended December 31, 2022, the fees paid to the Statutory Auditor of PHAROL amounted to Euro 38,1 thousand, corresponding to audit fees of PHAROL.

For additional information related to the remuneration of members of the Board of Directors and key employees, we refer readers to the Corporate Governance Report included in the Annual Report.

9. Income tax

In 2022, the companies located in mainland Portugal were subject to Corporate Income Tax at a base rate of 21%, with an additional (1) Municipal Surtax of up to 1.5% levied on taxable income, and (2) a State Surtax of 3.0% levied on taxable profit between Euro 1.5 million and Euro 7.5 million, of 5.0% levied on taxable profit between Euro 7.5 million and Euro 35 million and of 9% levied on taxable profit in excess of Euro 35 million, resulting in a maximum aggregate tax rate of approximately 31.5%, for taxable profit with surpass Euro 35 million. In the calculating of taxable income, to which is applied above mentioned tax rate, income and expenses not deductible for tax purposes are added to or deducted from the accounting results.

According to the applicable legislation, the tax statements are subject to revision and correction by the fiscal authorities during a period of four years (five for Social Security) except if there have been fiscal losses, or if fiscal benefits have been granted, or if audits, claims or impeachments are being performed, in which case, depending on the circumstances, those periods may be extended or suspended.

10. State and other public entities

On December 31, 2022 and 2021, the debtor and creditor balances in respect of State and Other Public Entities are as follows:

	2022		2021	
	Receivable	Payable	Receivable	Payable
Current taxes				
Operations in Portugal				
Value-added tax	-	10,433	-	7,197
Income taxes	-	29,938	3,506	30,018
Personnel income tax withholdings	-	19,971	-	27,979
Social Security Contributions	-	62,735	-	71,734
	-	123,076	3,506	136,927

As a tax loss was calculated for the years 2022 and 2021, the current tax above only reflects the autonomous taxation that is levied on expenses with light vehicles and representation expenses.

11. Shareholders' equity

11.1. Share Capital

As at December 31, 2022, the Company's share capital was fully paid and amounted to Euro 26,895,375 and was represented by 896,512,500 common shares with a nominal value of 3 cents of Euro each.

11.2. Own shares

As of December 31, 2022 and 2021, the detail of this caption is as follows:

	Euro	
	2022	2021
Shares held by PHAROL	164,809,193	164,809,193
	164,809,193	164,809,193

As of December 31, 2022 and 2021, PHAROL holds 74,689,552, corresponding to 8.33% of its share capital.

11.3. Legal reserve

Portuguese law establishes that at least 5% of each annual profit must be allocated to a legal reserve until this reserve equals the minimum requirement of 20% of share capital. This reserve is not available for distribution to shareholders but may be capitalized or used to absorb losses, once all other reserves and retained earnings have been exhausted.

As at December 31, 2022, the legal reserve was already fully incorporated in accordance with Portuguese law and amounted to Euro 6,773,139.00.

11.4. Other reserves

The composition and the movements effected in this item during the years of 2022 and 2021 are as follows:

	Euro			
	Free reserve	Reserves for treasury shares cancelled	Own shares	Total
Balance as at 31 December 2020	72,439,068	6,970,320	184,873,844	264,283,232
Transfer to reserves for use in own shares	20,064,651	-	(20,064,651)	-
Transfer to retained earnings	-	-	-	-
Balance as at 31 December 2021	92,503,718	6,970,320	164,809,194	264,283,232
Transfer to reserves for use in own shares	-	-	-	-
Transfer to retained earnings	(21,347,517)	-	-	(21,347,517)
Balance as at 31 December 2022	71,156,201	6,970,320	164,809,194	242,935,715

11.5. Adjustments to financial assets

During the fiscal years of 2022 and 2021 the movements under this item were as follows:

	Euro		
	Currency translation adjustments	Other changes in shareholders' equity	Total
Balance as at 31 December 2020	(135,587,303)	10,185,815	(92,122,395)
Equity method (Note 6)	340,866	(71,033,034)	(70,692,167)
Balance as at 31 December 2021	(135,246,437)	(60,847,219)	(162,814,562)
Equity method (Note 6)	(5,451,203)	(14,253,797)	(19,705,000)
Balance as at 31 December 2022	(140,697,640)	(75,101,016)	(182,519,562)

11.6. Application of earnings

Considering that in the year ended December 31, 2022 a negative result of Euros 2,509,260 was obtained, the Board of Directors of PHAROL proposes that it be transferred to the Company's Retained Earnings.

