

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

CNPJ/ME no. 76.535.764/0001-43

NIRE 33.30029520-8

PUBLICLY HELD COMPANY

**MINUTES OF THE ANNUAL AND EXTRAORDINARY MEETING**

(Drawn up in the form of a summary, in accordance with  
art. 130, par. 1, of Law No. 6.404/1976 and with art. 19, §1, of the Bylaws)

**1. Date, Time and Place:** On July 4, 2023, at 11:00 a.m., held exclusively digitally, pursuant to art. 5, par. 2, item I and art. 28, par. 2 and 3, of CVM Resolution No. 81, of March 29, 2022 ("CVM Resolution 81"), through the digital platform Ten Meetings ("Digital Platform"), being considered held at the headquarters of Oi S.A. – In Judicial Reorganization ("Oi" or "Company").

**2. Agenda:** Considering that the quorum provided for in articles 125 and 135 of Law 6,404/1976 was not reached for all the items of the Agenda of the Annual and Extraordinary General Meeting on first call, on June 22, 2023, at 2:30 p.m., to resolve on: **(i)** at the Annual General Meeting: (1) analysis of management accounts for the fiscal year ended on December 31, 2022; (2) examine, discuss and vote on the Financial Statements for the fiscal year ended on December 31, 2022; (3) define the allocation of the results of the fiscal year ended December 31, 2022; (4) define the amount of management's overall annual compensation; (5) elect members of Fiscal Council and their respective alternates; and (6) define the compensation for the Fiscal Council members and **(ii)** at the Extraordinary General Meeting: (7) approval of the amendment to the wording of item XVII of the sole paragraph of article 2 of the company's bylaws for greater detail and improvement of the description of activities already covered in its current corporate purpose.

**3. Call Notice:** Second Call Notice published in the *Valor Econômico* Newspaper – National Edition, in the editions of days June 24, 25 and 26, June 27, June 27 and 28, 2023, respectively on the pages C5; A7; and C3, in accordance with article 124, *heading* and par. 1, of the Brazilian Corporate Law, as well as on its website.

**3.1.** The documents and information related to the Agenda were made available to shareholders on the occasion of the second call of the Meeting, on June 26, 2023, in accordance with CVM Resolution 81.

**3.2.** It was recorded that, at the Company's Annual General Meeting held, on second call, on May 12, 2023 (May 12 AGM) the shareholders approved, by majority, the postponement of the items on the agenda of the May 12 AGM for after the disclosure of the Company's financial statements for the fiscal year ended on December 31, 2022 ("FS 2022"), which the postponement was informed in the Material Facts dated on March 16 and April 21, 2023. Considering that the FS 2022 were disclosed by the Company on May 22, 2023, the matters on the agenda of the May 12 AGM and the approval of the FS 2022 are being submitted to the resolution of the

shareholders at this Annual General Meeting, on second call.

**4. Attendance:** Shareholders representing 5.9% of the common shares, 15.9% of the preferred shares, and, therefore, 6.1% of the voting and total capital stock of the Company, Participated in the Meeting, through the Digital Platform or exercising their right to participate remotely, pursuant to article 121, sole paragraph, of the Brazilian Corporation Law and CVM Resolution 81, as verified (i) by the records made on the Digital Platform; and (ii) by the valid remote voting bulletins, received through the Central Depository of B3, by the bookkeeping bank or directly by the Company, pursuant to CVM Resolution 81, according to voting charts restated by the Company on June 30 and July 3, 2023. The following persons were also present, Mr. Rodrigo Modesto de Abreu, Chief Executive Officer, Mss. Cristiane Barretto Sales, Chief Financial Officer and Investor Relations Officer, Mr. Rogerio Takayanagi, Executive Officer, Mr. Thalles Eduardo Silva Gracelácio Paixão, Legal Officer, Mr. Marcos Mendes, People and Culture Officer, Mr. Ricardo Goulart, Compensation Officer, Mr. Luis Carlos da Costa Plaster, Investors Relations Officer, as well as Mss. Daniela Maluf Pfeiffer, representative of the Fiscal Council, Mr. Henrique Luz, Audit, Risk and Controls Committee Coordinator and Mss. Caren Henriete Macohin and Mrs. Henrique Aquim de Guedes Machado and Ricardo Ribeiro da Costa Junior, representatives of PriceWaterhouseCoopers Auditores Independentes Ltda.

**5. Board:** Once the legal quorum was verified, and in accordance with the provisions of article 15 of the Company's Bylaws, the Meeting was started by Mr. Eleazar de Carvalho Filho, Chairman of the Company's Board of Directors, who assumed the chairmanship and appointed Mr. Luiz Antonio de Sampaio Campos as Secretary.

