

EXTRAORDINARY GENERAL MEETING

MANUAL FOR PARTICIPATION AND MANAGEMENT PROPOSAL




March 06, 2023
RIO DE JANEIRO



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1. MESSAGE FROM THE MANAGEMENT

DEAR SHAREHOLDERS,

In compliance with the request made by the shareholders Tempo Capital Principal Fundo de Investimento em Ações, Victor Adler and VIC DTVM S/A ("Shareholder Request"), pursuant to article 123 of Law 6,404/1976 and as established by art. 2 of CVM Resolution 70/2022, the Company's Board of Directors approved the calling of an EGM, to be held on first call on March 06, 2023, at 2:30 pm ("EGM"), 100% digitally, through the digital platform Ten Meetings ("Digital Platform"), as detailed in the Call Notice and throughout this Manual.

The following matters will be deliberated at the EGM: (i) the amendment of Article 22 of the Company's Bylaws, so that the Board of Directors will be composed of between seven (7) and nine (9) full members; (ii) the dismissal of the Company's Board of Directors; (iii) in case of approval of item (2) above, the setting of the number of members of the Board of Directors at nine (9) members; and (iv) in case of approval of item (2) above, the election of the members of the Board of Directors, with a term of office of two (2) years as from the election.

As informed by the Company in the Material Fact of January 26, 2023, the shareholders that requested the EGM did not provide all the documents required to call the EGM, such as, for example, the details of the proposal about the matters indicated in items (ii) and (iv) above, nor the names, qualifications and other information required regarding the members that they intend to appoint to the Board of Directors, as well as the documents specified in the Company's Bylaws and in CVM Resolution 81/22, neither of these documents were delivered until the EGM was called or this Shareholders' Participation Manual/Management Proposal was disclosed.

In this regard, considering the applicable rules of Law no. 6. 404/76 and the Brazilian Securities and Exchange Commission, which require that the call for the EGM must present all the necessary information for the regular exercise of voting rights, especially those provided for in the annexes of CVM Resolution 81; and also considering that the Company is going through a particularly challenging moment, making it extremely relevant to continue with the transformation process being implemented by the current management; the Board of Directors has approved a proposal for the slate for the Board of Directors in case of approval of the dismissal of the current Board by the EGM, which will be detailed throughout this manual.

Oi is facing important challenges, such as the development and growth of its core businesses, especially its fiber optics operation, the leading access provider in several Brazilian states, and the offer of connectivity and ICT services to the B2B market through Oi Soluções; the completion of its organizational transformation and the readjustment of its cost structure; as well as the settlement of operational and regulatory liabilities of the fixed telephony concession and its legacy operations. In addition, in order to ensure its sustainability in the short and medium terms, the Company continues to take the necessary steps to adjust and optimize its capital structure.

Therefore, the management understands that the proposed dismissal of the Board of Directors is not in the best interest of the Company and its shareholders, given that the continuity of the ongoing Transformation Process is crucial for the achievement of the Company's objectives.



We thank you for the support you have placed in Oi and its Management, and we reaffirm our intention to continue to work within high ethical standards, with integrity, and in accordance with the principles of transparency, fairness, accountability and corporate responsibility.

Finally, we would like to emphasize that in order to facilitate the investors' understanding of the matters to be deliberated, we have maintained the format of a single document containing the information in the Shareholders' Participation Manual, additional explanations about the matters to be voted on, and the Management Proposal.

Sincerely,

RODRIGO MODESTO DE ABREU
Chief Executive Officer

ELEAZAR DE CARVALHO FILHO
Chairman of the Board of Directors

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2. INVITATION

EXTRAORDINARY GENERAL MEETING OF OI S.A. - IN JUDICIAL REORGANIZATION

INFORMATION ABOUT THE MEETING

DATE



March 06,2023

TIME



2:30 p.m

LINK



<https://www.tenmeetings.com.br/assembleia/portal/?id=9841AE339754>

BACK





3. PROCEDURES, GUIDELINES, DEADLINES AND POWER OF ATTORNEY

3.1 PARTICIPATION MODALITIES

Oi's Shareholders may exercise their voting right at the EGM via Distance Voting Bulletin ("BVD") or via Digital Platform.

3.2 BVD: GUIDELINES FOR SUBMISSION

The Shareholders who wish to participate in the EGM may exercise their voting right on the resolutions included in the Agenda by sending a BVD, provided by the Company on its Investor Relations website, as well as on the CVM and B3 websites, along with the other documents to be discussed at the EGM, pursuant to the instructions set forth in the BVD, in accordance with CVM Resolution No. 81 of March 29, 2022 ("CVM Resolution 81"), as amended.

The Shareholders who chooses to exercise their voting right via BVD may send the respective BVD: (i) to an authorized service providers; or (ii) directly to the Company; according to instructions below:

3.2.A SENDING THE BVD THROUGH SERVICE PROVIDERS

The Shareholders who chooses to exercise their voting right through BVD by delivering them to the authorized service providers may send them to Banco do Brasil S.A., the bookkeeper of the shares issued by the Company, or to their respective custody agent, in case of a Shareholder who holds shares deposited in a central depository, in compliance with the rules determined by them, and for such purpose, the Shareholder should verify the procedures established by the central depository, as well as the documents and information required by them for such purpose.

As determined by CVM Resolution No. 81, the Central Depository of B3, upon receiving remote voting instructions from Shareholders through their respective custody agents, shall disregard any divergent instructions regarding the same resolution that may have been issued by the same registration number in the CPF or National Registry of Legal Entities ("CNPJ"), as the case may be.

3.2.B THE SHAREHOLDER SENDS THE BVD DIRECTLY TO THE COMPANY:

Shareholders who choose to exercise their voting right, using the BVD, must forward all documents listed below, into pdf format directly to the Company by **February 27, 2023**, to the electronic address invest@oi.net.br or deliver them by that date to the Company's Investor Relations Office, addressed to Rua Humberto de Campos, 425, 7º andar, Leblon, CEP 22430-190, Rio de Janeiro/RJ, Brazil.

- (i) BVD, duly completed, initialed, and signed; and
- (ii) Copy of the following documents:
 - (a) For individuals, a valid official identity document with photo and Shareholder's taxpayer identification number (CPF).



- (b) For legal entities: (i) latest consolidated Bylaws or Articles of Incorporation (as the case may be), accompanied by any subsequent amendments that have not been consolidated; (ii) corporate documents evidencing Shareholder's valid representation authority; and (iii) valid official identity document with photo and taxpayer identification number (CPF) of Shareholder's legal representative.
- (c) For investment funds: (i) latest restated Regulations of the Investment Fund, and any subsequent amendments thereto which have not been restated; (ii) latest Bylaws or restated Articles of Incorporation or Association (as applicable) of the administrator or manager (as applicable, subject to the investment fund's voting policy), and any subsequent amendments thereto which have not been restated; (iii) corporate documents evidencing the valid representation authority of the administrator or manager and the Shareholder (as applicable); and (iv) valid official identity document with photo and CPF of the administrator's legal representative or manager (as applicable) and Shareholder.

The Company requests that documents originally issued in a foreign language be accompanied by the respective translation into Portuguese.

In order to facilitate the participation of the Shareholders in the Meeting, the Company will waive the formalities of signature certification, authentication, apostille, and sworn translation of said documentation.

The BVD, accompanied by the required documentation, will only be considered valid if duly received by the Company until to February 27, 2023. **Bulletins received by the Company after this time limit will be not be considered.**

Pursuant to Article 46 of CVM Resolution 81, the Company will notify the Shareholder by the email address informed in the BVD, whether the documents received are sufficient for the vote to be considered valid, or the procedures and time limits for any rectification or resubmission, if necessary.

Shareholders participating in the fungible custody of B3 shares who choose to exercise their remote voting rights by sending the BVD directly to the Company will also submit an updated statement of their shareholding position issued by the custodian institution (notably, the statement issued by B3). In addition, without affecting the verifications of participation that the Company usually performs, according to the updated records of participation of its shareholder base available to the Company, the Shareholder must inform the Company, by e-mail to: invest@oi.net.br, regarding any movement with the shares held by the Shareholder between the statement date and the date of the Meeting, and evidence of such movements.

For additional information on the procedures required for distance voting, please see Subsection 12.2 of our Reference Form.



3.3 DIGITAL MEETING

The Company's decision to hold the EGM exclusively digitally aims to facilitate the participation of Shareholders and other parties involved in the conduction of the EGM.

Therefore, it will not be possible to attend the EGM physically, as it will be held exclusively digitally.

Shareholders may attend the EGM in person or through an duly appointed proxy pursuant to Article 28, paragraphs 2 and 3 of CVM Resolution No 81, in which case the Shareholders may: (i) simply attend the EGM, whether or not they have sent the BVD; or (ii) attend and vote at the EGM, noting that, if the Shareholder has already sent the BVD and wishes to vote via Digital Platform, all voting instructions received through BVD will be disregarded.

The electronic participation system to be provided by the Company will allow registered shareholders to attend, manifest, and vote at the EGM without being physically present, pursuant to the provisions established in CVM Resolution No 81.

3.3.A REQUIRED DOCUMENTATION

Shareholders or their proxies who wish to participate in the EGM shall access the specific website for the meeting, at <https://www.tenmeetings.com.br/assembleia/portal/?id=9841AE339754>, fill the registration form and attach all required documents to qualify them to attend and/or vote in the EGM, as detailed below, by March 04, 2023 ("Accreditation").

The following documents shall be required for Accreditation of the Shareholders:

- (i) **for Legal Entities:** copies of the Articles of Incorporation or Bylaws or Articles of Association, minutes of the election of the Board of Directors (if any) and minutes of the election of the Executive Officers that include the election of the legal representative(s) attending the Meeting;
- (ii) **for Individual:** copies of identity document and CPF of the Shareholder; and
- (iii) **for Investment Funds:** copies of the regulations of the Fund and copies of the Bylaws or Articles of Incorporation of the Fund's manager, as well as minutes of election of the legal representative(s) attending the Meeting.

In addition to the documents indicated in (i), (ii) and (iii), as the case may be, when the Shareholder is represented by an attorney-in-fact, they shall send, together with said documents, the respective power of attorney, with special powers, as well as copies of the ID(s) and minutes of election of the legal representative(s) who signed the power of attorney, proving the representation powers, in addition to the ID and CPF of the proxy in attendance.

In the case of proxies, they must register with their data at <https://www.tenmeetings.com.br/assembleia/portal/?id=9841AE339754> and, after receiving an e-mail confirming their registration, they shall, through the link sent to the email informed, indicate the shareholder(s) they will represent and attach the respective documents proving their capacity as shareholder(s) and proxy, under the aforementioned terms. The proxy will receive an individual email on the status of the Accreditation of each shareholder registered in his/her records and will provide, if necessary, additional documents. Any proxy that represents more than one shareholder may only vote at the EGM for the shareholders whose Accreditation has been confirmed by the Company.



The Shareholder participating in Fungible Custody of the Registered Shares of Stock Exchanges who wish to attend the EGM shall submit a statement issued up to two (2) business days prior to the Accreditation through the Digital Platform, containing their respective share interest, provided by the custodian agency.

Foreign Shareholders must send the same documents as the Brazilian Shareholders, except that the documents must be translated into Portuguese before being sent through the Digital Platform.

Oi will not require compliance with formalities of notarization, authentication, apostille and sworn translation of said documentation.

In case of American Depositary Receipts (“ADRs”) holders, the financial institution depositary of the ADRs in the United States is the Bank of New York Mellon, shall send the proxies to the ADR holders so they can exercise their voting rights, and be represented at the EGM, pursuant to the Deposit Agreement entered into with the Company, through its representative in Brazil, Banco Itaú Unibanco.

3.3.B ACCREDITATION CONFIRMATION

After sending all documents required for registration, as indicated above, the shareholder or proxy, as the case may be, will receive confirmation of the Accreditation to attend the EGM. Pursuant to Article 6, paragraph 3, of CVM Resolution No 81, the access to the Digital Platform shall not be allowed to Shareholders that do not submit the requirement documents within the terms established herein and as detailed in this "Participation Manual and Management Proposal".

In the case of incomplete documentation, the shareholder shall complete the documentation at the same address <https://www.tenmeetings.com.br/assembleia/portal/?id=9841AE339754>, no later than by March 04, 2023.

In case the Accredited Shareholder does not receive the Accreditation Confirmation, they shall send an email to invest@oi.net.br, up to three (3) hours in advance of the start time of the EGM.

3.3.C ACCESS TO THE DIGITAL MEETING

Access to the EGM shall be limited to the Shareholders, their representatives or proxies, as the case may be, who have applied for Accreditation within the term and in the form indicated in this “Participation Manual and Management Proposal” (“Accredited Shareholders”) and who enter the digital platform up to the opening of the meeting. The Company warns that shareholders who have not registered (“Accredited Shareholder”) by March 03, 2023 will not be qualified to participate in the EGM.

Accredited Shareholders or their proxies shall commit themselves: (i) not to transfer or disclose, in whole or in part, the individual registration to any third party, shareholder or not, the registration being non-transferable; and (ii) not to record or reproduce, in whole or in part, nor transfer, to any third party, shareholder or not, the content or any information transmitted by electronic means during the holding of the EGM.

We emphasize that the use of the Digital Platform is compatible with tablets and smartphones, but the access by videoconference shall be preferably be done through Google Chrome or Microsoft Edge browsers, noting that the IOS System Safari browser and the Mozilla Firefox browser are not



compatible with Ten Meetings digital platform. In addition, it is recommended that the shareholder disconnect any VPN or platform that may use its camera before accessing the Digital Platform.

Registration of the attendance of the Accredited Shareholder or its proxies via electronic system shall only be possible upon accessing it via link, according to the instructions and at the times indicated herein.

The Company strongly recommends that Accredited Shareholders (i) carry out tests and familiarize themselves in advance with the Digital Platform to avoid the incompatibility of their electronic equipment with the Digital Platform and other problems with the use thereof on the day of the EGM; and (ii) access the Digital Platform at least thirty (30) minutes before the schedule time for the EGM to begin, i.e. by 10:30 a.m., in order to avoid any operational problems.

3.3.D ATTENDANCE AT THE DIGITAL MEETING

Accredited Shareholders who attend the EGM shall be deemed to be present, to be entitled to exercise their respective voting rights, and sign the respective minutes, pursuant to Article 47, item III, and paragraph 1 of CVM Resolution No 81. Shareholders who have already sent the BVD, may also, if they wish, register to attend the EGM through the Digital Platform, provided that they do so in the form and within the term described in this Manual/Management Proposal, case in which such shareholder may: (i) simply attend the EGM, whether the Shareholders have sent in the BVD or not; or (ii) attend and vote at the EGM, observing that, with regard to the shareholder that has already sent in the BVD and that, if they wish, vote at the EGM, all voting instructions received through the BVD shall be disregarded.

The Digital Platform meets the requirements set forth in Article 28, paragraph 1 and items I through III of CVM Resolution No 81, namely: (i) the possibility of simultaneous manifest and access documents presented during the EGM which were not previously provided; (ii) the full recording of the EGM by the Company; and (iii) the possibility of communication among the attending shareholders; and (iv) to ensure record of the shareholders' attendance and the respective votes.