The negative result of Euros 2,355,645 obtained on 2021 was transferred to the Company's Retained Earnings.

12. Suppliers

The detail of this caption as at December 31, 2022 and 2021 is as follows:

	2022	Euro 2021
Suppliers	118,773	54,683
	118,773	54,683

13. Accrued expenses

The detail of this caption as at December 31, 2022 and 2021 is as follows:

	2022	Euro 2021
Supplies and external services	251,409	348,056
Vacation pay and bonuses	179,086	219,451
	430,495	567,507

14. Equity in earnings/(losses) of affiliated companies

The detail of this caption as at December 31, 2022 and 2021 is as follows:

	2022	Euro 2021
Gains and losses in affiliated companies - equity method	(126,596)	(242,861)
	(126,596)	(242,861)

a) See Note 6

15. Supplies and external services

The detail of this caption as at December 31, 2022 and 2021 is as follows:

	2022	Euro 2021
Specialized work	508,878	355,616
Insurance	298,982	285,144
Travel	18,051	4,948
Other	153,533	153,410
	979,444	799,118

In 2022, the increase in the supply of external services occurred mainly due to the increase in specialized work, a item where legal advisory fees for monitoring ongoing legal proceedings take on greater weight.

Regarding the fees of the auditors, BDO & Asociados, SROC, Lda., for the work for 2022, the amount was 38,100 euros, to which VAT is added to the legal rate.

16. Wages and salaries

The detail of this caption as at December 31, 2022 and 2021 is as follows:

	2022	Euro 2021
Fixed and variable remuneration	757,003	1,081,165
Social security	152,782	209,191
Other	28,394	45,487
	938,178	1,335,843

In 2022 and 2021, the average number of employees was 17 and 18 respectively.

In 2022, the reduction in the value of personnel costs is mainly due to the proposal of the Company's Social Bodies to reduce their salaries by about 20%.

17. Increases/(reductions) in fair value

This caption reflects the change in fair value of derivative financial instruments entered into by the Company and has the following composition in the years ended December 31, 2022 and 2021:

	2022	Euro 2021
Losses on non-current assets held for sale	(310,426)	-
	(310,426)	-

As of December 31, 2022, the investment portfolio started in August 2022 devaluation of 3.1% corresponding to approximately 310,000 euros (Note 7).

Regarding Rio Forte's Debt Instruments and considering the maintenance of the main valuation factors of its Assets, and, with no evolution in the amount of debts claimed, the expected recovery value of Rio Forte's nominal debt in December 2022 remained unchanged at 5.79% equivalent to 51.9 million Euros.

18. Net result per share

The net result per share for the years 2022 and 2021 was calculated as follows:

	2022	Euro 2021
Loss from continuing operations	(2,509,260)	(2,355,645)
Net loss considered in the computation of the diluted earnings per share	(2,509,260)	(2,355,645)
Weighted average common shares outstanding in the period	821,756,654	821,756,654
Basic and Diluted	(0.00)	(0.00)

19. Other accounts payable and Guarantees

PHAROL, after being the dominant company in the consolidated tax base of the PT Group, is currently still in dispute over a series of tax assessments from the years prior to 2014. In May 2014, and given the

business combination agreement entered into between PHAROL and Oi SA, all responsibilities inherent to these tax assessments were transferred to Oi's responsibility, with PHAROL being jointly and severally liable.

In this way, PHAROL currently has active Bank Guarantees (approximately 84.6 million Euros), Oi Guarantees (approximately 34.3 million Euros in a deposit into a guarantee account and a pledge contract on 644,019,090 common shares of Oi), and captive balances in balance to be able to deal with potential tax settlements from these processes (approximately 15.5 million Euros).

On the other hand, on December 31, 2022 and 2021, the Other Current Liabilities item includes the amount of tax authority reimbursements that may be used in potential settlements.

As of December 31, 2022 and 2021, the amount of Bank Guarantees has the following composition:

	2022	Euro 2021
Bank and other guarantees presented to the tax authorities	84,617,476	84,617,476
	84,617,476	84,617,476

The bank guarantees and other guarantees presented in favor of the tax authorities included 85 million euros as at 31 December 2022 and 2021, respectively, related to tax assessments received by PHAROL. The Company judicially challenged these assessments and, in accordance with Portuguese legislation, provided a guarantee, in order to avoid the initiation of an enforcement process which, in the absence of a guarantee or payment of the contested tax, would proceed until the attachment of sufficient assets to satisfy the tax paid. Portuguese law, although always allowing the challenge of taxes paid of its own motion by the tax administration, only suspends the enforcement process if the tax is paid or a guarantee is provided. The provision of guarantee thus avoids the payment of tax before the decision of the challenge or the attachment of assets in enforcement proceedings.