**6. Resolutions:** Initially, the procedures relating to the Meeting were read and the consolidated summary voting map of the votes cast by means of remote voting ballots regarding the items on the Agenda was presented, considering the most recent shareholding positions contained in the Company's books, which was designed on the Digital Platform and made available to shareholders. Then, the Secretaries clarified that the preferred shares will have the right to vote on matters that will be resolved at the Meeting, pursuant to paragraph 3 of article 12 of the Company's Bylaws and paragraph 1 of article 111 of the Brazilian Corporate Law. It was also noted that, pursuant to Paragraph 1 of Article 19 of the Bylaws, the minutes will be drawn up in the form of a summary of the facts, including dissent and protests, and will contain only the transcription of the resolutions taken. Unanimously, the reading of the matters contained in the Agenda of this Meeting and related documents was waived.

At Annual General Meeting:

**6.1** Regarding **item (1)** of the Agenda, was approved, by majority, with no reservations, with 4,015,540 favorable votes, with 2,105,745 votes against, and the abstention by holders of 30,346,070 shares, including those legally impeded, the management accounts for the fiscal year ended on December 31, 2022.

**6.2** Regarding **item (2)** of the Agenda, after exam and considerations, was approved, by majority, with no reservations, with 3,588,035 favorable votes, with 2,090,554 votes against, and the abstention by holders of 30,788,766 shares, the Financial Statements for the fiscal year ended on December 31, 2022.

**6.3** Regarding **item (3)** of the Agenda, after considerations, was recorded, by majority, with 3,588,468 favorable votes, with 1,350,615 votes against, and the abstention by holders of 31,528,272 shares, the determination of loss in the fiscal year ended December 31, 2022, in the amount of BRL 19,268,496,355.58 (nineteen billion, two hundred and sixty-eight million, four hundred and ninety-six thousand, three hundred and fifty-five Brazilian reais and fifty-eight cents), and was approved the registration of this amount in the Company's Accumulated Losses.

**6.4** Regarding **item (4)** of the Agenda, was approved, by majority, with no reservations, with 2,746,570 favorable votes, with 1,992,217 votes against, and the abstention by holders of 31,728,568 shares, the management proposal to define the overall annual compensation of the Management for the 2023 fiscal year, as follows: (i) the overall annual compensation for the Company's **Board of Directors**, in the amount of up to BRL 6,107,172.00 (six million, one hundred and seven thousand, one hundred and seventy-two Brazilian reais); and (ii) the overall annual compensation for the Company's **Statutory Executive Board**, in the amount of up to BRL 24,181,910.00 (twenty-four million, one hundred and eighty-one thousand, nine hundred and ten Brazilian reais); all in accordance with the Management Proposal for this Meeting.

**6.5** Regarding **item (5)** of the Agenda, initially, it was recorded that preferred shareholders, namely Victor Adler and VIC Distribuidora de Títulos e Valores Mobiliários S.A., requested a separate election for the effective and alternate members of the Fiscal Council, pursuant to article 161, paragraph 4 (a), of Brazilian Corporate Law, as the Notice to Shareholders disclosed on March 23, 2023, having been nominated by these shareholders, as a candidate as member of the Fiscal Council, Ms. **Cristiane do Amaral Mendonça**; and, as her alternate member, Mr. **Eduardo Ramos da Silva**. After the matter was put into a vote, the following nominated and her respective alternate were elected to the Fiscal Council at separate voting, with 1,241,769 favorable votes of preferred shares, with 23,430 votes against, and the abstention by holders of 1,210,424 preferred shares, for a term of office until the Annual General Meeting to be held in 2024: Ms. **Cristiane do Amaral Mendonça**, Brazilian citizen, single, accountant, holder of the identification document no. 12160820-2, issued by IFP/RJ, inscribed in the roll of individual taxpayers (CPF/ME) under number 088.727.147-29, with address at Rua Feliciano Pena nº 538B, Vila da Penha, Rio de Janeiro - RJ, as an effective member of the Fiscal Council, and Mr. **Eduardo Ramos da Silva**, Brazilian citizen, married, accountant, holder of the identification document no. 121.783/O-8, issued by CRC-RJ, inscribed in the roll of individual taxpayers (CPF/MF) under number 108.286.867-18, with address at Av. Olof Palme, 505 Bloco 1000, apto. 408 – Camorim, Rio de Janeiro – CEP 22783-119, as her respective alternate. The elected members declare that they have no legal impediments or restrictions to be vested in their offices.

