



**Announcement** | Lisbon | 5 May 2022

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## Notice to the Market disclosed by Oi

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

### **PHAROL, SGPS S.A.**

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

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

Luis Sousa de Macedo  
Investor Relations Director  
ir@pharol.pt  
Tel.: +351 212 697 698  
Fax: +351 212 697 649

**pharol.pt**



**Oi S.A. – In Judicial Reorganization**  
Federal Taxpayers' Registry (CNPJ/ME) No. 76.535.764/0001-43  
Board of Trade (NIRE) No. 3330029520-8  
PUBLICLY-HELD COMPANY

## **CALL NOTICE**

### **EXTRAORDINARY GENERAL MEETING**

The Board of Directors of Oi S.A. – In Judicial Reorganization (“Company” or “Oi”) calls the Shareholders to attend the Extraordinary General Meeting to be held on June 06, 2022 (“EGM”), at 11 a.m, at the Company’s headquarters located at Rua do Lavradio No. 71, Centro, in the City of Rio de Janeiro, RJ, to deliberate on the following items:

#### **AT FIRST CALL:**

- (1) Examine, discuss and vote on the financial statements for the fiscal year ended on December 31, 2021;
- (2) Define allocation of the results of the fiscal year ended December 31, 2021;  
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#### **AT SECOND CALL:**

In view of not having reached the quorum for installation provided for in article 135 of Law No. 6,404/76 for item [5] of the Agenda of the Ordinary and Extraordinary General Meeting convened for April 29, 2022, at 11:00 am.:

- (3) Approve the amendment to the *caput* of article 5 of the Bylaws, to reflect the number of common shares issued within the scope of the capital increase, within the limit of authorized capital, approved by the Board of Directors on February 22, 2022.

#### **GENERAL INSTRUCTIONS**

1. The documentation and information relating to matters to be deliberated at the Meeting are available at the Company’s headquarters, in the Management's Proposal and in the Shareholders' Participation Manual, available on the

Company's Investors Relations page ([www.oi.com.br/ri](http://www.oi.com.br/ri)), as well as on the website of the Brazilian Securities Commission ["CVM"] website ([www.cvm.gov.br](http://www.cvm.gov.br)) pursuant to CVM Instruction 481/09, and on the B3 S.A. - Brasil, Bolsa, Balcão ["B3"] website (<http://www.b3.com.br/>).

2. Holders of preferred shares shall have the right to vote on all matters subject to deliberation and included on the Agenda of the EGM called herein, pursuant to Paragraph 3 of Article 12 of the Company's Bylaws and Paragraph 1 of Article 111 of Law No. 6,404, enacted on December 15, 1976 (the "Brazilian Corporation Law"), and shall always vote jointly with the common shares.
  
3. On March 25, 2022, the Company disclosed a Material Fact informing that mainly due to (i) the complexity of the segregation works for the three SPEs that comprise UPI Mobile Assets, including the need to prepare their financial statements as of February 2022 [base date]; (ii) the need to obtain opinions from independent auditors for the financial statements of the three SPEs that comprise UPI Mobile Assets; and (iii) the impacts caused by the sale of UPI Mobile Assets and the controlling stake of UPI InfraCo on the elaboration of the Company's financial statements, and, consequently, on the opinions to be issued by the independent auditors for Oi's financial statements, the Company would postpone the disclosure of its financial statements for the fiscal year 2021, in order to ensure the timely conclusion of these transactions and the proper disclosure of accurate, consistent, and complete information to the shareholders and the market. The Company's audited financial statements for the year 2021 were released on June 04, 2022.

#### **In-Person Participation**

4. Considering the COVID-19 [Coronavirus] pandemic, Oi will have limited staff and will adopt strict Public health measures, both to preserve the health of participants and mitigate the risks of transmission. Such measures will include, among others, holding the EGM in a large auditorium, adopting social distancing protocols and supplying disposable masks and hand sanitizers.
  
5. In order to expedite the registration process of the Shareholders, Shareholders attending the Meetings, either in person or by proxy, are asked to send scanned copies of the following documents in pdf format to the Company's email address, [invest@oi.net.br](mailto:invest@oi.net.br), by 6:00 p.m. on June 02, 2022. Alternatively, such documents may be delivered to the Company's headquarters, at Rua Humberto de Campos No. 425, 5th Floor, Leblon, in the City and State of Rio de Janeiro, from 9:00 a.m. to 12:00 p.m. or from 2:00 p.m. to 6:00 p.m., by June 02, 2022, in care of the Corporate Affairs and M&A Department (*Gerência Societário e M&A*):
  - (i) if the participant is a corporate entity, copies of the Articles of Incorporation, Bylaws or Articles of Association, minutes of the election of the Board of Directors (if any) and minutes of the election of the Board of Executive Officers, which reflects the election of the legal representative(s) who will be present at the Meetings;
  - (ii) if the participant is an individual, copies of the Shareholder's identification document and the Individual Taxpayer Registration Number [CPF]; and

(iii) if the participant is an investment fund, copies of the fund's organizational document [Regulamento] and the Bylaws or Articles of Incorporation of the Fund's manager, as well as minutes reflecting the election of the legal representative(s) who will be present at the meeting.