Accredited Shareholders who log in using the electronic system hereby authorize the Company to use any information included in the EGM's recording to: (i) record the possibility of manifestation and visualization of documents presented during the EGM; (ii) record the authenticity and security of communications during the EGM; (iii) record attendance and votes rendered by the attending shareholders; (iv) comply with legal orders from competent authorities; and (v) defend the Company, its administrators and hired third parties, in any judicial, arbitration, regulatory or administrative instance.

Accredited Shareholder who wishes to express his/her opinion on a specific matter of the EGM's Agenda must use the chat of the Digital Platform to register such request, so that, the floor will be given by the presiding board to the Accredited Shareholder, upon opening his audio output. In order to assure the EGM's proper course, a maximum time limit may be established for each attending shareholder.

Any statements made in writing, submitted to the EGM's presiding board through e-mail invest@oi.net.br until the end of the EGM, by any Accredited Shareholder or their proxies shall be attached to the respective minutes, if expressly request.



Shareholders who wish to take the floor to express their opinion on any matter not related to the EGM's agenda should use the usual communication channels of the Company, through the Investor Relations area.

The Company shall not be held responsible for any connection problems that Accredited Shareholders may experience or for any other situations beyond the control of the Company, such as unstable Internet connection or incompatibility of the Digital Platform with the Accredited Shareholder's equipment.

In order to assist the Accredited Shareholders, remote technical support shall be provided and the Accredited Shareholders shall be provided with basic instructions for accessing the EGM through the Digital Platform.

3.4 QUESTIONS

If you have any questions regarding the procedures and time limits above, please contact Company's Investor Relations Office at: invest@oi.net.br.

3.5 POWER OF ATTORNEY

[SHAREHOLDER], [IDENTIFICATION] ("Grantor"), hereby appoints and constitutes Mr. [NAME], [CITIZENSHIP], [MARITAL STATUS], [PROFESSION], with identity Card N. [], registered in the individual Taxpayer Register (CPF/MF) under N. [], resident and domiciled in the City of [], State of [], at [ADDRESS], ("Grantee") to represent Grantor, in its capacity as shareholder of Oi S.A. – In Judicial Reorganization (the "Company"), in the Company's Extraordinary General Meetings to be held, exclusively digitally, pursuant to articles 5, §2, I and 28, paragraphs 2 and 3, all of the Resolution of the Brazilian Securities and Exchange Commission ("CVM") No. 81, of March 29, 2022 ("CVM Resolution 81") at first call on March 06, 2023, at 2:30 p.m. (respectively "Meetings" or "General Meetings"), and, if necessary, on second call, on a date to be informed timely to whom powers are hereby granted to attend the General Meetings and vote on behalf of the Grantor, jointly or individually, irrespective of the order of nomination, in accordance with the voting instructions established below

1. Amendment of Article 22 of the Company's Bylaws so that the number of members of the Board of Directors is reduced between 7 (seven) up to 9 (nine) full members:

APPROVE () DISAPPROVE () ABSTAIN ()

2. Dismissal of the Company's Board of Directors:

APPROVE () DISAPPROVE () ABSTAIN ()

3. In case of approval of item (2) above, the setting of the number of members of the Board of Directors in 9 (nine) members:

A APPROVE () DISAPPROVE () ABSTAIN ()

4. In case of approval of item (2) above, the election of the members appointed by management to the Board of Directors, with a unified mandate of 2 (two) years from the election:

APPROVE () DISAPPROVE () ABSTAIN ()

MONTH, DATE YEAR
GRANTOR BY: SIGNATURE / TITLE





4. MATTERS TO BE RESOLVED

In compliance with the request of the shareholders Tempo Capital Principal Fundo de Investimento em Ações, Victor Adler and VIC DTVM S/A, the Company's management, pursuant to article 123 of Law 6,404/1976 and as established in article 2 of CVM Resolution 70/2022, called on Oi's Shareholders to meet in an Extraordinary General Meeting ("EGM") to resolve on the following matters:

- (1) Amendment of Article 22 of the Company's Bylaws so that the number of members of the Board of Directors is reduced between 7 (seven) up to 9 (nine) full members;
- (2) Dismissal of the Company's Board of Directors;
- (3) In case of approval of item (2) above, the setting of the number of members of the Board of Directors in 9 (nine) members; and
- (4) In case of approval of item (2) above, the election of the members of the Board of Directors, with a unified mandate of 2 (two years) from the election;

Given that the matters to be resolved at the EGM are all connected and result from a single request made by certain shareholders of the Company, for the EGM to be installed, the presence of shareholders representing at least two-thirds (2/3) of the Company's voting capital stock will be necessary, pursuant to art. 135, caput, of Law 6,404/76, the quorum required for the resolution of the matter contained in item (1) of the Agenda, which consists of amending the Company's Bylaws.

In case such quorum is not met, the Company will release a new Call Notice to hold the EGM on second call, in which the EGM will be installed with the presence of any number of Shareholders.

(1) Amendment of Article 22 of the Company's Bylaws so that the number of members of the Board of Directors is reduced between 7 (seven) up to 9 (nine) full members:

If this matter is approved, the Board of Directors shall be composed of a minimum of seven (7) members and a maximum of nine (9) members, and the General Meeting that elects the Board shall be responsible for setting the number of members for the respective term of office.

The Company's management clarifies that studies and evaluations were already being carried out with the purpose of proposing, at the time of the 2023 Annual Shareholders' Meeting, an amendment to the Bylaws to reduce the number of members of the Board of Directors, considering that the Board of Directors is currently composed of nine (9) members.

Despite the fact that the members of Oi's Board of Directors have been involved in a large number of functions in recent years, this has led to a very high amount of work and meetings, which is much higher than at companies that are not undergoing complex restructuring processes or changes in their business model, and although the perspectives are not of a decrease of the volume of work in a near future, the Board of Directors has already been working with 9 members and the administration



understands that the alteration of the Articles of Association to foresee a variable and smaller number of members, which today is of 11 (eleven) effective members, is in line with the challenges of organizational transformation and readjustment of the Company's cost structure.

Annexes I and II of this Manual for Management Participation and Proposal contain the origin and justification for the proposed changes in the Bylaws, as well as the comparative version of the Bylaws, with the proposed modification, as presented by the shareholders who requested the call for the EGM.

(2) Dismissal of the Company's Board of Directors:

The shareholders that requested the call for the EGM justify the request for dismissal of the Board of Directors alleging that the Company has experienced a change in its shareholder base and highlight their concern that the current Board of Directors no longer has the necessary representativity to conduct negotiations on behalf of the Company.

The management recommends that the shareholders reject the proposal to remove the members of the Board of Directors presented by these shareholders, as it believes that the continuity of the Transformation Process still in course is crucial to achieve the Company's goals.

Oi is facing important challenges, such as the development and growth of its core businesses, especially its fiber optics operation, the leading access provider in several Brazilian states, and the offer of connectivity and ICT services to the B2B market through Oi Soluções; the completion of its organizational transformation and the readjustment of its cost structure; as well as the settlement of operational and regulatory liabilities of the fixed telephony concession and its legacy operations. In addition, in order to ensure its sustainability in the short and medium terms, the Company continues to take the necessary steps to adjust and optimize its capital structure.

The maintenance of the current management is, in the opinion of the directors, necessary in order to make it possible to continue with all the processes that are still in progress and which conclusion will be in the best interest of the Company and its shareholders.

(3) In case of approval of item (2) above, the setting of the number of members of the Board of Directors in 9 (nine) members:

In case of approval of item (2) above, the Company's management submits to the shareholders the proposal to set the number of members of the Board of Directors at 9 (nine) members for the next 2-year term.

The Board of Directors temporarily consists of nine (9) members and, in the Board's opinion, this number of positions on the Board of Directors seems adequate for the amount of work the Board has been dealing with and will need to deal with in the near future as it conducts complex renegotiation processes with creditors, debt restructuring, changes in business model, as well as continuing to accelerate the growth of its operations at the same time.



(4) In case of approval of item (2) above, the election of the members of the Board of Directors, with a unified mandate of 2 (two years) from the election:

In case of approval of the dismissal of the members of the Board of Directors, the General Meeting must elect new members to compose the Board, for a unified term of office of two (2) years, as provided in the Bylaws.

The management hereby informs that, even after the requests made by the Company, the shareholders that requested the call for this EGM did not provide the names, qualifications and other required information regarding the members they intend to appoint to the Board of Directors in case of approval of the dismissal of the Board of Directors.

Nevertheless, considering the applicable rules of Law 6.404/76 and the Brazilian Securities and Exchange Commission's applicable rules, which establish that the call for the EGM must contain all the necessary information for the regular exercise of voting rights, especially those provided for in the attachments to CVM Resolution No. 81; and also, considering that the Company is going through a challenging period, making it extremely relevant to continue the transformation process that has been implemented by the current management, the Board of Directors approved the proposal of a slate composed of nine (9) members to represent the Company's Board of Directors in case of approval of the dismissal of the current Board by the EGM.

The slate proposed by the Board of Directors is composed of the following names: (i) Eleazar de Carvalho Filho; (ii) Marcos Grodetzky; (iii) Claudia Quintella Woods; (iv) Henrique Luz; (v) Maria Helena dos Santos Fernandes de Santana; (vi) Paulino do Rego Barros Jr; (vii) Armando Lins Netto; (viii) Mateus Affonso Bandeira; e (ix) Rodrigo Modesto de Abreu.

The slate that the Company's management presents for approval considers the contributions made by its members to the Company and the experience that these individuals already have in managing and conducting the Company's business, in addition to reflect the skills and profiles considered necessary by the management for the proper conduct of the Company's strategies and plans over the next two years, in light of its various challenges.

The proposed slate includes the maintenance of 8 (eight) of the Company's current board members. According to the management's evaluation, the current Board of Directors works in an adequate manner, having a very effective dynamic and is composed of people with complementary profiles and experiences, who are of a great use to the Company at this moment and shall also be useful in the next 2 years. Therefore, in the view of the management, it is positive that this good dynamic and effectiveness continue to exist, given the significant challenges that Oi still faces in the short and medium terms.

The appointment of Mr. Rodrigo Modesto de Abreu, the Company's current Chief Executive Officer, to the slate considers not only that the Board may benefit from the experience and qualification that the Chief Executive Officer possesses in leading the issues that are the object of the Company's Transformation Process, but also aims at contributing to the dynamics of exchanges, discussions and alignments between the Company's Executive Officers and Board of Directors.

Notwithstanding possible positive points that the renewal may bring to the operation of a group such as the Board of Directors, we understand that the continuity of management is necessary for the Company to have the stability that is indispensable for it to be successful in its short and medium-term challenges.









Furthermore, the group of current board members that compose the slate proposed by the administration represents the commitment to support the execution of the Strategic Transformation Plan, until its complete implementation.

Finally, we inform that if one or more members nominated to compose the slate cease to be part of it between the date of this proposal and the date of the EGM, shareholders may continue to vote for the members nominated. **Item 6** of the BVD for the EGM allows shareholders to choose to continue to vote in favor of the remaining members of the slate included in this proposal, even if one or more members withdraw.

CANDIDATES FOR THE MANAGEMENT BOARD

The following chart summarizes the main experiences and competencies of the candidates.

The presentation in chart format does not include all the qualifications of each candidate, which are presented in more detail in the individual biographies that follow, but highlights those considered most relevant to their position on the Company's board and to the complementary profile composition of the group.

	 REESTRUCTURING	 TELECOM	 FINANCE AND M&A	 RETAIL/CUSTOMER/PRODUCT	 DIGITAL	 AUDIT AND CORPORATE GOVERNANCE
ARMANDO LINS NETTO Independente Idade: 54				✓	✓	
CLAUDIA QUINTELLA WOODS Independente Idade: 47				✓	✓	
ELEAZAR DE CARVALHO FILHO Independente Idade: 65	✓		✓			
HENRIQUE JOSÉ FERNANDO LUZ Independente Idade: 67						✓
MARCOS GRODETZKY Independente Idade: 66	✓	✓	✓			
MARIA HELENA DOS SANTOS FERNANDES DE SANTANA Independente Idade: 63						✓
MATEUS AFFONSO BANDEIRA Independente Idade: 53			✓			✓
PAULINO DO REGO BARROS JR Independente Idade: 66		✓				
RODRIGO MODESTO DE ABREU Idade: 53	✓	✓	✓		✓	



We present below, in alphabetical order, detailed information regarding the qualifications and experience of each of the candidates. Eight of the nine nominees meet the definition of independent Director, in addition to complying with the requirements set forth in Oi's Bylaws.



ARMANDO LINS NETTO

Independent Member

Idade: 54



Skills, Knowledge and Education:

Vast experience in technology, strategy, sales, and business transformation and repositioning to accelerate growth and profitability. He has a bachelor's degree in Mechanical Engineering from the Federal University of Para (UFPA), with Master's Degree in Mechanical Engineering from State University of Campinas (UNICAMP) and PhD in Mechanical Engineering from Berkeley California University (UCB).



Current work experience

He is member of Oi's Board of Directors, as well as member of the CARC and Coordinator of the CITD. He has been CEO of several businesses of the American fintech Fleetcor in Brazil since June 2014, including the automatic payment company Sem Parar and other payment companies.



Prior work experience:

Between 2006 and 2014 he worked at TIVIT, a Brazilian multinational digital services company, and was responsible for business and technology services from December 2010 until May 2014. Before that, he was Director of Unisys banking services from 2004 to 2006, and consultant at McKinsey & Company in the São Paulo and London offices from 1999 to 2004.



Qualifications to be a Board member:

He contributed to the Board with his experience in transformation and repositioning processes, with knowledge in areas of great relevance to Nova Oi, such as strategy, technology, innovation, digital transformation, product development and customer relations. His contribution is likely to be even more relevant over the next two years.



CLAUDIA QUINTELLA WOODS

Independent Member

Idade: 47



Skills, Knowledge and Education:

She has experience in strategic planning, marketing and sales, and proven expertise in digital and multinational start-ups. She holds a Bachelor of Arts degree from Bowdoin College, with a double major in Environmental Science and Spanish and a secondary major in Economics. She holds a Masters in Business Administration from COPPEAD Institute at the Federal University of Rio de Janeiro (UFRJ) and a specialization course on Building Ventures in Latin America from Harvard Business School.



Current work experience:

Member of the Board of Directors of Oi S.A., and member of CARC and CITD. She has been CEO of We Work LATAM since 2021.



Prior work experience:

She was Director of Retail at Banco Original and Executive Superintendent of Digital Channels (Corporate and Retail) at the same bank. She has held the positions of Chief Executive Officer of Webmotors.com, Chief Marketing and Digital Products Officer of Walmart.com, Chief Executive Officer of Netmovies, Chief Marketing and Intelligence Officer for Latin America at Clickon, General Manager of Predicta, Senior Product Manager at L'Oréal Brazil, Relationship Marketing Manager at Ibest Company, Senior Consultant at Kaiser Associates and Director at Uber Brasil.