**6.5.1** Moving on to the majority election of the Fiscal Council, was approved, with 3.414.027 favorable votes, with 898.281 votes against, and the abstention by holders of 30.953.047 shares, the election of the following appointed candidates and their respective alternates for the Fiscal Council, for a term of office until the Annual General Meeting to be held in 2024: (1) as effective member, Mr. **Pedro Wagner Pereira Coelho**, Brazilian citizen, married, administrator, holder of the identification document no. 54.440.419-1, issued by SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 258.318.957-34, with business address at Av. das Nações Unidas, 13.797, Bloco III – 15<sup>th</sup> floor, Vl. Gertrudes, São Paulo – SP, CEP.: 04794-000, and, as his alternate, Mr. **José Octavio Vianello de Mello**, Brazilian citizen, married, accountant, holder of the identification document no. 10591051-7, issued by IFP, inscribed in the roll of individual taxpayers (CPF/MF) under number 019.234.188-07, with business address Alameda Campinas, 457, 14th floor, São Paulo – SP, CEP: 01404-902; (2) as effective member, Mr. **Alvaro Bandeira**, Brazilian citizen, divorced, economist, holder of the identification document no. 00122119105, issued by CNH, inscribed in the roll of individual taxpayers (CPF/MF) under number 266.839.707-34, with address at Rua Paulo Assis Ribeiro, 125, cobertura 02, Barra da Tijuca, Rio de Janeiro – RJ, CEP: 22621-210, and, as his alternate, Mr. **William da Cruz Leal**, Brazilian citizen, divorced, consultant, holder of the identification document no. 13.184.281-7, inscribed in the roll of individual taxpayers (CPF/MF) under number 245.579.516-00, with business address at Estrada de Camorim, 205, Bloco 6, Apto 208, Jacarepaguá, Rio de Janeiro – RJ; and (3) as effective member, Ms. **Daniela Maluf Pfeiffer**, Brazilian citizen, divorced, business administrator, holder of the identification document no. 08046911-7, issued by Detran-RJ, inscribed in the roll of individual taxpayers (CPF/MF) under number 018.613.777-03, with business address at Rua Saturnino de Brito, nº 190, Lagoa, Rio de Janeiro – RJ, CEP: 22470-030, and, as her alternate, Mr. **Marco Antonio Mayer Foletto**, Brazilian citizen, married, accountant, holder of the identification document no. 6034755841, issued by Instituto Geral de Perícia-RS, inscribed in the roll of individual taxpayers (CPF/MF) under number 480.083.380-91, with business address at Rua José Costa de Medeiros, 1.852, sala 202, Centro, Gravataí – RS, CEP: 94010210. The elected members declare that they have no legal impediments or restrictions to be vested in their offices.

**6.6** Regarding **item (6)** of the Agenda, was approved, by majority, with 3,245,137 favorable votes, with 1,042,095 votes against, and the abstention by holders of [=]32,180,123 shares, the management proposal to define the compensation for the Fiscal Council members in the amount of BRL 852,000.00 (eight hundred and fifty-two thousand Brazilian reais), which corresponds to the minimum amount provided for in the third paragraph of article 162 of the Brazilian Corporate Law.

At Extraordinary General Meeting:

**6.7** Regarding **item (6)** of the Agenda, was approved, by majority, with 4,033,091 favorable votes, with 552,663 votes against, and the abstention by holders of 31,881,601 shares, the amendment of item XVII of the sole paragraph of article 2 of the Company's Bylaws, for greater detail and improvement of the description of activities already covered by the Company's corporate purpose. Due to the approval of the matter, item XVII of the sole paragraph of article 2 of the Company's Bylaws will become effective with the following wording:

*“Article 2 - The object of the Company is to offer telecommunications services, in any of its categories, and to perform all activities required or useful for the delivery of these services, in accordance with concessions, authorizations and permits granted thereto.*

*Sole Paragraph - In connection with achieving of its object, the Company may include goods and rights of third parties in its assets, as well as:*

*(...)*

*XVII. provide intermediation, billing and collection services against its customers and those of third parties;”*

**7. Contrary Votes, Voting Manifestations and Abstentions:** The contrary votes, vote manifestations and abstentions received by the Board were recorded, and will be filed with the Company.

**8. Closing:** There being no further business to discuss, these minutes were drawn up, which were signed by the Chairman and the Secretary of the Meeting, as authorized by the regulations of the applicable Securities and Exchange Commission.

Rio de Janeiro, July 4, 2023.

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

**Luiz Antonio de Sampaio Campos**  
Board Secretary

**Shareholders present via the Digital Platform:**

CARLOS EDUARDO RIBEIRO DO VALLE; CLAYTON COLOMBO; DANUZA GONÇALVES GOMES DA COSTA; DAVI FERREIRA DE MENEZES; EDUARDO REIBSCHEID; FERNANDO ROBERTO DE OLIVEIRA; GEIS CIPRIANO DE SOUZA;

ISMAIL ABEDE; JHONALD ANTONIO HERNANDEZ GONZALEZ; JOVENALDO VOLPONI SUAVE; LEONARDO CORREA CAVALCANTI DURÃES; PABLO SAMAGAIO DA SILVA; WELISON GERALDO DA SILVA; THE BANK OF NEW YORK; VANECK VECTORS BRAZIL SMALL-CAP ETF (P.P CHRISTIANO MARQUES DE GODOY); FUNDAÇÃO ATLÂNTICO DE SEGURIDADE SOCIAL (P.P. PAULO OSCAR IGLESIAS CHERMONT DE MIRANDA); BRATEL S.À.R.L. (P.P VICTOR GUITA CAMPINHO)

**Shareholders attending through the distance voting bulletins:**

ANDRE FERNANDES COLLINI; CARLOS ALBERTO MATTOS SALIBA; CLAUDIO MACIEL ORNELES DOS SANTOS; DIVINO ADOLFO RIBEIRO; FORD MOTOR CO DEFINED BENEF MASTER TRUST; THIAGO MELO BRAGA; VICTOR ADLER.