In addition to the documents mentioned in items (i), (ii) and (iii) above, in the event that a Shareholder is represented by a proxy, such Shareholder must also provide the respective power-of-attorney with special powers, as well as copies of the identity and election minutes of the legal representative(s) who signed the power-of-attorney proving the powers of representation, in addition to the and copies of the proxy's identification document and Individual Taxpayer Registration Number [CPF].

6. The Shareholders participating in the Fungible Custody of Registered Shares of the Stock Exchange who wish to attend the Meetings must submit a statement, issued by the relevant organ, demonstrating their ownership stake, no more than two (2) business days prior to the Meetings.
7. As an exception, Oi will not require compliance with formalities for signature certification, authenticated copies, apostille, and sworn translation of the abovementioned documentation.

## Remote Voting

8. Oi recommends and encourages its Shareholders to participate remotely in the EGM and exercise their right to vote on the resolutions included in the Agenda through the Remote Voting Bulletin, as made available by the Company on Oi's Investor Relations website and on the websites of the CVM and B3, together with the other documents to be discussed at the EGM, observing the guidelines contained in the Distance Voting Bulletin, in accordance with CVM Instruction 481/09, as amended.
9. The Shareholders may submit their Remote Voting Bulletin through their respective custody agents or directly to the Company.
10. In order to encourage this form of voting, the Shareholders who choose to submit their Remote Voting Bulletin directly to the Company, should forward such bulletings, in PDF format, by email to [invest@oi.net.br](mailto:invest@oi.net.br) by May 30, 2022. The document must be completed and duly signed and all relevant documentation that accompanies the Remote Voting Bulletin must be sent in PDF format. It is not be required to physically send originals and certified copies of the Remote Voting Bulletin and relevant documentation to the Company's address. The signature certification and authentication requirements have also been waived.
11. Oi will confirm receipt of the documents and inform the Shareholder, through the email address provided in the Remote Voting Bulletin, whether the submitted documents are sufficient for the vote to be considered valid or which procedures and deadlines are required for correction or resubmission, if applicable.

## Remote Participation of the Meeting

12. The Company will provide remote access to the EGM for Shareholders who wish to participate remotely. However, it will not be possible to give any opinions nor exercise voting rights through the remote follow-up system.
13. The Shareholders who wish to participate remotely in the EGM must request such access thus 11a.m -Brasília time, on June 03, 2022, by email to [invest@oi.net.br](mailto:invest@oi.net.br), with the following subject line: “EGM [AGE] – remote access”, stating the full name and Individual Taxpayer Registration Number [CPF] of the individual who will participate remotely in the EGM (the Shareholder, proxy or legal representative). In order for the request to be granted, the email must also include the documents set forth in the Shareholders’ Participation Manual for the EGM, disclosed on this date, in PDF format.
14. The Company will confirm receipt of the abovementioned documents and will send instructions for remote participation at the EGM by email to those Shareholders who have submitted their requests within the timeframe and in compliance with the conditions set forth above.
15. Remote participation at the EGM is intended exclusively for Oi Shareholders or their legal representatives. The access provided by the Company will not be transferable and shall not be given, forwarded or disclosed to any third party, regardless of whether such party is a Shareholder. Shareholders or their legal representatives who receive access are not allowed to record or reproduce, in whole or in part, the content or any information transmitted during the EGM.
16. Shareholders who follow the EGM remotely will not be considered as attending the EGM, unless they have cast their vote using a Remote Voting Bulletin.

Rio de Janeiro, May 05, 2022.

**Eleazar de Carvalho Filho**  
Chairman of the Board of Directors



**Oi S.A. – In Judicial Reorganization**

CNPJ/ME No. 76.535.764/0001-43

NIRE 33.3.0029520-8

Publicly-Held Company

**NOTICE TO SHAREHOLDERS**

**Oi S.A. – In Judicial Reorganization** ["Oi" or the "Company"], informs its Shareholders, pursuant to Article 133 of Law 6404/76, that are available at the Company's website [[www.oi.com.br/ri](http://www.oi.com.br/ri)], at the CVM's Sistema Empresas.NET [[www.cvm.gov.br](http://www.cvm.gov.br)] and B3 S.A. – Brasil, Bolsa, Balcão [[www.b3.com.br](http://www.b3.com.br)], as well as at the Company's headquarters, located at Rua do Lavradio nº 71, Centro, in the city and state of Rio de Janeiro, copy of the Company's financial statements for the fiscal year ended on December 31, 2021, including the Management Report, the Audit, Risks and Controls Committee Report, the opinion of the Fiscal Council and the opinion of independent auditors.

Rio de Janeiro, May 05, 2022.

**Oi S.A. – In Judicial Reorganization**

Cristiane Barretto Sales

Chief Financial Officer and Investor Relations Officer