Qualifications to be a Board member:

Claudia brought to Oi's Board in 2020/2021 her experience and leadership in innovative environments with profound knowledge in digital marketing, digital products, and technology in both start-ups and large enterprises. This knowledge and contributions, particularly in her participation in the Innovation and Digital Transformation Committee, will be even more essential to Oi's success in the upcoming years.



ELEAZAR DE CARVALHO FILHO

Independent Member

Idade: 65



Skills, Knowledge and Education:

Vast experience as a board member of large listed companies in Brazil and abroad. Long history of teamwork and team leadership. Graduated in Economics from New York University with a Masters in International Relations from The Johns Hopkins University.



Current work experience:

He is chairman of the Board of Directors of Oi. He is a founding partner of Virtus BR Partners - an independent financial consulting firm - and of Sinfonia Capital. Eleazar is currently a director at Brookfield Renewable Corporation, TechnipFMC plc and the Brazilian Distribution Company (Group Pão de Açúcar/Cnova N.V.). He is also the president of the Brazilian Symphony Orchestra Foundation's curator council



Prior work experience:

He was partner and CEO of Unibanco Banco de Investimentos. President of BNDES and CEO of UBS Brazil. Previously, Eleazar was responsible for the corporate finance division of Banco Garantia in the Rio de Janeiro office, director and treasurer of Alcoa Alumínio, and director of the international area of Crefisul (Citigroup) and was a member of the boards of Brookfield Renewable Partners L.P, Tele Norte Leste Participações, Petrobras, Companhia Vale do Rio Doce, Eletrobrás, Alpargatas, among others, and was also Chairman of BHP Billiton Brazil



Qualifications to be a Board member:

Mr. Eleazar serves on 4 boards of directors of publicly held companies, including Oi. His vast corporate experience as an executive, consultant and board member, including of global companies, gives him the benefit of expertise in complex strategic decisions, finance, M&A and restructuring, in addition to a broad network of contacts in the public and private sectors. He coordinates and actively participates in collegial discussions demonstrating resilience and dedication to the company's results.



HENRIQUE JOSÉ FERNANDES LUZ

Independent Member

Idade: 67



Skills, Knowledge and Education:

Large experience in accounting, finance and auditing. Graduated in Accounting Science from the Faculdade de Ciências Políticas e Econômicas do Rio de Janeiro (Conjunto Universitário Candido Mendes), he attended several courses and executive programs at Harvard, Darden, London (Ontario) Business School, Universidad de Buenos Aires and Singularity University. Academician, holder of Chair 59 of the Brazilian Academy of Accounting Science.



Current work experience:

He is Chairman of the Board of Celleria Farmacêutica and Vice-Chairman of the Board of the Museu de Arte Moderna de São Paulo, in addition to being a member of the Boards of Burger King do Brasil, Grupo Maringá, IRB Re, Sírio Libanês Hospital, Dorina Nowill Foundation for the Blind, IBGC - Brazilian Corporate Governance Institute and Oi S.A. and coordinator of CARC and member of CGNG. He is also member of the Brazilian Academy of Accounting, Chair 59.



Prior work experience:

He was partner and member of the executive leadership committee at PwC – PricewaterhouseCoopers, in a career of 43 years until 2018.



Qualifications to be a Board member:

He serves on 3 Boards of Directors of publicly-held companies, including Oi. His profound and broad experience in risk and internal controls, accounting, finance, auditing and corporate governance has strengthened Oi's decisions and evolution in these important disciplines in recent years. His contribution will remain essential to Oi during the ongoing reconfiguration of the company's business



MARCOS GRODETZKY

Independent Member

Idade: 66



Skills, Knowledge and Education:

Vast experience in the financial sector, especially in restructuring and buy-sell of assets and strategic planning. Extensive experience as a board member of large listed companies in Brazil and abroad. Graduated in Economics from the Federal University of Rio de Janeiro with specialization in the Senior Management Program of INSEAD /FDC.



Current work experience:

He is founding partner of Mediator Assessoria Empresarial Ltda., a company that provides mediation services between companies and shareholders and strategic and financial consulting services. Vice-Chairman of the Board of Directors of Oi S.A., and member of CARC and CGNG. He is also Chairman of the Boards of Directors of Zamp S.A. (Burger King) and Banco BS2, and is an independent member of the Board of Directors of Celleria Farma S.A.



Prior work experience:

He was an alternative member of the Board of Directors of Oi S.A. from September 2015 to July 2016 and an effective member from July 2016 to September 2016. He was CEO of DGB S.A., a logistics holding company of Grupo Abril S.A. and parent company of Dinap, Magazine Express, Fernando Chinaglia, Treelog and Total Express and Vice-President of Finance and Investor Relations of Telemar/Oi, Aracruz Celulose/Fibria and Cielo S.A.. For 25 years he worked in the Corporate, Investment Banking and International areas of Citibank, Nacional, Unibanco, Safra and HSBC



Qualifications to be a Board member:

He is member of 4 boards of directors of publicly-held companies, including Oi. His relevant experience in finance and his deep knowledge of the Company and the industry, in addition to his relevant contributions in the areas of people and compensation, have been extremely useful to the Board and management, acting as a reference point and as a counterpoint and challenge. His clarity in understanding the challenges of building the New Oi continues to be essential in this new stage



MARIA HELENA DOS SANTOS FERNANDES DE SANTANA Independent Member

Idade: 63



Skills, Knowledge and Education:

Extensive domestic and international experience in corporate governance, auditing, accounting, regulation and self-regulation of the capital markets. Holds a degree in Economics from the University of São Paulo.



Current Work Experience:

She is a member of the Board of Directors of Oi S.A., coordinator of the CGNG and member of CARC. She is also a member of the Board of Directors and Chairman of the audit committee of CI&T Inc. and a member of the Board of Directors of Itau Unibanco Holding and Fortbrás Autopeças S.A., as well as member of the Audit Committee of both companies.



Prior Work Experience:

She was member of the Board of Directors of XP Inc., and Chairman of the Audit Committee. She was trustee of the International Financial Reporting Standards Foundation, from 2014 to 2019; member of the Board of Directors of Bolsas y Mercados Españoles - BME, manager of Spanish stock markets, from 2016 to 2020; member of the audit committee of Itau Unibanco Holding S.A., a financial services company, from 2014 to 2020; member of the Board of Directors of Cia Brasileira de Distribuição, a retail company, from 2013 to 2017; member of the Board of Directors of Totvs S.A., an information technology company, from 2013 to 2017; member of the Board of Directors of CPFL Energia S.A., a company in the energy sector, from 2013 to 2015. She was Chairman, between 2007 and 2012, and Director, between 2006 and 2007, of the Brazilian Securities and Exchange Commission. She was Chairman of the Executive Committee of IOSCO - International Organization of Securities Commissions between 2011 and 2012. She represented CVM at the Financial Stability Board - FSB between 2009 and 2012. She worked at B3 from 1994 to 2006, and since 2000 she has been responsible for supervising listed companies, attracting new companies and implementing Novo Mercado. She was also vice-president of the board of IBGC between 2004 and 2006.



Qualifications to be a Board member:

She is member of 3 boards of directors of publicly-held companies, including Oi. Her experience in governance, compliance and risk management has contributed significantly to the evolution of the Company's governance and conduct culture, policies and practices. Her contribution continues to be necessary so that this evolution can continue and reach the required levels of excellence.



MATEUS AFFONSO BANDEIRA

Independent Member

Idade: 53



Skills, Knowledge and Education:

He has experience in restructuring, finance, M&A, Corporate Governance and Auditing. Graduated in Computer Science from the Catholic University of Pelotas, with specialization in Corporate Finance and Management from FGV and Federal University of Rio Grande do Sul. He holds an MBA from Wharton School, University of Pennsylvania and specialization for CEOs (OPM) from Harvard Business School.



Current Work Experience:

He is member of the Board of Directors of Vibra Energia since September 2019 and Intelbras since March 2022, as well as Marcopolo since March 2022. He is also a member of 4 boards of directors of publicly-held companies, including Oi, where he is a member of Oi's CGNG and CTEI.



Prior Work Experience:

Between 2011 and 2017, he was the Managing Partner and CEO of FALCONI - Consultores de Resultado. He was a member of the Boards of Directors of Banco Pan (2011 to 2018), PDG Realty (2012 to 2016), Terra Santa Agro (2016 to 2018) and Hospital Moinhos de Vento (since 2017). He was a member of the Deliberative Council of Fundação Estudar between 2012 and 2017. In addition, he was CEO of Banrisul and IR Director (2010 to 2011) and member of the CdA (2008 to 2011), Director/Sub Secretary of the Treasury of RS (2007 to 2008), Secretary of Planning and Management of RS (2008 to 2010). He has also worked in the Federal Senate (2006), in the Treasury Office (2004 to 2006) and in the Treasury Secretary of RS (1993 to 1999).



Qualifications to be a Board member:

He is member of 4 boards of directors of publicly-held companies, including Oi. With extensive experience in finance, restructuring, planning and management, Mr. Mateus has made significant contributions to the direction and monitoring of the execution of the Company's Transformation Plan. His knowledge and contributions, in particular his participation in the CGNG and CTEI, will be even more essential to Oi's success in the upcoming years.



PAULINO DO REGO BARROS JR

Independent Member

Idade: 66



Skills, Knowledge and Education:

He has extensive experience in the Telecom industry, in the course of an executive career in top management of companies in Brazil and abroad. He has degrees in mechanical and electrical engineering from the School of Industrial Engineering and the São José dos Campos School of Engineering in São Paulo, and a master's degree in business administration (MBA) from Washington University in St. Louis.



Current Work Experience:

He is member of the Board of Directors of Oi S.A., coordinator of the CTEI and member of the CITD. He has been a member of the Board of Directors of Boa Vista Serviços (BOAS3.SA) since the IPO process that occurred in October 2020, as well as Coordinator of the Strategy, Operational Execution and Financial Risks Committee of VHL. He chairs PB & C - Global Investments (LLC), an international consulting and investment firm, which he founded in 2008.



Prior Work Experience:

He worked at Equifax Inc. from 2010 to 2018, and from September 2017 to April 2018, in Atlanta as Interim CEO. The Company is a global leader in technology and information solutions, operating in 24 countries with 10,000 employees. He led the business in the Asia Pacific region in 2017 and from 2015 to 2017, he led U.S. Information Solutions (USIS), Equifax's largest unit. From 2010 to 2015, he led the international business unit responsible for Latin America, Europe, Asia-Pacific and Canada. From January 2007 until November 2008, he was Head of Global Operations at AT&T. He held various executive positions at BellSouth Corporation from 2000 to 2007 and Corporate Product Director, President of BellSouth Latin America, Regional Corporate VP Latin America, as well as Director of Planning and Operations at BellSouth International. From 1996 to 2000 he worked at Motorola, Inc., as Corporate Vice President, General Manager - Latin America Group, Corporate VP and General Manager of Market Operations - Americas, for the mobile telephony business unit. He held positions at The NutraSweet Company and Monsanto Company in the US and Latin America. Between 2012 and 2015 he served on the Advisory Board of Cingular Wireless, Converged Services Group, Alianza - BellSouth Corporation Latino Association - Chairman, NII Holdings (NASDAQ: NIHD) - Advisor and member of the Risk Committee, and between 2018 and 2020 he served on the Crisis Response Advisory Board of McKinsey & Company, Inc. from 2006 to 2010 he served on the Audit and Finance Committee of Westminster Schools and the Red Cross (Red Cross), Georgia-US chapter between 2005 and 2008, both non-profits.



Qualifications to be a Board member:

He is member of 2 boards of directors of publicly-held companies, including Oi. With extensive experience in the Telecom sector in senior management positions in Brazil, Latin America and the United States. Paulino has been determinant in directing and following up the execution of the Transformation Plan.



RODRIGO MODESTO DE ABREU

Idade: 53



Skills, Knowledge and Education:

Broad experience in leadership, management, strategy and transformation processes and business restructuring with the purpose of accelerating growth and profitability. Graduated in Electrical Engineering from Universidade Estadual de Campinas in 1991, with an MBA in General Management from Stanford Graduate School of Business in 2000.



Current Work Experience:

He is Chief Executive Officer of the Company since January 2020 and member of the Board of Directors of V.tal - Rede Neutra de Telecomunicações S.A. since June 2022. He is also member of the Advisory Board of NC Group (EMS Farmacêutica), where he leads the Digital Acceleration Committee.



Prior Work Experience:

He was CEO of Quod - Gestora de Inteligência de Crédito S.A., a database management company focused on the Cadastro Positivo, created by the five largest Brazilian banks. He also worked as managing partner of Giau Consultoria Empresarial Ltda., a business management consulting company; board member of Vogel Soluções em Telecomunicações e Informática S.A., a fiber optic telecommunications services operator; and CEO of TIM Participações S.A. (a publicly-held company, where he was also member of the Board of Directors) and TIM Celular S.A. He also served as CEO of Cisco Systems do Brasil, an information technology company, and General Manager of Cisco Systems for North Latin America and the Caribbean; President of Nortel Networks do Brasil, a telecommunications equipment company; and CEO of Promon Tecnologia Ltda. He joined Oi in 2018 as a member of the Board of Directors. Subsequently, in September 2019, he was elected Chief Operating Officer.



Qualifications to be a Board member:

He has vast experience in the Telecom Industry in senior management positions and with profound strategic and technical knowledge of the industry's value chain. In addition to leading the Company's transformation process, he has extensive experience in finance, M&A and restructuring of large companies. His ability to integrate the strategic plan with the execution of Nova Oi's cultural transformation will continue to be essential in this new phase.

Finally, we clarify that, although the election of the Board of Directors occurs in the slate of members format, under the terms of Article 25 of the Bylaws, shareholders are allowed to request the adoption of the multiple vote process, provided that they represent at least 5% of the Company's voting capital and submit the request to the Company up to 48 hours before the EGM.

The multiple vote process attributes to each share as many votes as there are positions to be filled on the Board of Directors (9 members, if item (3) of the Agenda is approved), and guarantees the shareholder the right to cumulate the votes in a single candidate or distribute them among several, at his discretion.

If the multiple vote election process is adopted, the election is conducted through the individual distribution of votes to the candidates running for election and no longer by voting for a slate. The individual distribution of votes is then collected and counted at the meeting itself, and the candidates with the most votes are elected.

BVD offers alternatives for shareholders to vote both for the slate of members nominated by management and for the individual members nominated, in case of adoption of the multiple vote process.

The **item 7** of the BVD requires the shareholder to authorize that his votes, in the event of adoption of the multiple vote process, be redistributed proportionally among the names that compose the slate he supports. And the **item 8** allows the shareholder to allocate his votes to the nominated members, at his criteria.



In case the multiple vote is adopted for this election of the Board of Directors, the Company's management proposes that the votes be distributed proportionally, in equal percentages, among the members that make up the slate now submitted.