Part of the guarantees previously provided were canceled due to the length of time and forfeiture of the processes. Notwithstanding the expiry and consequent cancellation of part of the Guarantees, most of the tax proceedings remain in progress, with Oi still responsible for them and may amount to up to 390 million euros (according to the tax consultants, proceedings with a possible or probable risk of loss for PHAROL amount to approximately 36.1 million euros). Also within the scope of the agreements entered into, Oi is also obliged to replace the bank guarantees provided by PHAROL to the Tax Authority with guarantees provided by Oi. In cases in which this replacement is not possible, Oi undertakes to provide equivalent guarantees in favor of PHAROL.

As such, on December 31, 2020, a Pledge Agreement for Telemar Norte Leste shares was in force with a maximum amount up to the limit of potential existing liabilities.

Additionally, in January 2020, following the Private Transaction Instrument and Other Covenants, entered into between PHAROL and Oi, the latter, through PT Participações SGPS, SA, made a deposit in an escrow account in the amount of 34,340,803, 32 Euros, intended to guarantee PHAROL in case of eventual conviction in tax contingencies for which Oi is responsible.

In the course of 2021, and in view of the incorporation on May 3, 2021 of Telemar Norte Leste, Oi SA and Pharol, in order to maintain the counter-guarantees in force, reformulated the pledge agreement, which is now constituted on 644,019,090 common shares issued by Oi. If this amount is fully used in tax contingencies, Oi SA undertakes to reinforce the counter-guarantees in force.

20. Shareholders with qualified holdings

The Company believes that the disclosure of the outstanding debts and transactions performed with its main shareholders, notably those with a qualified holding of more than 2% in PHAROL's share capital and with all the entities reported by these shareholders as being their related parties. The tables below present the balances as at December 31, 2022 and 2021, and the transactions that took place in the fiscal years ending December 31, 2022 and 2021, between the PHAROL Group and these entities identified as shareholders with qualified holdings and their related parties:

	Euro	
	2022	2021
	Cash and bank deposits	
Shareholder		
Novo Banco	6,166,831	4,600,481
	6,166,831	4,600,481

	Euro			
	2022		2021	
	Costs and losses	Net interest income	Costs and losses	Net interest income
Shareholder				
Novo Banco	540	1,125	295	-
	540	1,125	295	-

21. Events occurring after the balance date

- Oi's stock price evolution between December 31, 2022, and February 24, 2023, can be found below:

	Reverse Split 10:1		
	31 dez 22	06 jan 23	24 fev 23
Oi ON share price (Reais)	0.17	1.60	2.01
Oi PN share price (Reais)	0.51	5.30	3.96
Exchange rate Real/Euro	5.6386	5.6034	5.4633
Oi ON share price (Euro)	0.03	0.29	0.37
Oi PN share price (Euros)	0.09	0.95	0.72

- On 2 March 2023 Oi reported that, together with its subsidiaries, it made the request for Judicial Recovery before its court as a matter of urgency.

03 QUALIFIED HOLDINGS

As at December 31, 2022, qualified holdings represented 19.56% of PHAROL share capital, as follows:

DATE OF INFORMATION	ENTITIES	NO. OF SHARES	% OF CAPITAL	% OF VOTING RIGHTS
31/05/2012	Oi S.A. – Under Judicial Recover*	89,651,205	10.00%	10.00%
	*Telemar Norte Leste S.A. was incorporated on May 3, 2021 into Oi S.A..			
	Total attributable	89,651,205	10.00%	10.00%
02/04/2018	Novo Banco S.A.	85,665,125	9.56%	9.56%
	Directly	85,665,125		
	Shares held by companies in a controlling or group relationship with Novo Banco, S.A.	916		
	Shares held by directors and members of the Corporate Bodies	595		
	Total attributable	85,666,636	9.56%	9.56%

04 INFORMATION TO BE PRESENTED UNDER THE TERMS OF THE ARTICLE 447 OF THE CODE FOR COMMERCIAL SOCIETIES

1. Number of shares and bonds issued by PHAROL and by companies that are in a controlling or group relationship held by the members of the management and supervisory bodies of PHAROL, as of December 31, 2022:

Board of Directors

- Luís Maria Viana Palha da Silva owns 200,000 shares of PHAROL. He was appointed for the Board of Directors of PHAROL on May 29, 2015.
- Ana Cristina Ferreira Dias, appointed by Novo Banco, S.A., to exercise the position in her own name, does not own any securities of PHAROL or of other companies that are in a controlling or group relationship with it. She was appointed director of PHAROL on April 30, 2021. She exercises management functions at Novo Banco, S.A..
- Avelino Cândido Rodrigues, appointed by Oi, S.A., to exercise the position in his own name, does not own any securities of PHAROL or other companies that are in a controlling or group relationship. He was appointed for the Board of Directors of PHAROL on February 8, 2019.
- Maria do Rosário Amado Pinto Correia owns 40 shares of PHAROL. She was co-opted for the Board of Directors of PHAROL on September 2, 2015.
- Maria Leonor Martins Ribeiro Modesto does not own any securities of PHAROL or other companies that are in a controlling or group relationship. She was appointed for the Board of Directors of PHAROL on September 7, 2018.
- Pedro Zañartu Gubert Morais Leitão does not own any securities of PHAROL or any other companies that are in a control or group relationship. He was appointed for the Board of Directors of PHAROL on May 29, 2015.

Fiscal Council

The fiscal council does not own any shares of PHAROL.

- José Eduardo Fragoso Tavares de Bettencourt
- Isabel Maria Beja Gonçalves Novo
- João Manuel Pisco de Castro
- Paulo Ribeiro da Silva

Managing-Director

The managing-director Luís Maria Viana Palha da Silva is also member of the Board of Directors.

Statutory Auditor (“ROC”)

The Statutory Auditor does not own any shares of PHAROL.

- Effective ROC - BDO & Associados - SROC, represented by Ana Gabriela Barata de Almeida
- Substitute ROC - António José Correia de Pina Fonseca

2. Transaction on shares and bonds issued by PHAROL, or by societies with which it has a controlling or group relationship, performed by members of the administrative and supervisory bodies of PHAROL:

11/Jan/2022 | Grupo Visabeira SGPS, SA informed that it sold on the stock exchange, a total of 780,000 shares, representing 0.0870% of the share capital and voting rights of PHAROL.

As a result of the sales, Grupo Visabeira SGPS, S.A. now holds 9,187,041 shares, representing 1.0248% of the share capital and voting rights of PHAROL. Also informed that the existing participations are considered attributable to Fernando Campos Nunes (NIF: 175776083).

PHAROL, SGPS S.A.



REPORT AND OPINION OF THE FISCAL COUNCIL

RELATEDÓRIO AND OPINION OF THE FISCAL COUNCIL

PHAROL, SGPS S.A.

**Exercise 2022
(individual accounts)**

Dear Shareholders of
PHAROL, SGPS S.A.

In compliance with article 420(1) (g) of the Code of Commercial Companies, we are responsible, as members of the Fiscal Council of "PHAROL, SGPS S.A." (from now on "PHAROL"), issue the annual report on our supervisory action as well as give an opinion on the management report, the individual financial statements and the proposal for the application of results submitted by the Board of The Ministering for the year ended 31 December 2022 and also our assessment of their legal certification of accounts and audit report issued by the audit firm.

I. Annual report of the activities of the Fiscal Council for the financial year 2022

In accordance with article 420(1) (g) of the Commercial Companies Code and article 8(1) (h) of the Rules of Procedure of the PHAROL Fiscal Council, this body submits the report on the supervisory action developed in fiscal year 2022.

1. The Fiscal Council regularly performed the functions of its competence, through regular meetings with those responsible for the relevant areas and also the information and further clarification obtained, including the presentation of the main trends and developments that have occurred in the development of PHAROL's management and activity.
2. The Fiscal Council shall also assess the financial information produced during the financial year 2022 and has carried out the analyses and verifications deemed appropriate and necessary.
3. The work of the Fiscal Council was always to comply with the matters legally established, to permanently monitor the activity of PHAROL, and to verify that the individual financial statements were prepared in accordance with the accounting framework in force.
4. During the year 2022, the Fiscal Council met eight times, having developed several actions of which highlight the following:
 - i) Monitoring the quality, integrity and effectiveness of internal control systems and risk management;
 - ii) Supervision of the preparation of and individual financial information;
 - iii) verification of the regularity of accounting records and the accuracy of individual reporting documents;

- iv) Assessment of accounting policies and value criteria adopted by PHAROL as to their adequacy and consistency, which aim to ensure the presentation of a true and appropriate picture of the financial position and results;
 - v) Verification of the compliance of individual financial statements with applicable legal requirements;
 - vi) Analysis of individual financial information disclosed.
5. Pursuant to the aforementioned agreement, which defines the rules and procedures to be adopted in the *Whistleblowing System*, the Fiscal Council became aware of the half-yearly reports of the activity developed by the Qualified Holdings Analysis Center, dated July 7, 2022 and January 12, 2023, and no Holdings were verified during the financial year 2022.
6. In compliance with article 249(1) - Law No. 50/2020 of August 7, the Fiscal Council gave its assent to the Service Order establishing the procedures applicable to transactions with related parties of 2020 in force. In 2022, no transaction with related parties was subject to the prior opinion of the Fiscal Council.
7. The Fiscal Council, in the context of its duties, exercised its powers in the supervision of the qualifications, independence and exercise of functions of the external auditor and statutory auditor, having also met regularly with it, which has always provided all the clarifications, technical and accounting, considered necessary.

It also took note of the results of the audit and external audit work on the individual financial statements for the year 2022, comprising the balance sheet, the increase of results, the increase of changes in equity, the demonstration of cash flows and their attachments.

The statutory auditor and external auditor followed the process of preparing PHAROL's individual financial statements, having made known to the Fiscal Council its conclusions and its agreement on the documents prepared by the Board of Directors.

Through the additional Responses to the Fiscal Council, the statutory auditor and external auditor communicated the relevant aspects of the work carried out and its conclusions.

The Fiscal Council took note of the legal certification of the accounts on the individual financial information for the financial year 2022, issued with a reservation and an emphasis, by the statutory auditor and external auditor, a document which deserves its agreement.

It is the understanding of the statutory auditor and external auditor that it consists of relevant audit matters:

- i) Measurement of investment in Oi, S.A.
- ii) Measurement of investment in debt securities issued by Rio Forte Investments, S.A.
- iii) Measurement of investment portfolios in financial assets

In this area, audit procedures and tests considered relevant in the circumstances were developed.

8. In the course of its powers, the Conselho Fiscal comprovor that the report of the Board of Directors refers to the relevant aspects of the activity during the year and is in agreement with the individual financial statements of the year.

II. Opinion of the Fiscal Council

Pursuant to and for the purposes of Article 29g(1)(c) of the Securities Code, each member of the Fiscal Council declares that, to the best of his knowledge:

- i) the management report, the annual accounts, the legal certification of the accounts, the audit report and other individual accountability documents for the financial year 2022 were drawn up in accordance with the applicable accounting standards, giving a true and appropriate picture of PHAROL's assets and liabilities, financial situation and results;
- ii) the management report faithfully sets out the evolution of PHAROL's business, performance and position and contains a description of the main risks and uncertainties that PHAROL faces in its business.

On the basis of the above report, the steps taken as well as the conclusions contained in the legal review of the accounts and audit report and the additional report to the supervisory body on individual financial information, and taking into account the information received from the Board of Directors, the services of PHAROL and the statutory auditor and external auditor, we express our agreement with the management report, the individual financial statements and the proposal to apply the individual net result for the financial year 2022, so we are of the opinion that nothing prevents its approval at the General Meeting.

Finally, the members of the Fiscal Council express to the Board of Directors, to the main responsible and other employees of PHAROL their recognition and gratitude for all the collaboration provided.

Lisbon, 2 March 2023

THE FISCAL COUNCIL

José Eduardo Fragoso Tavares de Bettencourt - President

Isabel Maria Beja Gonçalves New - Member

João Manuel Pisco de Castro - Vowel

PHAROL, SGPS S.A.



**STATUTORY AUDITORS' CERTIFICATION
AND AUDIT REPORT**

STATUTORY AUDITOR'S CERTIFICATION AND AUDIT REPORT

(Free translation from a report originally issued in Portuguese language. In case of doubt the Portuguese version will always prevail)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Qualified Opinion

We have audited the accompanying financial statements of Pharol, SGPS, SA (Pharol), which comprise the balance sheet as at December 31, 2022 (showing a total of 86 741 443 euro and a total net equity of 69 730 008 euro, including a net loss of 2 509 260 euro), the income statement, the statement of changes in equity and the statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the “Basis for qualified opinion” section of our report, the accompanying financial statements give a true and fair view, in all material respects, of the financial position of Pharol, SGPS, SA as at December 31, 2022, and of its financial performance and its cash flows for the year then ended in accordance with Accounting and Financial Reporting Standards adopted in Portugal under the Portuguese Accounting System.