In addition, in case of election of a member to the Board of Directors by the holders of preferred shares through a separate vote, as provided in the Bylaws, Mr. Rodrigo Modesto de Abreu manifested that he will no longer be part of the slate proposed by the management, so that the slate in question will have 8 (eight) members, which would be, in this case, the number of positions in dispute.

Furthermore, should one or more members withdraw from the slate, the Company's management proposes that the votes be maintained for the remaining members of the slate, i.e., that the votes be distributed proportionally, in equal percentages, among the other members of the slate that remain as candidates to the Board.

The management recommends, finally, that if a shareholder wishes to keep his or her votes in the slate of members proposed by the management in the event that up to three (3) members cease to be part of it, the shareholder must expressly manifest this interest by voting in the corresponding field of the Remote Voting Bulletin.

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5. CALL NOTICE



Oi S.A. – In Judicial Reorganization
Federal Taxpayers' (CNPJ/ME) No. 76.535.764/0001-43
Board of Trade (NIRE) No. 33 3 0029520-8
Publicly-held Company

CALL NOTICE EXTRAORDINARY SHAREHOLDERS' MEETING

In compliance with the request made by the shareholders Tempo Capital Principal Fundo de Investimento em Ações, Victor Adler and VIC DTVM S/A, pursuant to art. 123 of Law No. 6,404/1976 and as determined by art. 2 of CVM Resolution No. 70/2022, the Board of Directors of Oi S.A. – In Judicial Reorganization (the “Company”) calls the Shareholders to meet at an Extraordinary General Meeting (“EGM”) to be held, on first call, on March 06, 2023, at 2:30 pm., exclusively digitally, pursuant to Article 5, paragraph 2, item I and of Article 28, paragraphs 2 and 3 of CVM Resolution No. 81 of March 29, 2022 (“CVM Resolution 81”), by means of the digital platform Ten Meetings (“Digital Platform”), to deliberate on the following items:

- (1) Amendment of Article 22 of the Company's Bylaws so that the number of members of the Board of Directors is reduced between 7 (seven) up to 9 (nine) full members;
- (2) Dismissal of the Company's Board of Directors;
- (3) In case of approval of item (2) above, the setting of the number of members of the Board of Directors in 9 (nine) members; and
- [4] In case of approval of item (2) above, the election of the members of the Board of Directors, with a unified mandate of 2 (two years) from the election.

GENERAL INSTRUCTIONS

1. The documentation and information relating to matters that are going to be deliberated at the EGM, including information regarding the list of candidates nominated by the Board of Directors for item (4) of the Agenda, are available at the Company's headquarters, in the “Participation Manual and Management's Proposal”, available on the Company's Investors Relations page (<https://ri.oi.com.br/>), as well as on the website of the Brazilian Securities Commission (“CVM”) (<https://www.gov.br/cvm/pt-br>) pursuant to the CVM Resolution No. 81/22, and at B3 S.A. - Brasil, Bolsa, Balcão (“B3”) (https://www.b3.com.br/pt_br/).



2. The holders of preferred shares shall have the right to vote on all matters subject to deliberation and included in 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 the Brazilian Corporate Law, and shall always vote jointly with the common shares.

3. Shareholders interested in requesting adoption of the multiple voting process in the election of members of the Board of Directors must meet the legal requirements and represent at least 5% of the voting capital, under the terms of the CVM Resolution 70/2022.

4. Shareholders may participate in the EGM:

- [a] by means of a Distance Voting Bulletin ("BVD"); or
- (b) by means of a Digital Platform.

A) Distance Voting via BVD

5. The shareholders who wish to participate in this EGM upon exercise of their voting right on the resolutions included in the Agenda through the BVD, as made available by the Company on Oi's Investor Relations website and on the CVM and B3, together with the other documents to be discussed at the EGM, observing the guidelines contained in the BVD, in accordance with the CVM Resolution 81.

6. The Shareholders may submit their BVD through their respective custody agents or directly to the Company.

7. The Shareholders who choose to submit their BVDs directly to the Company, should forward such bulletins, via e-mail to invest@oi.net.br by February 27, 2023, digitalized counterparts in pdf format of the BVD (duly completed, initialed, and signed) and all the necessary documentation described in the Participation Manual and Management Proposal. It will not be required to send the originals of the BVD and of the necessary documents. The signature certification and authentication requirements have also been waived.

8. Oi will confirm receipt of the documents and inform the Shareholders, through the e-mail address informed in the BVD, whether the submitted documents are sufficient for the vote to be considered valid, or the procedures and deadlines for correction or resubmission, if necessary.

B) Digital Meeting

9. The holding of an exclusively digital EGM aims to encourage and facilitate the Shareholders' participation and access to the EGM.

10. The participation of the shareholders in the EGM via digital platform may be in person or through an attorney-in-fact duly appointed pursuant to Article 126 of the Brazilian Corporate Law and Article 28, paragraphs 2 and 3 of CVM Resolution 81, in which case the Shareholders may: (i) simply take part in the EGM, whether the Shareholders have sent in the BVD or not; or (ii) participate and vote at the Meeting, observing that, with regard to the shareholder who has already sent the BVD and wish to vote at the Meeting, their voting instructions received through the BVD shall be disregarded.



B.1. Access to the Digital Meeting

11. The Shareholders or respective attorneys-in-fact who wish to participate in the EGM via Digital Platform shall access the specific website of the meeting, at the address <https://www.tenmeetings.com.br/assembleia/portal/?id=9841AE339754>, fill in their registration and attach all necessary documents for their qualification to participate and/or vote in the EGM, as detailed below and in the Participation Manual and Management Proposal, by March 04, 2023 (“Accreditation”).

12. Detailed information on the access to the Digital Platform and rules of conduct to be adopted in the EGM are stated in the Participation Manual and Management Proposal, available on the websites indicated in item 1 of the General Instructions above.

13. The participation in the Digital Meeting shall be limited to the Shareholders, their representatives or attorneys-in-fact, as the case may be, who perform the Accreditation, in the form and within the term defined in this Participation Manual and Management Proposal, and who enter the digital platform until the starting time of the Meeting.

14. The Company emphasizes that the shareholder shall be exclusively liable to ensure the compatibility of its equipment with use of the digital platform “Ten Meetings”. The Company shall not be liable for any difficulties in enabling and/or maintaining the connection and use of the Digital Platform that are beyond the Company's control.

B.2. Documents Required

15. The following documents shall be required for Accreditation of the Shareholders:

(i) for Legal Entities: copies of the Articles of Incorporation or Bylaws or Articles of Association, minutes of the election of the Board of Directors (if any) and minutes of the election of the Executive Officers that include the election of the legal representative(s) attending the Meeting;

(ii) for Individual: copies of identity document and CPF of the Shareholder; and

(iii) for Investment Funds: copies of the regulations of the Fund and copies of the Bylaws or Articles of Incorporation of the Fund's manager, as well as minutes of election of the legal representative(s) attending the Meeting.

16. In addition to the documents indicated in (i), (ii) and (iii), as the case may be, when the Shareholder is represented by an attorney-in-law, they shall send, together with said documents, the respective power of attorney, with special powers, as well as copies of the ID(s) and minutes of election of the legal representative(s) who signed the power of attorney, proving the representation powers, in addition to the ID and CPF of the proxy in attendance.

17. The Shareholder who takes part in Fungible Custody of the Accredited Shares of Stock Exchanges who wishes to take part in this Meeting via digital platform shall submit a statement issued within two (2) days prior to the holding thereof, containing their respective share interest, provided by the custodian body.

18. Oi will not require compliance with formalities for signature certification, authenticated copies, apostille and sworn translation of the abovementioned documentation.



B.3 Accreditation Confirmation

19. After sending all documents proving the qualification, the Shareholder or attorney-in-fact, as the case may be, will receive confirmation of the Accreditation to participate in the EGM. In case the Shareholder does not receive the Accreditation confirmation, they must send an email to invest@oi.net.br, up to three (3) hours in advance of the start time of the EGM. Pursuant to Article 6, paragraph 3, of CVM Resolution 81, access to the Digital Platform of Shareholders who do not submit the necessary participation documents within the deadline set forth herein and as detailed in the "Participation Manual and Management Proposal" will not be allowed.

Rio de Janeiro, February 02, 2023

Eleazar de Carvalho Filho
Chairman of the Board of Directors

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6. ANNEX I – ORIGIN AND JUSTIFICATION OF THE PROPOSED AMENDMENTS TO THE BYLAWS

Article 12, item II of CVM's Resolution No. 81/22

Origin and Justification of the Proposed Amendments to the Bylaws

The following table summarizes the proposed amendments to the Company's Bylaws:

Report on the proposals to amend the Bylaws of Oi S.A. – In Judicial Reorganization

See below the table report detailing the origin and justification of the proposals to amend the article 22, *caput*, of the Company's Bylaws and analyzing its possible legal and economic effects, pursuant to article 12, item II of the CVM's Resolution No. 81/22:

Current wording of the Bylaws	Wording proposed to the Bylaws	Justification
Article 22 - The Board of Directors is comprised of 11 (eleven) members, all elected and dismissible through the Shareholders' Meeting, with a combined term of 2 (two) years; reelection permitted.	Article 22 - The Board of Directors is comprised of 11 (eleven) a minimum of 7 (seven) to 9 (nine) members, all elected and dismissible through the Shareholders' Meeting, with a combined term of 2 (two) years; reelection permitted.	Justification of shareholders Tempo Capital Principal Fundo de Investimento em Ações, Victor Adler and VIC DTVM S/A: "In view of the reduction in the complexity and size of the Company, the reduction of the number of members of the Board of Directors is justified, up to even as a cost-cutting measure. According to information provided by the Company, the Total Compensation of the Board of Directors for the year 2022 was R\$ 19,392,968.28, comprising 11 members. The average remuneration per



<p>1st Paragraph - Only the individuals who meet the following, in addition to legal and regulatory requirements, can be elected to serve on the Board of Directors: (i) do not hold positions in companies that may be considered competitors of the Company or its subsidiaries in the marketplace, in particular, on advisory, management and/or Fiscal Council; and (ii) have no conflict of interest with the Company or with its subsidiaries.</p> <p>2nd Paragraph - Holders of preferred shares shall be entitled to elect, by separate vote, a member of the Board of Directors.</p> <p>3rd Paragraph - Amendments of the terms set forth in the 2nd Paragraph of this Article shall require separate approval by the holders of preferred shares.</p> <p>4th Paragraph - The members the Board of Directors shall remain in office after the end of the term until appointment of their replacements.</p>	<p>1st Paragraph - Only the individuals who meet the following, in addition to legal and regulatory requirements, can be elected to serve on the Board of Directors: (i) do not hold positions in companies that may be considered competitors of the Company or its subsidiaries in the marketplace, in particular, on advisory, management and/or Fiscal Council; and (ii) have no conflict of interest with the Company or with its subsidiaries.</p> <p>2nd Paragraph - Holders of preferred shares shall be entitled to elect, by separate vote, a member of the Board of Directors.</p> <p>3rd Paragraph - Amendments of the terms set forth in the 2nd Paragraph of this Article shall require separate approval by the holders of preferred shares.</p> <p>4th Paragraph - The members the Board of Directors shall remain in office after the end of the term until appointment of their replacements.</p>	<p>member of the Board of Directors is 1,762,997.32, including the fixed and variable portion”</p> <p>Wording unchanged.</p> <p>Wording unchanged.</p> <p>Wording unchanged.</p> <p>Wording unchanged.</p>
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ANNEX II – BYLAWS

OI S.A.

Corporate Taxpayer's Registry (CNPJ/MF) No. 76.535.764/0001-43

Board of Trade (NIRE) No. 33.3.0029520-8

Publicly Held Company

BYLAWS

CHAPTER I LEGAL SYSTEM

Article 1 - Oi S.A. ("Company") is a publicly held company, which is governed by the present Bylaws and applicable legislation.

1st Paragraph - Once the Company is admitted to the special listing segment known as Level 1 Corporate Governance of the B3 S.A. – Brasil, Bolsa, Balcão ("B3"), the Company, its shareholders, management and members of its Fiscal Council, shall be subject to the provisions of the Listing Regulations of the Level 1 Corporate Governance of B3 ("Level 1 Listing Regulations").

2nd Paragraph - The Company, its management and shareholders shall comply with the provisions of the regulations for listed issuers and admission for securities trading, including rules regarding delisting and exclusion from trading securities admitted for trading on organized markets administered by B3.

3rd Paragraph - Capitalized terms, when not defined in these Bylaws, shall have the meaning given to them in the Level 1 Listing Regulations.

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:

- I. hold equity interests in the capital of other companies;
- II. organize fully-owned subsidiaries for the performance of activities comprising its object, which are recommended to be decentralized;
- III. perform or procure the importation of goods and services that are necessary for the execution of the activities comprised in its object;
- IV. provide services of maintenance and installation of network infrastructure and lease of physical means, including the placement of equipment, as well as perform activities related to access, storage, presentation, movement, retrieval and transmission of information, including consulting, project development, execution, implementation, marketing, operation, maintenance (technical assistance) and billing of systems related to these activities and other value-added services;
- V. operate in the specialized retail and wholesale trade of telecommunication services and telephony, communication, information technology and computer products, supplies and equipment;



- VI. carry out the rental, maintenance, resale, operation, marketing and distribution of equipment, appliances and accessories, as well as the management, security and monitoring of mobile appliances, always in accordance with the licenses that confer such exploitation rights;
- VII. commercialize, including, but not limited to, dispose of, buy, sell, lend, lease for free, rent, donate goods and/or commodities necessary or useful for the operation of telecommunications services;
- VIII. perform research and development activities seeking to develop the telecommunications and technology sector;
- IX. enter into contracts and agreements with other telecommunications service companies or any person or entity, seeking to ensure the operation of its services, without prejudicing its activities and responsibilities;
- X. develop, build and operate telecommunications networks and provide value added services, in particular: (i) alternative local access to data, video and voice ancillary services; (ii) internet access; and (iii) distribution of content in various formats, applications and additional services owned or provided by third parties;
- XI. offer and manage content and connectivity solutions for data access, storage, presentation, movement and retrieval;
- XII. sell, license and assign the use of software;
- XIII. provide online movie rental subscription service, owned by the Company and/or by third parties, via the internet;
- XIV. distribute video on demand content from any available technology;
- XV. provide Electronic Mass Communication Packaging services on a subscription basis;
- XVI. transmit publicity and advertising via the Internet, as well as provide promotion and marketing services;
- XVII. provide billing and collection services against its customers and those of third parties;
- XVIII. provide help-desk and customer support services, related to telecommunications and information technology and security, as well as maintain and manage any and all relationships with the end-user and the user derived from the Company's activities;
- XIX. offer and exploit integrated solutions, manage and provide services related to: (i) data center, including cloud, hosting and colocation; (ii) storage, processing and managing data, information, text, images, videos, applications and information systems and akin; (iii) information technology, (iv) information and communication security; (v) electronic security system, and (vi) internet of things; and
- XX. perform other activities related or correlated to the Company's corporate object, including to the activities set forth in this Sole Paragraph.

Article 3 - The Company is headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, and may, by decision of its Board of Executive Officers, in compliance with Article 39, create, change the address and close branches and offices of the Company.

Article 4 - The duration of the Company is indefinite.



CHAPTER II CAPITAL STOCK

Article 5 - The subscribed and fully paid-in capital stock is thirty-two billion, five hundred thirty-eight million, nine hundred thirty-seven thousand, three hundred seventy *reais* (R\$ 32,538,937,370.00), represented by 660,303,745 (six hundred and sixty million, three hundred and three thousand, seven hundred and forty-five) shares, with 644,531,021 (six hundred and forty-four million, five hundred and thirty-one thousand and twenty-one) common shares and 15,772,724 (fifteen million, seven hundred and seventy-two thousand, seven hundred and twenty-four) preferred shares, all of them registered and with no par value.

1st Paragraph - The issuance of participation certificates and new preferred shares by the Company is prohibited.

2nd Paragraph - The preferred shares may be converted into common shares, at the time and under the conditions approved by the Board of Directors of the Company.

3rd Paragraph - All of the shares of the Company are book-entry shares, and are held in a deposit account with a financial institution authorized by the Brazilian Securities Commission (*Comissão de Valores Mobiliários* - “CVM”), on behalf of their holders, and are not available in certificated form.

4th Paragraph - Transfer and registration costs, as well as the cost of service on the book-entry shares may be charged directly to the shareholder by the depositary institution as provided in Article 35, 3rd Paragraph of Law No. 6,404 of December 15, 1976 (“Corporate Law”).

Article 6 - The Company is authorized to increase its capital stock by resolution of the Board of Directors, in common shares, until its capital stock reaches R\$38,038,701,741.49, it being understood that the Company may no longer issue preferred shares in capital increases by public or private subscription.

Sole Paragraph - Within the authorized capital limit, the Board of Directors may:

- i. deliberate on the issuance of bonds and debentures convertible into shares; and
- ii. according to a plan approved at a Shareholders’ Meeting, grant an option to purchase stock to its management, employees of the Company or of its subsidiaries and/or individuals who render services to them, without the shareholders having preemptive rights to the subscription of such stock.

Article 7 - Through a resolution of the Shareholders’ Meeting or of the Board of Directors, as the case may be, the Company’s capital stock may be increased by capitalizing profit or reserves.

Sole Paragraph - Any such capitalization may be made with no alteration to the number of shares issued by the Company.

Article 8 - The capital stock is represented by common and preferred shares, with no par value, and there is no requirement that the shares maintain their current proportions in future capital increases.

Article 9 - Through resolution of a Shareholders’ Meeting or the Board of Directors, as the case may be, the period for exercising the preemptive right for the subscription of shares, subscription



of bonds or debentures convertible into shares in the cases provided in Article 172 of the Corporate Law, may be excluded or reduced.

Article 10 - Non-payment by the subscriber of the issuance price as provided in the list or call shall cause it to be legally in default, for the purposes of Articles 106 and 107 of the Corporate Law, being subject to payment of the overdue amount adjusted for inflation in accordance with the fluctuation of the Market Price Index - IGP-M in the shortest period permitted by law, in addition to interest of 12% (twelve percent) per year, “*pro rata temporis*” and a fine of 10% (ten percent) of the amount overdue, duly adjusted for inflation.

CHAPTER III SHARES

Article 11 - Each common share is entitled to the right to one vote at the deliberations of the Shareholders’ Meetings.

Sole Paragraph - Ordinary shares entitle their holders to the right to be included in a public offering of shares resulting from the sale of control of the Company at the same price and under the same terms offered to the seller, pursuant to Article 46 of these Bylaws.

Article 12 - The preferred shares have no right to vote and are assured priority in the payment of the minimum and non-cumulative dividend of 6% (six percent) per year calculated as a percentage of the amount resulting from dividing the capital stock by the total number of shares of the Company, or 3% (three percent) per year calculated as a percentage of the book value of shareholders’ equity divided by the total number of shares of the Company, whichever is higher.

1st Paragraph - The preferred shares of the Company, in compliance with the terms of the heading of this Article, shall be granted the right to vote, through separate voting, in the decisions related to the hiring of foreign entities related to the controlling shareholders, in the specific cases of management service agreements, including technical assistance.

2nd Paragraph - The preferred shares of the Company, in compliance with the terms of the heading of this Article, shall be granted the right to vote in the decisions related to employment of foreign entities related to the controlling shareholders, in terms of management services, including technical assistance, and the amounts of which shall not exceed in any given year, until the termination of the concession, 0.1% (zero point one percent) of annual sales for the Fixed Switched Telephone Service of the Telecommunication Transport Network.

3rd Paragraph - The preferred shares shall acquire the right to vote if the Company fails to pay the minimum dividends to which they are entitled for 3 (three) consecutive years, in accordance with the terms of this article.

CHAPTER IV SHAREHOLDERS’ MEETING

Article 13 - The Shareholders’ Meeting shall be held ordinarily once a year and extraordinarily when convened pursuant to law or to these Bylaws.

Article 14 - The Shareholders’ Meeting shall be convened by the Board of Directors, or as provided for in the sole paragraph of Article 123 of the Corporate Law.

Article 15 - The Shareholders’ Meeting shall be convened and presided over by the Chairman of the Board of Directors or the individual whomsoever appointed, either at the time of the Meeting,



or in advance, by means of a power of attorney with specific powers. In the absence of the Chairman of the Board of Directors or his or her appointment, the Shareholders' Meeting shall be convened and presided over by the Vice-Chairman of the Board of Directors or whomsoever appointed, either at the time of the Meeting, or by means of a proxy previously granted with specific powers. In the event of the absence of the Vice-Chairman of the Board or his or her appointment, it shall be incumbent upon any Executive Officer present to convene and preside over the General Meeting. The Chairman of the meeting, in turn, shall choose the corresponding secretary.

Article 16 - Before convening the Shareholders' Meeting, the duly identified shareholders shall sign the Shareholders' Attendance Book.

Sole Paragraph - The signing of the shareholders' attendance list shall be ended by the Chairman of the Meeting at the time the Shareholders' Meeting is convened.

Article 17 - The following formal requirements for attendance at the Shareholders' Meeting will be required to be complied with by the Company and the Board, in addition to the procedures and requirements provided for by law:

- (i) Up to 2 (two) business days prior to the Shareholders' Meeting, each shareholder shall have sent to the Company, at the address indicated in the Call Notice, proof of or a statement issued by the depositary institution or the custodian, containing its respective equity interest, and issued by the competent body within 3 (three) business days prior to the Shareholders' Meeting; and (i) if the shareholder is a Legal Entity, certified copies of its Certificate of Incorporation, Bylaws or Articles of Association, the minutes of the meeting electing its Board of Directors (if any) and minutes of the election of the Board of Executive Officers that contains the election of the legal representative(s) attending the Shareholders' Meeting; or (ii) if the shareholder is an Individual, certified copies of its identity documents and tax identification number; and (iii) if the shareholder is a Fund, certified copies of the regulations of the Fund and the Bylaws or Articles of Association of the manager of the Fund, as well as minutes of the meeting of the election of the legal representative(s) attending the Meeting. In addition to the documents listed in (i), (ii) and (iii), as the case may be, when the shareholder is represented by a proxy, it shall submit along with such documents the respective proxy, with special powers and notarized signature, as well as certified copies of the identity documents and minutes of the meeting of the election of the legal representative who signed the proxy to confirm its powers of representation, in addition to the identity documents and tax identification numbers of the attorney in fact in attendance.
- (ii) A copy of the documents referred to in the previous paragraph may be submitted, and the original documents referred to in the subsection above shall be presented to the Company prior to convening the Shareholders' Meeting.

Article 18 - The resolutions of the Meeting, except as otherwise provided by law or by these Bylaws, shall be taken by a majority vote of those present or represented, not counting abstentions.

Article 19 - The discussions and deliberations of the Shareholders' Meeting shall be written in the book of minutes, signed by the members of the board and by the shareholders present, which represent, at least, the majority required for the deliberations made.

1st Paragraph - The minutes may be drafted in summarized form, including dissent and objections.

2nd Paragraph - Except for resolutions to the contrary by the Shareholders' Meeting, the minutes shall be published without signatures of the shareholders.



Article 20 - In addition to the other duties provided by law and by these Bylaws, the Shareholders' Meeting shall be solely responsible for the following:

- (i) elect and remove members from the Board of Directors and the Fiscal Council;
- (ii) establish the aggregate remuneration of members of the Board of Directors and members of the Fiscal Council;
- (iii) approve plans to grant stock options to purchase shares to officers and employees of the Company or companies under its direct or indirect control and/or individuals who provide services to the Company;
- (iv) deliberate on the allocation of annual net income and the distribution of dividends;
- (v) authorize management to file for bankruptcy, request bankruptcy protection or file for bankruptcy protection;
- (vi) deliberate on a proposed delisting of the Company from the special listing segment of Level 1 Corporate Governance of B3; and
- (vii) choose the institution or specialized companies to evaluate the Company in the cases provided for in the Corporate Law and in these Bylaws.

CHAPTER V COMPANY'S MANAGEMENT

Section I General Rules

Article 21 - Management of the Company shall be overseen by the Board of Directors and by the Board of Executive Officers.

1st Paragraph - The appointment of members of management will not require a guarantee and will be accomplished through execution of the instrument of appointment in the Minutes Book of the Meetings of the Board of Directors or the Board of Executive Officers, as appropriate. The appointment of members of management shall be subject to the prior subscription of the Term of Consent of Management (*Termo de Anuência dos Administradores*) in accordance with the Level 1 Listing Regulations and the Statement of Consent to the Code of Ethics and the Disclosure and Securities Trading Policies adopted by the Company, and compliance with applicable legal requirements.

2nd Paragraph - The positions of Chairman of the Board of Directors and Chief Executive Officer or principal executive of the Company may not be held by the same person.

Section II Board of Directors

Article 22 - The Board of Directors is comprised of ~~11 (eleven)~~ a minimum of 7 (seven) to 9 (nine) members, all elected and dismissible through the Shareholders' Meeting, with a combined term of 2 (two) years; reelection permitted.

1st Paragraph - Only the individuals who meet the following, in addition to legal and regulatory requirements, can be elected to serve on the Board of Directors: (i) do not hold positions in companies that may be considered competitors of the Company or its subsidiaries in the marketplace, in particular, on advisory, management and/or Fiscal Council; and (ii) have no conflict of interest with the Company or with its subsidiaries.



2nd Paragraph - Holders of preferred shares shall be entitled to elect, by separate vote, a member of the Board of Directors.

3rd Paragraph - Amendments of the terms set forth in the 2nd Paragraph of this Article shall require separate approval by the holders of preferred shares.

4th Paragraph - The members the Board of Directors shall remain in office after the end of the term until appointment of their replacements.

Article 23 - The Chairman and the Vice-Chairman of the Board of Directors shall be appointed by the Board Members, in the first meeting of the Board of Directors to be held after the General Shareholders' Meeting that elects the Board Members, in compliance with the provisions of Paragraph 2 of Article 21

1st Paragraph - The Chairman of the Board of Directors shall be responsible for convening the meeting of the Board of Directors and arranging for convening the Shareholders' Meetings, when approved by the Board of Directors.

2nd Paragraph – In the event of an disability or temporary absence, the Chairman shall be replaced by the Vice-Chairman or, in his absence, by another Director appointed by the Chairman of the Board and, if there is no indication, by other members of the Board.

3rd Paragraph - In the event of a permanent vacancy in the position of Chairman or Vice-Chairman of the Board of Directors, the new chairman will be appointed by the Board of Directors from among its members, at a meeting specially convened for this purpose.

Article 24 - At least 20% (twenty percent) of the members of the Board of Directors shall be Independent Members of the Board of Directors, in the manner prescribed in the Novo Mercado Listing Rules, and expressly declared as such in the minutes of the Shareholders' Meeting electing them, and shall be considered as independent members of the Board of Directors elected pursuant to the provisions under Article 141, §§ 4 and 5 of the Corporate Law.

Sole Paragraph - When, in connection with the calculation of the percentage referred to in the heading of this Article, the result is a fractional number of members of the Board of Directors, the Company shall round the number to the nearest whole number immediately higher.

Article 25 - Except as provided in Article 26 hereof, the election of members of the Board of Directors will be done through a slate system.

1st Paragraph - In the election covered by this Article, only the following may compete as part of the slates: (a) those nominated by the Board of Directors; or (b) those that are nominated, pursuant to the 3rd Paragraph of this Article, by any shareholder or group of shareholders.

2nd Paragraph - The Board of Directors shall, before or on the day of convening the Shareholders' Meeting to elect the members of the Board of Directors, disclose the management's proposal, indicating the members of the proposed slate and post a statement signed by each member of the slate nominated thereby, at the Company, including: (a) his or her complete qualifications; (b) a complete description of his or her professional experience, mentioning professional activities previously performed, as well as professional and academic qualifications; and (c) information about disciplinary and judicial proceedings in which he or she has been convicted in a final and unappealable decision, as well as information, if applicable, on the existence of cases of being barred or conflict of interest, pursuant to Article 147, 3rd Paragraph of the Corporate Law.



3rd Paragraph - The shareholders or group of shareholders who wish to propose another slate to compete for positions on the Board of Directors shall, with at least 5 (five) days before the date set for the Shareholders' Meeting, submit to the Board of Directors affidavits signed by each of the candidates nominated by them, including the information mentioned in the foregoing paragraph, and the Board of Directors shall immediately disclose information, by notice published on the Company's website and electronically submitted to CVM and B3, that the documents related to the other slates submitted are available to the shareholders at the Company's headquarters.

4th Paragraph - The names of those nominated by the Board of Directors or by shareholders shall be identified, as the case may be, as candidates to be Independent Members of the Board of Directors, subject to the provisions of Article 24 above.

5th Paragraph - The same person may participate in two or more slates, including the one nominated by the Board of Directors.

6th Paragraph - Each shareholder can only vote in favor of one slate, and the candidates of the slate that receives the most votes at the Shareholders' Meeting shall be declared elected.

Article 26 - In the election of members of the Board of Directors, the shareholders may require, pursuant to law, the adoption of a cumulative voting process, provided they do so at least 48 (forty-eight) hours prior to the Shareholders' Meeting, subject to the requirements set forth by law and by the CVM regulations.

1st Paragraph - The Company, immediately after receiving such request, shall disclose the information that the election shall be carried out by the cumulative voting process by notices published on its website and electronically submitted to CVM and B3.

2nd Paragraph - Once the Shareholders' Meeting has been convened, the board will, in view of the signatures in the Shareholders' Attendance Book and the number of shares held by the shareholders present, calculate the number of votes to which each shareholder is entitled.

3rd Paragraph - In the event of election of the Board of Directors by the cumulative voting process, there will be no elections by slates and the members of the slates referred to in Article 25 shall be considered as candidates for members of the Board of Directors, as well as the candidates that may be nominated by a shareholder who is present at the Shareholders' Meeting, provided that statements signed by such candidates are submitted to the Shareholders' Meeting, as provided for in the 2nd Paragraph of Article 25 hereof.