Basis for qualified opinion

As mentioned in the Management Report and in notes 1 e), 2, 3.13 a) and 6 of the notes to the financial statements as at December 31, 2022, the Financial Investments - equity method of accounting include the indirect investment in Oi, SA, which, as a result of the sales of shares carried out in 2022 and the negative evolution of their share price, amounts to 4 million euros as at 31 December 2022 (38,6 million euros as at 31 December 2021), valued at market price, determined based on the closing price of the respective shares, with the changes in fair value recognized in equity. The Independent auditor's report on the individual and consolidated financial statements for the year ended December 31, 2021 of Oi, SA, dated May 4, 2022, included a “Material uncertainty related to the operational continuity” of Oi, SA. The review report of the new independent auditor, appointed in 2022, on the interim individual and consolidated financial statements for the period ended September 30, 2022 of Oi, SA, dated November 9, 2022, shows the following paragraph of the Emphasis titled “Going concern”: *“We draw attention to Note 1 to the parent company and consolidated interim accounting information has been prepared on the assumption of the normal continuity of the Company's business, observing the following main aspects: (i) compliance with the requirements, terms and conditions set forth in the Amended Judicial Reorganization Plan (“Amended PRJ”), as well as compliance with the requirements set forth in Law No. 11,101/2005; (ii) the successful implementation of the Company's strategic plan; (iii) the conclusion of the sale of Mobile Assets and InfraCo Isolated Productive Units (UPIs), which took place on April 20, 2022 and June 9,*

2022, respectively; and (iv) the execution of the instrument of renegotiation and transaction signed with ANATEL. The measures provided for in the Judicial Reorganization Plan aim to reverse the conditions that have been causing recurring losses to the Company, and the fact that the Company is in Judicial Reorganization, as well as the remaining uncertainties regarding the success in meeting the necessary requirements for the end of this process, indicate the existence of material uncertainty that may raise significant doubt as to the Company's ability to continue as a going concern." As disclosed in chapter 3 of the 2022 Consolidated Report and Accounts of the Pharol Group, SGPS, SA: (i) on December 15, 2022, it was pronounced the decision decreeing the end of the Judicial Reorganization of Oi and its wholly-owned, direct and indirect subsidiaries; and (ii) on March 1, 2023, Oi submitted a new request for urgent Judicial Reorganization, to the respective Court. Up to the present date, the individual and consolidated financial statements for the year ended December 31, 2022 of Oi, SA, nor the corresponding independent auditor's report, are yet available, a situation that limits the scope and depth of the audit. As presented in note 21 to the present financial statements, the listed market price of the ordinary shares of Oi, SA evolved from 0.17 reais (0.03 euros) as at December 31, 2022 to 2.01 reais (0.37 euros) as at February 24, 2023 (considering reverse split 10:1).

We conducted our audit in accordance with International Standards on Auditing (ISAs) and further technical and ethical standards and guidelines as issued by Ordem dos Revisores Oficiais de Contas (the Portuguese Institute of Statutory Auditors). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section below. We are independent of Pharol in accordance with the law and we have fulfilled other ethical requirements in accordance with the Ordem dos Revisores Oficiais de Contas code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of matter

The chapter 4 of the Consolidated Annual Report 2022 and the notes 2, 3 and 7 to the present financial statements and note 21 to the consolidated financial statements, disclose, on one hand, that the measurement of the debt securities issued by Rio Forte Investments, SA reflects the management's best estimate concerning the recoverable amount of those securities and, on the other hand, that Pharol was summoned by the curators of Espírito Santo International SA (ESI), in view of a possible cancellation of Notes' payments, made by ESI, during the month of January 2014. Pharol considers the probability, based on the alleged facts, of being convicted under the subpoenaed terms, to be highly remote, being the judicial process yet to be started until the present date. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section, we considered in the audit the following relevant matters:

Key audit matters	Synthesis of audit response
<i>Measurement of Oi, SA investment</i>	
<p>The indirect equity investment in Oi, SA (2,20%) is presented as financial assets measured by the market value.</p> <p>Oi, SA is a large entity with high public and media profile, being highly relevant to the Group financial statements. The judicial reorganization process in which Oi, SA had been involved since June 2016 was concluded in December 2022. However, on March 1, 2023, Oi presented a new request for judicial reorganization, on an urgent basis, with the respective Court.</p> <p>The respective financial statements are audited by other auditors.</p> <p>Related disclosures: Notes 1 e), 2, 3.13 a) and 6 to the present financial statements and Notes 2, 3, 12 and 17.5 to the consolidated financial statements.</p>	<p>The audit response involved, in synthesis, the performance of the following procedures:</p> <p>Confirmation of the shares held by the Group as at December 31, 2022, through the verification of the documentation from the custodian banks where these shares are deposited;</p> <p>Verification of the adequate form of classification and measurement of this investment, bearing in mind the provisions of the applicable IFRS;</p> <p>Obtaining and analysing the independent auditor's review report on the most recent available individual and consolidated financial statements (as at September 30, 2022) of Oi, SA;</p> <p>Analysis and validation of the calculations inherent to the measurement by market value;</p> <p>Evaluation of the reasonableness of the financial statements' disclosures.</p>

Key audit matters	Synthesis of audit response
<i>Measurement of the investment in debt securities issued by Rio Forte Investments, SA</i>	
<p>At March 30, 2015 the debt securities issued by Rio Forte Investments, SA (Rio Forte) were returned to Pharol, following the performance of the exchange contract signed on September 8, 2014 between Oi Group and Pharol.</p> <p>Rio Forte is under an insolvency process taking place in Luxembourg, with high public and media profile. This investment is relevant within the scope of Pharol financial statements and the respective measurement involves significant judgements.</p> <p>Related disclosures: Notes 2, 3 and 7 to the present financial statements and Note 21 to the consolidated financial statements.</p>	<p>The audit response involved, in synthesis, the performance of the following procedures:</p> <p>Analysis of the information present in the reports and announcements issued by the Rio Forte insolvency curators;</p> <p>Analysis of the judgements made by the management in determining the recoverable amount of the debt securities at December 31, 2022;</p> <p>Circularization of the banks where the debt securities are deposited;</p> <p>Monitoring of possible developments arising from an announcement issued by the insolvency curators of Espírito Santo International, SA issued in November 14, 2017 and the corresponding subpoena in the meanwhile received in 2019;</p> <p>Circularization of the lawyers that handle the insolvency process and analysis and appraisal of the respective response about the expected outcome for Pharol of the subpoena received from ESI referred before.</p> <p>Evaluation of the reasonableness of the financial statements' disclosures.</p>
<i>Measurement of investment portfolios in financial assets</i>	
<p>In August 2022, Pharol subscribed with a banking entity for two investment portfolios in financial assets managed by that banking entity and applied in accordance with previously defined criteria and limits, consisting mainly of groups of bond assets and shares of listed companies.</p> <p>These portfolios correspond to approximately 11% of Pharol, SGPS, SA assets as at December 31, 2022, and are measured at fair value, with fair value variations recognized in profit or loss (IFRS 9).</p> <p>The consideration of this matter as relevant for the audit is based on the materiality of the assets.</p> <p>Related Disclosures: Notes 3, 7 and 17 of the notes to these financial statements.</p>	<p>The audit response involved, in synthesis, the performance of the following procedures:</p> <p>Circularization of the bank that manages the investment portfolios;</p> <p>Obtaining and analysing the Portfolio Management Reports as at December 31, 2022;</p> <p>Confirmation of compliance by the banking entity with the criteria and limits previously defined by Pharol;</p> <p>Verification of the adequate form of classification and measurement of this investment, bearing in mind the provisions of the applicable IFRS;</p> <p>Substantive tests for validation, by sampling, of the portfolio assets valuation, based on their official quotations;</p> <p>Evaluation of the reasonableness of the financial statements' disclosures.</p>

Responsibilities of management and of the supervisory body for the financial statements

Management is responsible for:

- (i) the preparation of financial statements that give a true and fair view of the Pharol's financial position, financial performance and cash flows in accordance with Accounting and Financial Reporting Standards adopted in Portugal under the Portuguese Accounting System;
- (ii) preparation of the management report, the corporate governance report and remuneration report in accordance with the applicable laws and regulations;
- (iii) designing and maintaining an appropriate internal control system to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or to error;
- (iv) the adoption of accounting policies and principles appropriate in the circumstances; and
- (v) assessing Pharol's ability to continue as a going concern, and disclosing, as applicable, the matters that may cast significant doubt about Pharol's ability to continue as a going concern.