4th Paragraph - Each shareholder shall have the right to accumulate votes assigned to him for a single candidate or distribute them among several candidates, and those who receive the most votes shall be declared elected.

5th Paragraph - The positions that, by virtue of a tie, are not filled, will undergo a new vote, by the same process, adjusting the number of votes for each shareholder, given the number of positions to be filled.

6th Paragraph - Whenever the election has been conducted by a cumulative voting process, the removal of any member of the Board of Directors by the Shareholders' Meeting shall result in the removal of the other members, and there shall be a new election. In all other cases of vacancy, the first General Shareholders' Meeting will conduct a new election of all the Board of Directors, in accordance with 3rd paragraph of Article 141 of the Corporate Law.



7th Paragraph - If the Company is under control of a controlling shareholder or group, as defined under Article 116 of the Corporate Law, minority shareholders holding common shares may, as provided for in the 4th Paragraph of Article 141 of the Corporate Law, request the separate election of one member of the Board of Directors, and the rules set forth under Article 26 above shall not apply to such election.

Article 27 - If a member of the Board of Directors who is resident and domiciled abroad is elected, his appointment is subject to having an attorney-in-fact appointed who is resident and domiciled in Brazil, with powers to receive summons in an action that may be brought against him, based on corporate law. The validity of the proxy shall be at least 3 (three) years after termination of the term of the respective member of the Board of Directors.

Article 28 - The Board of Directors shall meet, ordinarily, in accordance with the schedule to be disclosed by the Chairman in the first month of each fiscal year, which shall provide for at least monthly meetings and extraordinary meetings whenever required.

1st Paragraph - Call notices for meetings of the Board of Directors shall be made in writing, by e-mail, letter and/or other electronic means agreed upon by the totality of its members, and must include the place, date and time of the meeting and the agenda.

2nd Paragraph - The Board of Directors' meetings shall be convened at least 5 (five) days in advance, and, regardless of the call formalities, shall be deemed a regular meeting if attended by all members of the Board of Directors.

3rd Paragraph - In urgent cases, the Chairman of the Board of Directors may convene a meeting of the Board of Directors with less advance notice than that provided for in 2nd Paragraph of this Article.

Article 29 - The meeting of the Board of Directors shall be convened with the presence of a majority of its members and decisions will be taken by majority vote of those present, and the Chairman of the Board in the event of a tie, shall have the casting vote.

Paragraph 1 - The Board members are permitted to attend meetings of the Board via conference call, videoconference, any other means of communication that allows all Directors to see and/or hear each other or, by sending in advance his or her written vote. The Board Member, in such a case, shall be considered present at the meeting to verify the quorum of installation and voting, and such vote shall be considered valid for all legal purposes and incorporated into the minutes of such meeting, which shall be drawn up and signed by all present at the next meeting.

Paragraph 2 - A member of the Board of Directors may not participate in Board of Directors' resolutions related to matters in which it has conflicting interests with the Company, and shall (i) inform other members of the Board of Directors regarding his or her inability; and (ii) inform, in the minutes of the meeting, the nature and extent of his or her interest.

Article 30 - Except as provided in Article 23, 2nd Paragraph above, in the event of absence, members of the Board of Directors may be replaced by a member of the Board of Directors appointed in writing by the absent Director. The member appointed by the absent Board Member to represent him at a meeting of the Board of Directors shall have, in addition to his own vote, the absentee Board member's vote, except as provided for in Paragraph 1 of Article 29 of these Bylaws.

Sole Paragraph - Considering the provisions of Article 23, 2nd Paragraph above, in the case of a vacancy in a position of a member of the Board of Directors, the provisions of Article 150 of the Corporate Law shall be complied with, except as provided in the 6th Paragraph of Article 26 hereof.



Article 31 - In addition to the duties provided by law and by these Bylaws, the Board of Directors shall be responsible for the following:

- i. determine the general guidelines of Company and subsidiary business and monitor execution thereof;
- ii. convene the Shareholders' Meeting;
- iii. approve the Company's and its subsidiaries' annual budget, and the business goals and strategies provided for the subsequent period;
- iv. approve the remuneration policy of the Company's management and employees, setting goals to be achieved in variable remuneration programs, subject to applicable law;
- v. issue statements and submit the management report and the Board of Executive Officers' accounts to the Shareholders' Meeting;
- vi. elect and dismiss, at any time, Executive Officers and establish their duties, subject to legal and statutory provisions;
- vii. supervise the management of Executive Officers, examine, at any time, the Company's books, request information on contracts entered into or to be entered into or on any other acts;
- viii. appoint and dismiss the independent auditors;
- ix. approve and amend the Charter of the Board of Directors;
- x. establish the location of the Company's headquarters;
- xi. submit the proposed allocation of net income to the Shareholders' Meeting;
- xii. approve the acquisition of shares issued by the Company to be canceled or held in treasury for subsequent sale;
- xiii. authorize the issue of shares by the Company within the limits authorized under Article 7 hereof, establishing the conditions of issue, including price and payment term;
- xiv. approve investments and disinvestments by the Company or its subsidiaries in the capital of other companies that exceed the authority of the Board of Executive Officers, as well as authorize minority investments and the entering into of shareholders agreements by the Company and its subsidiaries;
- xv. approve loans, financing or other transactions resulting in debt to the Company or to its subsidiaries, the value of which exceeds the authority of the Board of Executive Officers;
- xvi. approve the issuance and cancellation of debentures and the issuance of debentures convertible into shares, within the limit of authorized capital, and of non-convertible debentures of the Company and its subsidiaries;
- xvii. authorize the Board of Executive Officers to purchase, sell, create liens or encumbrances of any nature on permanent assets, render guarantees generally, enter into contracts of any kind, waive rights and transactions of any kind of the Company and its subsidiaries in amounts equal to or greater than the authority of the Board of Executive Officers;
- xviii. authorize the granting of security interests or guarantees by the Company and its subsidiaries for obligations to third parties in excess of the amount under the authority of the Board of Executive Officers;
- xix. approve extraordinary contributions to private pension plans sponsored by the Company or its subsidiaries;
- xx. to prepare and disclose a reasoned opinion in favor of or against any public offering for acquisition of shares issued by the Company, by a considered opinion, disclosed within 15 (fifteen) days from publication of the notice of a public offering of the acquisition of shares, which shall include at least (a) the appropriateness and opportunity of the public offering to acquire shares with regards to the interest of the Company and the shareholders, including with regards to the price and potential impacts on liquidity of



the shares; (b) the strategic plans disclosed by the offering party in relation to the Company; and (c) alternatives to the acceptance of the public offering for the acquisition of shares available on the market, other points that the Board of Directors deems pertinent, as well as the information required by the applicable rules established by the CVM, also including a favorable or contrary opinion to the acceptance of the public offering for the acquisition of shares and the warning that each shareholder is responsible for the final decision of such acceptance;

- xxi. in view of the commitment of the Company and of the subsidiaries to sustainable development, authorize the practice of *pro bono* acts on behalf of its employees or the community, at an amount in excess of the authority of the Board of Executive Officers;
- xxii. nominate the representatives of the governing bodies of pension funds sponsored by the Company or its subsidiaries;
- xxiii. approve the Charters of the Advisory Committees to the Board of Directors of the Company;
- xxiv. authorize the granting of stock options to its management, employees or individuals who provide services to the Company, within the limit of authorized capital; and
- xxv. distribute the remuneration fixed by the Shareholders' Meeting among the members of the Board of Directors and Board of Executive Officers.
- xxvi. oversee that the Company, during the licensing term and its renewal, bind itself to assuring the effective existence, on national territory, of centers for deliberation and implementation of strategic, management and technical decisions involved in the accomplishment of the License Agreement of the Public Switched Telephone Network (PSTN), the Authorization Term for Telecommunication Transport Network Service, the Authorization Term for Mobile Highway Telephone Service, and also making this obligation reflect on the composition and the decision making procedures of its management organs.

1st Paragraph - In each fiscal year, at the first meeting following the Ordinary Shareholders' Meeting, the Board of Directors shall approve the authority of the Company's Board of Executive Officers and its subsidiaries, according to the duties provided for in this Article.

2nd Paragraph - The Company is prohibited from granting loans or guarantees of any kind to shareholders that are part of the controlling block, to the controlling shareholders thereof to companies under common control, and to companies they directly or indirectly control.

Article 32 - The Company shall have an Audit, Risks and Controls Committee ("CARC"), an advisory body, directly linked to the Board of Directors, which may also create other Committees, appointing their respective members from among the members of the Board of Directors.

1st Paragraph - The CARC shall have its own Internal Regulations, approved by the Board of Directors, which shall describe in detail all functions, admissibility and independence requirements, competencies and operational procedures of the CARC.

2nd Paragraph - The CARC shall function permanently and shall be composed a minimum of three (3) and at maximum five (5) members, all independent members as defined in the Company's Bylaws, appointed by the Board of Directors, for a two year-term, which will coincide with the term of office of the members of the Board of Directors.

3rd Paragraph - The other Committees created by the Board of Directors shall have their objectives and competencies defined by the Board of Directors, and shall be composed of a minimum of three (3) and at maximum five (5) members and shall always have a majority composed of Directors of the Company.



4th Paragraph - No employees or Company Officers may be appointed as members of any Committee.

5th Paragraph - Except about CARC, whenever the duties of a particular Committee require, the Board of Directors may appoint external expert(s) as member(s) of such Committee, provided that he or she is well-recognized for his or her technical qualification and experience in matters subject to the Committee, selected through a process organized by the Company. The external member of the Committee shall be subject to the same duties and responsibilities as the Board Members, within the scope of their actions in the respective Committee.

Article 33 - The Company's Internal Audit shall be subordinate to the Board of Directors.

Section III

Board of Executive Officers

Article 34 - The Board of Executive Officers shall be comprised of a minimum of 3 (three) and a maximum of 6 (six) members, including a Chief Executive Officer, a Chief Financial Officer, an Investor Relations Officer and a Legal Officer, and the remaining Officers will be Officers without a specific designation, elected by the Board of Directors.

1st Paragraph - The position of Investor Relations Officer may be exercised together or separately from other positions.

2nd Paragraph - The term of office of Executive Officers shall be 2 (two) years, re-election permitted. The Executive Officers shall remain in office until the appointment of their replacements.

3rd Paragraph - The Board of Executive Officers will act as a joint decision-making body, except for the individual functions of each of its members, in accordance with these Bylaws.

Article 35 - The Executive Officers are responsible for complying with and causing the compliance with the present Bylaws, the resolutions made at the Shareholders' Meetings, the meetings of the Board of Directors and the meetings of Board of Executive Officers, and perform all acts that shall be necessary for normal operation of the Company.

1st Paragraph - The Chief Executive Officer shall be responsible for the following:

I - submitting to the Board of Directors proposals approved at the meetings of the Board of Executive Officers, if applicable;

II - keeping the members of the Board of Directors informed of the activities and the progress of corporate business;

III - directing and coordinating the activities of the other Executive Officers;

IV - providing the casting vote at the meetings of the Board of Executive Officers; and

V - performing other activities as conferred by the Board of Directors.

2nd Paragraph - The other Executive Officers shall be responsible for assisting and supporting the Chief Executive Officer in the management of the Company's business and shall perform the duties assigned to them by the Board of Directors under the guidance and coordination of the Chief Executive Officer.

3rd Paragraph - In the absence or temporary disability of the Chief Executive Officer, he or she will be replaced by any Officer appointed by him or her.



4th Paragraph - Subject to the provisions of the 3rd Paragraph of Article 38, in the event of temporary absences and impediments of the Chief Executive Officer and the Officer appointed by him or her, the Chairman shall be held by another Executive Officer appointed by the absent or impeded Executive Officer who is, according to the caput of this Article, performing the duties of the Chief Executive Officer.

5th Paragraph - The other members of the Board of Executive Officers will be replaced when absent or temporarily disabled by another Executive Officer appointed by the Board of Executive Officers. The Executive Officer that is replacing another absent Executive Officer shall cast the vote of the absent Executive Officer, in addition to his own vote.

6th Paragraph - The Executive Officers may attend the meetings of the Board of Executive Officers by conference call, video conferencing or by any other means of communication that allows all Executive Officers to see and/or hear each other. In this case, the Executive Officer shall be considered present at the meeting and minutes shall be drawn up to be signed by all present by the next meeting.

Article 36 - In the event of a vacancy in the position of Chief Executive Officer, Chief Financial Officer, Investor Relations Officer or Legal Officer, and until the Board of Directors deliberates on the election for the vacant position, the duties of the vacant position will be assumed by the Executive Officer appointed by the Board of Executive Officers.

Article 37 - Subject to the provisions contained herein, the following shall be necessary to bind the Company: (i) the joint signature of 2 (two) Executive Officers; (ii) the signature of 1 (one) Executive Officer together with an attorney-in-fact, or (iii) the signature of 2 (two) attorneys-in-fact jointly invested with specific powers. Service of judicial or extrajudicial notifications will be made to the Executive Officers or a proxy appointed in compliance with this Article.

1st Paragraph - The Company may be represented by only one Executive Officer or one attorney in fact, in the latter case duly authorized in compliance with this Article, to perform the following acts:

- i. - receive and pay amounts owed to and by the Company;
- ii. - issue, negotiate, endorse and discount trade bills related to its sales;
- iii. - sign correspondence that does not create obligations for the Company;
- iv. - represent the Company in Meetings and shareholders' meetings of companies in which the Company holds a stake;
- v. - represent the Company in court, except for acts that result in waiver of rights; and
- vi. - perform simple administrative routine acts, including with public agencies, mixed capital companies, boards of trade, Labor Courts, INSS (*Instituição Nacional de Seguro Social*), FGTS (*Fundo de Garantia do Tempo de Serviço*) and their banks for payment, and others of the same type.

2nd Paragraph - The powers of attorney granted by the Company, which shall be signed by 2 (two) Executive Officers together, shall specify the powers granted and shall have a maximum validity of 1 (one) year, except those with the powers of *ad judicium* and/or *ad judicium et extra* clauses and/or power to represent the Company in court or administrative proceedings, which will have a maximum term of indefinite validity.

Article 38 - The Board of Executive Officers, as a collective body, shall be responsible for the following:



- i. establish specific policies and guidelines under the general guidance of the business transactions established by the Board of Directors;
- ii. draft the budget, the manner of its execution and the general plans of the Company, for approval by the Board of Directors;
- iii. examine the proposals of Company's subsidiaries for market development, an investment and budget plan, and submit them to the Board of Directors;
- iv. approve the agenda of proposals of the Company and its subsidiaries to negotiate with the Regulating Body;
- v. examine the management report and accounts of the Board of Executive Officers, as well as the proposal for allocation of net income, submitting them to the Fiscal Council, the Independent Auditors and the Board of Directors;
- vi. appoint members of management of the Company's subsidiaries;
- vii. establish voting guidelines in the Shareholders' Meeting of subsidiaries and associated companies;
- viii. create, close and change the addresses of branches and offices of the Company;
- ix. deliberate on other matters it deems being of joint authority of the Board of Executive Officers, or assigned thereto by the Board of Directors; and
- x. approve the performance of acts under the authority of the Board of Executive Officers approved by the Board of Directors.