The supervisory body is responsible for overseeing Pharol's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our responsibility is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or to error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (i) identify and assess the risks of material misstatement of the financial statements, whether due to fraud or to error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- (ii) obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Pharol's internal control;
- (iii) evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- (iv) conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Pharol's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Pharol to cease to continue as a going concern;
- (v) evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- (vi) communicate with those charged with governance, including the supervisory body, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit;
- (vii) determine, from the matters communicated with those charged with governance, including the supervisory body, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes their public disclosure;
- (viii) declare to the supervisory body that we comply with the relevant ethical requirements regarding independence and communicate the supervisory body all relationships and other matters that may be perceived as threats to our independence and, where applicable, what measures have been taken to eliminate the threats or what safeguards are applied.

Our responsibility also includes the verification that the information contained in the management report is consistent with the financial statements, and the verification of the requirements as provided in numbers 4 and 5 of article 451.º of the Portuguese Companies' Code, as well as verification that the remuneration report has been presented.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

On the management report

Pursuant to article 451.º, n.º 3, al. (e) of the Portuguese Companies' Code, except for the possible effects of the matter described in the "Basis for qualified opinion" section of our report, it is our opinion that the management report was prepared in accordance with the applicable legal and regulatory requirements and the information contained therein is consistent with the audited financial statements and, having regard to our knowledge and assessment over Pharol, we have not identified any material misstatements.

On the corporate governance report

Complying with article 451.º, n.º 4, of the Portuguese Companies' Code, in our opinion, the corporate governance report includes the information required to Pharol to provide under article 29.º-H of the Securities Code, and we have not identified material misstatements on the information provided therein in compliance with paragraphs c), d), f), h), i) and l) of n.º 1 of that article.

On the remuneration report

Complying with article 26-G, no. 6, of the Securities Code, we inform that Pharol has included in a separate chapter, in its corporate governance report, the information specified in paragraph 2 of that article .

On the additional matters provided in article 10.º of Regulation (EU) n.º 537/2014

Pursuant to article 10.º of the Regulation (EU) n.º 537/2014 of the European Parliament and of the Council, of 16 April 2014, in addition to the key audit matters mentioned above, we also report the following:

- We were appointed as auditors of Pharol in the shareholders general assembly held on May 29, 2015 for a first mandate from 2015 to 2017. We were appointed for a second mandate, from 2018 to 2020, as auditors of Pharol in the shareholders general assembly held on May 25, 2018, and at the general shareholders' meeting held on April 30, 2021, for a third mandate from 2021 to 2023.
- Management has confirmed to us that they are not aware of any fraud or suspicion of fraud having occurred that has a material effect on the financial statements. In planning and executing our audit in accordance with ISAs we maintained professional scepticism, and we designed audit procedures to respond to the possibility of material misstatement in the financial statements due to fraud. As a result of our work we have not identified any material misstatement on the financial statements due to fraud.



- We confirm that our audit opinion issued is consistent with the additional report that we prepared and delivered to the supervisory body of Pharol on March 2, 2023.
- We declare that we have not provide any prohibited services as described in article 5.º, number 1, of the Regulation (EU) No 537/2014 of the European Parliament and of the Council, and we have remained independent of Pharol in conducting the audit.
- We inform that, in addition to the audit, we have not provided to Pharol and to the entities under its control any other services.

Lisbon, March 2, 2023

Ana Gabriela Barata de Almeida,
(ROC nº 1366, registered at the CMVM under no. 20160976)
as representative of BDO & Associados - SROC

Contacts

Investor Relations

Luís Sousa de Macedo

Investor Relations Director

Rua Gorgel do Amaral, nº4, CV Esq^a

1250-119 Lisboa,

Portugal

Tel: +351 21 269 7698

Fax: +351 21 269 7949

E-mail: ir@pharol.pt

Shareholders, investors, analysts and other interested parties should send their requests for information and clarifications (annual, half year, and quarter reports, press releases, etc.).

Website

All publications and communications, as well as information regarding the businesses performed by the Company, are available on PHAROL's Internet page, at the following address:

www.pharol.pt

Registered Office

Rua Gorgel do Amaral, nº4, CV Esq^a 1250-119 Lisboa, Portugal

Tel: +351 21 269 7690

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