1st Paragraph - The Chief Executive Officer will be responsible for convening *ex officio* or at the request of 2 (two) or more Executive Officers and chairing meetings of the Board of Executive Officers.

2nd Paragraph - The Board meeting shall be convened with the presence of a majority of its members and resolutions will be taken by majority vote of those present.

3rd Paragraph - In the absence of the Chief Executive Officer, the Executive Officer appointed in accordance with Article 35, paragraphs 3 and 4, of these Bylaws, shall be in charge of the Board of Executive Officers' meeting, observing that the substitute Chief Executive Officer shall not have a casting vote.

CHAPTER VI FISCAL COUNCIL

Article 39 - The Fiscal Council is the supervisory body of the Company's management, and shall be permanent.

Article 40 - The Fiscal Council shall be comprised of 3 (three) to 5 (five) members and an equal number of alternates, elected by the Shareholders' Meeting, pursuant to law, with the duties, powers and remuneration provided by law.

1st Paragraph - The members of the Fiscal Council shall be independent, and to this end, shall meet the following requirements: (i) not be or have been in the past three years, an employee or member of management of the Company or a subsidiary or a company under common control (ii) not receive any direct or indirect remuneration from the Company or a subsidiary or a company under common control, except the remuneration for being a member of the Fiscal Council.

2nd Paragraph - The appointment of the members of the Fiscal Council shall be subject to their prior execution of the Statement of Consent to the Code of Ethics and the Disclosure and Securities Trading Policies adopted by the Company, as well as compliance with applicable legal requirements.



3rd Paragraph - The members of the Fiscal Council, at their first meeting, shall elect the Chairman thereof, who shall comply with the resolutions of the body.

4th Paragraph - The Fiscal Council may request the Company to appoint qualified staff to act as secretary and provide technical support.

Article 41 - The term of the members of the Fiscal Council shall end at the first Ordinary Shareholders' Meeting subsequent to its formation.

Article 42 - The Fiscal Council shall meet, ordinarily, on a quarterly basis and extraordinarily when required, drawing up the minutes of these meetings in the proper book.

1st Paragraph - The meetings shall be convened by the Chairman of the Fiscal Council or by 2 (two) of its members together.

2nd Paragraph - Fiscal Council meetings shall be convened with the presence of a majority of its members and decisions shall be taken by majority vote of those present, the Chairman of the Committee having the casting vote in the event of a tie.

3rd Paragraph - The members of the Fiscal Council may participate in the Shareholders' Meetings by conference call, video conference or by any other means of communication that allows all members to see and/or hear each other. In this case, the members of the Fiscal Council shall be considered present at the meeting and minutes shall be drawn up to be signed by all individuals present by the next meeting.

Article 43 - The members of the Fiscal Council shall be replaced, in case of temporary absence or vacancy, by their alternates.

Article 44 - Besides cases of death, resignation, removal and others provided by law, the position is considered vacant when a member of the Fiscal Council fails to appear without just cause at 2 (two) consecutive meetings or 3 (three) non-consecutive meetings in the fiscal year.

Sole Paragraph - In the event that there is a vacant position in the Fiscal Council and the alternate does not assume the position, the Shareholders' Meeting will meet immediately to elect a replacement.

Article 45 - The same provisions of the 2nd Paragraph of Article 25 hereof shall apply to members of the Fiscal Council.



CHAPTER VII PUBLIC OFFERINGS

Section I Sale of Control

Article 46 – Direct or indirect sale of the control of the Company, either through a single transaction or a series of transactions, shall be undertaken pursuant to a condition precedent that the purchaser of control undertakes to carry out a public offering to acquire shares of the other Company shareholders, with the aim to obtain shares issued by the Company held by the other shareholders, subject to the conditions and terms set forth in applicable law and in the regulations in effect and the Novo Mercado Requirements, in order to ensure them equal treatment given to the seller.

Article 47 - The Company shall not register any transfer of shares to the purchaser or to those that may come to hold control for so long as it (they) do not subscribe the Statement of Consent of the Controlling Shareholders referred to under the Level 1 Listing Regulations.

Article 48 - No shareholders' agreement that provides for the exercise of control may be registered at the Company's headquarters for so long as its signatories have not signed the Statement of Consent of the Controlling Shareholders referred to under Level 1 Listing Regulations.

Sole Paragraph - A shareholders' agreement on exercising voting rights that conflicts with the provisions hereof shall not be filed by the Company.

Section II Cancellation of Registration of a Public Company and Delisting from Markets

Article 49 - The cancellation of the registration as a publicly-held company must be preceded by a public offering for the acquisition of shares, at a fair price, which shall comply with the procedures and requirements established in the Corporate Law and in the regulations issued by the CVM regarding public offerings for the acquisition of actions for cancellation of registration as a publicly-held company.

Article 50 - The Company's exit from Level 1 of Corporate Governance, either voluntarily, compulsorily or by virtue of a corporate reorganization, must be preceded by a public offering for the acquisition of shares that complies with the procedures set forth in the regulations issued by the CVM regarding public offerings for the acquisition of actions for cancellation of registration as a publicly-held company and the following requirements:

- I. the offered price must be fair, therefore, it is possible the request for a new evaluation of the Company, in the form established in Article 4-A of Corporate Law; and
- II. shareholders holding more than 1/3 (one-third) of the outstanding shares must accept the public offering for acquisition of shares or expressly agree to exit the segment without selling the shares.

1st Paragraph – For the purposes of article 50, item II, of these Bylaws, outstanding shares are considered to be only those shares whose holders expressly agree to exit Level 1 or qualify for the auction of the public tender offer, pursuant to regulation published by the CVM applicable to the public offers of acquisition of publicly-held company for cancellation of registration.



2nd Paragraph - If the quorum mentioned in item II of the heading is reached: (i) the acceptors of the public offering for acquisition of shares may not be subject to apportionment in the sale of their participation, observing the procedures for exemption from the limits set forth in the regulations issued by the CVM applicable to the public offering for the acquisition of shares, and (ii) the offeror will be obliged to acquire remaining outstanding shares for a period of one (1) month, counted from the date of the auction, for the final price of the public offering for the acquisition of shares, updated until the effective payment date, in accordance with the notice and regulations in force, which shall occur no later than fifteen (15) days as of the date of the exercise of the faculty by the shareholder.

3rd Paragraph - The announcement of the public offering referred to in this Article 50 shall be communicated to B3 and disclosed to the market immediately after the Company's Shareholders' Meeting that has approved the delisting or approved such restructuring.

4th Paragraph - The carrying out the public offering for acquisition of shares referred to under the heading of this Article shall be dismissed if the Company is delisted from Level 1 Corporate Governance due to the execution of the Company's participation contract in the special B3 segment known as Level 2 Corporate Governance ("Level 2") or in the *Novo Mercado* ("*Novo Mercado*") or if the company resulting from corporate restructuring obtains authorization to trade securities at Level 2 or in the *Novo Mercado* within 120 (one hundred twenty) days from the date of the Shareholders' Meeting that approved the transaction.

Article 51 - Voluntary withdrawal from Level 1 may occur independently of the public offering mentioned in Article 50 above, in the event of a waiver approved at a General Meeting, subject to the following requirements:

- I. The General Meeting referred to in herein must be installed in the first call with the attendance of shareholders representing at least 2/3 (two thirds) of the total shares outstanding;
- II. If the quorum of item I is not reached, the General Meeting may be installed on second call, with the presence of any number of shareholders holding shares in circulation; and
- III. The resolution on the exemption from realization of the public offer must occur by a majority of the votes of the shareholders holding outstanding shares present at the General Meeting.

Article 52 - In the event of the sale of the Company's control in the 12 (twelve) months following its exit from Level 1, the seller and the acquirer must, jointly and severally, (i) carry out a public tender offer for the shares issued by the Company by the other shareholders on the date of the exit or settlement of the public offer for exit from Level 1, at the price and under the conditions obtained by the seller, duly updated; or (ii) pay such shareholders the difference, if any, between the price of the public offering of shares accepted by such shareholders and the price obtained by the controlling shareholder in the disposal of its own shares.

Paragraph 1 - For the purpose of applying the obligations set forth in the heading of this Article, the same rules applicable to the sale of control provided for in Articles 46 to 48 of these Bylaws must be observed.

Paragraph 2 - The Company and the controlling shareholder are obligated to record in the Company's Share Registration Book, in relation to shares owned by the controlling shareholder, which obliges the acquirer of the control to comply with the rules set forth in this Article within a maximum period of 30 (thirty) days counted from the disposal of the shares.



Article 53 - The Company, in the event of a voluntary public offering of shares, or the shareholders, in cases where they are responsible for conducting a public offering of shares provided for herein or in the regulations issued by the CVM, may ensure its execution by any shareholder or third party. The Company or the shareholder, as applicable, is not exempt from the obligation to make the public offering of shares until it is concluded, in compliance with applicable rules.

CHAPTER VIII

FISCAL YEAR AND FINANCIAL STATEMENTS

Article 54 - The fiscal year coincides with the calendar year, starting on January 1st and ending on December 31 of each year, and the Board of Executive Officers at the end of each year shall prepare the Balance Sheet and other financial statements as required by law.

Article 55 - The Board of Directors shall present in the Shareholders' Meeting, together with the financial statements, the proposal for the allocation of the net income of the fiscal year, as set forth by the provisions herein and the law.

Sole Paragraph - 25% (twenty-five percent) of the adjusted net income shall be mandatorily distributed as dividends, as set forth in Article 57 below.

Article 56 - Dividends shall be paid first to the preferred shareholders up to the predetermined limit, subsequently, common shareholders shall be paid up to the amount paid on preferred shares; the balance shall be apportioned for all the shares, under equal conditions.

Article 57 - After subtracting the accumulated losses from the reserve for payment of income tax and, if applicable, the reserve for management's stake in the annual earnings, net income will be allocated as follows:

- a) 5% (five percent) of net income will be allocated to the legal reserve until it reaches 20% (twenty percent) of the capital stock;
- b) a portion corresponding to at least 25% (twenty five percent) of the adjusted net income in accordance with Article 202, item I of the Corporate Law, shall be used to pay mandatory dividends to shareholders, offsetting the semi-annual and interim dividends that have been declared;
- c) by proposal of the management bodies, a portion corresponding to up to 75% (seventy five percent) of the adjusted net income in accordance with Article 202, item I of the Corporate Law, shall be used to form the Equity Replenishment Reserve, in order to replenish the capital and equity position of the Company, in order to allow for investments and debt reduction; and
- d) the remaining balance will be allocated as approved by the Shareholders' Meeting.

Sole Paragraph - The balance of the Equity Replenishment Reserve, added to the balances of the other profit reserves, except the realizable profit reserves and reserves for contingencies, may not exceed 100% (one hundred percent) of the capital stock and upon reaching this limit, the Shareholders' Meeting may deliberate on the use of excess to increase capital stock or on the distribution of dividends.

Article 58 - The Company may, by resolution of the Board of Directors, pay or credit, as dividends, interest on capital pursuant to Article 9, paragraph 7, of Law No. 9,249, dated 12/26/95.



The interest paid will be offset against the amount of the mandatory minimum annual dividend due both to shareholders of common shares and of preferred shares.

1st Paragraph - The dividends and interest on capital covered by the heading paragraph of this section will be paid at the times and in the manner specified by the Board of Executive Officers, and any amounts that are not claimed within 3 (three) years after the date of the commencement of payouts shall escheat to the company.

2nd Paragraph - The Board of Directors may authorize the Board of Executive Officers to deliberate on the matter of the heading of this Article.

Article 59 - The Company, by resolution of the Board of Directors may, within the legal limits:

- (i) prepare semiannual or shorter period balance sheets and, based thereon, declare dividends; and
- (ii) declare interim dividends from retained earnings or profit reserves in the most recent annual or semiannual balance sheet.

Article 60 - The Company may, by resolution of the Shareholders' Meeting, within the legal limits and as specified under the Corporate Law, offer profit sharing to its management and employees.

Sole Paragraph - The Company may, by resolution of the Board of Directors, offer profit sharing to workers, as provided by Law No. 10,101/2000.

CHAPTER IX LIQUIDATION OF THE COMPANY

Article 61 - The Company will be dissolved, entering into liquidation, in the cases provided for by law or by resolution of the Shareholders' Meeting, which will determine the manner of liquidation and will elect the liquidator and the Fiscal Council for the liquidation period, establishing the respective remunerations thereof.

Article 62 - The Company's corporate bodies shall, within the scope of their duties, take all measures necessary to prevent the company from being barred, for breach of the provisions of Article 68 of Law No. 9,472, and its regulations, from directly or indirectly operating telecommunication service concessions or licenses.

CHAPTER X ARBITRATION

Article 63 - The Company, its shareholders, managers and members of the Fiscal Council undertake to resolve through arbitration, before the Market Arbitration Chamber (*Câmara de Arbitragem do Mercado*), any and all disputes that may arise between them, related to or arising from, in particular, the application, validity, effectiveness, interpretation, breach and its effects of the provisions of the Corporate Law, the Company's Bylaws, the rules issued by the National Monetary Council, the Central Bank of Brazil and the CVM, as well as other rules applicable to the capital markets in general, besides those included in Level 1 Rules, Arbitration Rules, Sanction Rules and the Participation Agreement in Level 1 Corporate Governance.

Sole Paragraph - Notwithstanding the validity of this arbitration clause, the filing of emergency measures by the Parties, prior to formation of the Arbitral Tribunal, shall be submitted to



the Legal Department, ensuring that the chosen forum for such measuring is that of the District of the State of Rio de Janeiro.

CHAPTER XI FINAL AND TEMPORARY PROVISIONS

Article 64 - Exceptionally, notwithstanding the term of office set forth in Article 22 of these Bylaws, the members of the Board of Directors elected at the Extraordinary General Meeting held on October 16, 2020 shall have a unified term of office only until the Ordinary General Meeting resolving on the financial statements for the year ended on December 31, 2020.

BACK





ANNEX III – INFORMATION ON NOMINEES TO THE BOARD OF DIRECTORS (ITEMS 7.3 TO 7.6 OF THE REFERENCE FORM)

INFORMATION ABOUT THE CANDIDATES INDICATED BY THE BOARD TO THE BOARD OF DIRECTORES

(Items 7.3 to 7.6 of the Reference Form)

7.3/6 – Show in a table

Board of Directors:

Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Armando Lins Netto	12/15/1968	Board of Directors	3/06/2023	3/06/2025 (2 years)	Audit, Risks and Controls Committee // Coordinator of the Innovation and Digital Transformation Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
294.857.702-00	Mechanical Engineer	Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
6/03/2020					
Professional background / Independence criteria:					
<p>Born on 12/15/1968, Mr. Netto holds a bachelor's degree in Mechanical Engineering from Universidade Federal do Pará (UFPA – 1990), a master's degree in Mechanical Engineering from the Universidade Estadual de Campinas (UNICAMP – 1993) and a PhD in Mechanical Engineering from the University of California, Berkeley (UCB – 1999). He has been the CEO of the various businesses of the American fintech Fleetcor in Brazil since June 2014, including of the automatic payment company “Sem Parar” and other specialist payment companies. Between 2006 and 2014, Mr. Armando Netto worked at TIVIT, a Brazilian multinational digital services company, and was responsible for business and technology services from December 2010 to May 2014. Prior, he was Executive Officer at Unysis for services in the banking sector from 2004 to 2006, and consultant of McKinsey & Company in the São Paulo and London offices from 1999 to 2004. Mr. Armando serves on only at 1 board of directors of a publicly held company, which is Oi.</p> <p>In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description	Not applicable		

¹ The Company's Capital Stock is dispersed



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Claudia Quintella Woods	8/26/1975	Board of Directors	3/06/2023	3/06/2025 (2 years)	Audit, Risks and Controls Committee // Innovation and Digital Transformation Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
098.823.117-41	Business Administrator	Boar of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
3/04/2020					
Professional background / Independence criteria:					
<p>Born on 08/26/1975, with experience in strategic planning, marketing and sales and proven expertise in digital and multinational start-ups, Ms. Claudia Woods holds a Bachelor degree of Arts from Bowdoin College, with a dual major specialization in Environmental Science and Spanish and secondary focus on Economics. She holds a master's degree in Business Administration from the COPPEAD Institute of the Federal University of Rio de Janeiro (UFRJ) and also has a specialization program on Building Ventures in Latin America from the Harvard Business School. She is currently the CEO of We Work Latin America since July 2021. Previously, she served as General Officer of Uber Brasil from February 2019 to June 2021, having also served as Retail Officer at Banco Original and as Executive Superintendent of Digital Channels (Corporate and Retail) of such bank. Formerly, she held the positions of CEO of Webmotors.com, Director of Marketing and Digital Products at Walmart.com, CEO of Netmovies, Marketing and Intelligence for Latin America at Clickon, General Officer of Predicta, Product Senior Manager at L'Oréal Brazil, Relationship Marketing Manager at Ibest Company and Senior Consultant at Kaiser Associates. Mrs. Claudia serves on only 1 board of directors of a publicly held company, wich is Oi.</p> <p>In the past five years, she has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appeallable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		

¹ The Company's Capital Stock is dispersed



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Eleazar de Carvalho Filho	7/26/1957	Board of Director	3/06/2023	3/06/2025 (2 years)	
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
382.478.107-78	Economist	Chairman of the Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
1/12/2018					
Professional background / Independence criteria:					
<p>Born on July 26th, 1957, he is a founding partner of Virtus BR Partners – an independent financial consulting company – and Sinfonia Capital. Before founding Virtus BR Partners, Eleazar was partner and CEO of Unibanco Investment Bank, President of BNDES, and CEO of UBS Brasil. Previously, Eleazar was responsible for the corporate finance division of Banco Garantia in the Rio de Janeiro office, director and treasurer of Alcoa Alumínio, and director of the international area of Crefisul (Citigroup). Eleazar has extensive experience as a director of major listed companies in Brazil and abroad, and was a member of the boards of Brookfield Renewable Partners L.P, Tele Norte Leste Participações, Petrobras, Companhia Vale do Rio Doce, Eletrobrás, Alpargatas, among others, and was also Chairman of BHP Billiton Brazil. Eleazar is currently a director at Brookfield Renewable Corporation, TechnipFMC plc and the Brazilian Distribution Company (Group Pão de Açúcar/Cnova N.V.). He is also the president of the Brazilian Symphony Orchestra Foundation's curator council. Eleazar has a degree in Economics from New York University, with a Master's Degree in International Relations from The Johns Hopkins University. Mr. Eleazar serves on 4 boards of directors of publicly held companies, including Oi.</p> <p>In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description	Not applicable		

¹ The Company's Capital Stock is dispersed



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Henrique José Fernandes Luz	8/06/1955	Board of Directors	3/06/2023	3/06/2025 (2 years)	Coordinator of the Audit, Risks and Controls Committee // // People, Nomination and Governance Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
343.629.917-00	Bachelor of Science in Accounting and Independent Auditor	Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
8/19/2018					
Professional background / Independence criteria:					
<p>Born on June 8th, 1955, serves as chairman of the board of directors of Celleria Farmaceutica and a member of the Boards of Directors of Burger King do Brasil, Maringá Group (composed of closed companies, from the steel and energy, mining and sucroenergetic sectors), Oi S.A. and IRB RE. Chairman of the Board of Directors of IBGC – Brazilian Institute of Corporate Governance. He also serves as Vice President of the Board of the Museum of Modern Art of São Paulo. He is a member of the boards of Hospital Sírio Libanês and Fundação Dorina Nowill for the blind. Academic, holder of the 59 Chair of the Brazilian Academy of Accounting Sciences. He was a partner and a member of the executive leadership committee of PwC – PricewaterhouseCoopers in a 43 year career until 2018. Graduated in Accounting Sciences in 1978 from the School of Political and Economic Sciences of Rio de Janeiro (Candido Mendes University Ensemble), attended several courses and executive programs at Harvard, Darden, London (Ontario) Business School, Universidad de Buenos Aires and Singularity University. Mr. Henrique serves on 3 boards of directors of public companies, including Oi.</p> <p>In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Marcos Grodetzky	11/24/1956	Board of Directors	3/06/2023	3/06/2025 (2 years)	Audit, Risks and Controls Committee // People, Nomination and Governance Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
425.552.057-72	Economist	Vice-President of the Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
1/12/2018					
Professional background / Independence criteria:					
<p>Born on November 24, 1956, he acts as Vice-President of the Board of Directors of Oi S.A. since september 2018 and member of said Board since January 2018. Previously he served as alternate member of the Board of Directors of Oi S.A. from September 2015 until July 2016 and as effective member from July 2016 until September 2016. He is currently the Chairman of the Board of Zamp S.A. (Director of Burger King) e do Banco BS2 an independent member of the Board of Directors of Celleria Farmacêutica S.A. . He is a founding partner of Mediator Assessoria Empresarial Ltda., a company that since 2011 acts with mediation between companies and shareholders, in addition to offering strategic and financial consulting services. Until October 2013, Mr. Marcos Grodetzky was Executive Chairman of DGB S.A., a logistics holding company belonging to Grupo Abril S.A. and parent company of 6 companies: such as Dinap Treeelog and Total Express. Between the years 2002 and 2011, He was vice president of finance and investor relations for Telemar/Oi, Aracruz Celulose/Fibria e Cielo S.A. He worked for 25 years in the Corporate, Investment Banking and International areas of Citibank, Banco Nacional, Unibanco, Safra and HSBC. He graduated in Economics at the Federal University of Rio de Janeiro in 1978 and participated in the Senior Management Program at INSEAD / FDC in 1993. Mr. Marcos serves on 4 boards of directors of public companies, including Oi.</p> <p>In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		

¹ The Company's Capital Stock is dispersed



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Maria Helena dos Santos Fernandes de Santana	6/23/1959	Board of Directors	3/06/2023	3/06/2025 (2 years)	Audit, Risks and Controls Committee// Coordinator of People, Nomination and Governance Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
036.221.618-50	Economist	Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
9/19/2018					
Professional background / Independence criteria:					
<p>Born on 06/23/ 59, she acts as a member of the board and chairman of the audit committee of CI&T Inc. since 08/31/2021. On 04/27/21 she was elected as a member of the board of directors of Itau Unibanco Holding S.A. and from 01/02/23 as an audit committee member.. Also, she is a member of the board of directors and of the audit committee of Fortbrás Autopeças S.A. from 05/19/21. He served as a member of the board of directors and chairman of the audit committee of XP Inc., between November 2018 and April 2021. She was a trustee of the International Financial Reporting Standards Foundation, between January 2014 and December 2019. She was a member of the board of directors of Bolsas y Mercados Españoles – BME, between April 2016 and July 2020; member of the audit committee of Itau Unibanco Holding S.A., between June 2014 and July 2020; member of the board of directors of Companhia Brasileira de Distribuição, between February 2013 and June 2017; member of the board of directors of Totvs S.A., between April 2013 and March 2017; member of the board of directors of CPFL Energia S.A. between April 2013 and April 2015. She was president, between July 2007 and July 2012, and director, between July 2006 and July 2007, of the Brazilian Securities and Exchange Commission (“CVM”). She was chairman of the executive committee of IOSCO – International Organization of Securities Commissions between 2011 and 2012. She represented the CVM on the Financial Stability Board – FSB between 2009 and 2012. She worked at B3 between July 1994 and May 2006, having been responsible for the supervision of listed companies, attracting new companies and implementing the New Market or the “Novo Mercado”. She was vice-president of the IBGC between 2004 and 2006. She holds a degree in Economics from the University of São Paulo. Mrs. Maria Helena serves on 3 boards of directors of publicly held companies, including Oi.</p> <p>In the past five years, she has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of “Independent Member” as described in B3’s Novo Mercado (New Market) regulations, which has been adopted by the Company’s Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		

¹ The Company's Capital Stock is dispersed



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Mateus Affonso Bandeira	6/07/1969	Board of Directors	3/06/2023	3/06/2025 (2 years)	People, Appointments and Corporate Governance Committee // Transformation, Strategy and Investments Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
572.483.970-91	Business Administrator and consultant	Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
4/30/2021					
Professional background / Independence criteria:					
<p>Born on 06/07/69, He is graduated in Computing from Universidade Católica de Pelotas, with specialization in Corporate Finance and Management from FGV and Federal University of Rio Grande do Sul. He holds an MBA from Wharton School, University of Pennsylvania and specialization for company presidents (OPM) from Harvard Business School. He has been a member of the Board of Directors of Vibra Energia since September 2019, of Intelbras since March 2022 and of Marcopolo since March 2022. Between 2011 and 2017. He was Partner-President and CEO of FALCONI – Consultores de Resultado. He was a member of the Boards of Directors of Banco Pan (2011 to 2018), PDG Realty (2012 to 2016), Terra Santa Agro (2016 to 2018) and Hospital Moinhos de Vento (since 2017). He was a member of the Deliberative Council of Fundação Estudar between 2012 and 2017. In addition, he was CEO of Banrisul and Director of IR (2010 to 2011) and member of the CdA (2008 to 2011), Director/Undersecretary of the Treasury of RS (2007 to 2008), Planning and Management Secretary of RS (2008 to 2010). He also served in the Federal Senate (2006), in the Ministry of Finance (2004 to 2006) and in the Secretariat of Finance (1993 to 1999). Mr. Mateus serves on 4 boards of directors of publicly held companies, including Oi.</p> <p>In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		

¹ The Company's Capital Stock is dispersed



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Paulino do Rego Barros Junior	6/04/1956	Board of Directors	3/06/2023	3/06/2025 (2 years)	Coordinator of the Transformation, Strategy and Investment Committee // Innovation and Digital Transformation Committee
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
995.054.798-91	Engineer	Board of Directors		No	Yes
If the administrator has been exercising consecutive terms, start date of the first of such terms					
9/19/2018					
Professional background / Independence criteria:					
<p>Born on 06/04/56, he is member of the Board of Directors of Oi S.A. since September 2018, a member of the Board of Directors of Boa Vista Serviços (BOAS3.SA), since the IPO process that took place on October 2020, as well as Coordinator of the Strategy, Operational Execution and Financial Risks Committee of BVS. He has served from September 2017 to April 2018 as interim CEO of Equifax, Inc. Headquartered in Atlanta, Equifax is a global leader in technology and information solutions, operating in 24 countries and employing approximately 10,000 people worldwide. Previously, Mrs. Paulino has led the company's business in the Asia-Pacific region (from July to September 2017) and, from November 2015 to June 2017, led the business of U.S. Information Solutions (USIS) of the company, in this period the largest business unit at Equifax. From April 2010 to October 2015, he led Equifax's international business unit with responsibility for Latin America, Europe, Asia-Pacific and Canada. Before joining Equifax, in November 2008, he founded PB & C – Global Investments (LLC), an international consulting and investment firm, which he has presided since its creation. From January 2007 to November 2008, he was President of Global Operations at AT & T. He held several executive positions at BellSouth Corporation from December 2000 to January 2007, before BellSouth was acquired by AT & T in January 2007, including Corporate Product Director, President of BellSouth Latin America, Regional Corporate Vice President Latin America, and Planning and Operations Director of BellSouth International. From February 1996 to December 2000 he worked at Motorola, Inc. He has held the position of Corporate Vice President and Chief Executive Officer – Latin America Group and the position of Corporate Vice President and Chief Operating Officer – Market Operations – Americas, for the mobile telephony business unit. He has also held various positions at The NutraSweet Company, as well as Monsanto Company in the US and Latin America. Between 2012 and 2015 also served on the Advisory Board of Cingular Wireless, Converged Services Group, Alianza – BellSouth Corporation Latino Association – President, NII Holdings (NASDAQ: NIHD) – Adviser and member of the Risk Committee, and from 2018 and 2020, was part of the Crisis Response Advisory Board of McKinsey & Company, Inc. From 2006 to 2010 he served on the Audit and Finance Committee of Westminster Schools and the Red Cross (Red Cross) Georgia-US chapter between 2005 and 2008, both non-profit. He has a degree in mechanical and electrical engineering from the School of Industrial Engineering and the Faculty of Engineering of São José dos Campos, in São Paulo, and a master's degree in business administration (MBA) by Washington University in St. Louis. Mr. Paulino serves on 2 boards of directors of public companies, including Oi. In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p> <p>Independent Member, according to the definition of "Independent Member" as described in B3's Novo Mercado (New Market) regulations, which has been adopted by the Company's Corporate Charter in its Article 24.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		



Name	Date of Birth	Managing Entity	Date Elected	Term Expires	Other titles and positions at the issuer
Rodrigo Modesto de Abreu	04/19/1969	Board of Directors	3/06/2023	3/06/2025 (2 years)	N/A
CPF	Occupation	Elective Title	Date of investiture	Elected by Controlling Entity ¹	Independent Member
116.437.828-78	Engineer	Board of Directors and Chief Executive Officer		No	No
If the administrator has been exercising consecutive terms, start date of the first of such terms					
N/A					
Professional background / Independence criteria:					
<p>Born in April 1969, Mr. Abreu graduated with a Bachelor's Degree in Electrical Engineering from the State University of Campinas (UNICAMP) in 1991 and holds an MBA in General Management from the Stanford Graduate School of Business in 2000. Mr. Abreu joined Oi in 2018 as a member of the Board of Directors. Subsequently, in September 2019, he became Chief Operating Officer and, in January 2020, he was appointed Chief Executive Officer. He is currently the CEO of the Company and member of the Board of Directors of V.tal - Rede Neutra de Telecomunicações S.A. since June 2022. He is also a member of the Advisory Board of NC Group EMS Farmacêutica), where he leads the Digital Acceleration Committee. Mr. Abreu had served as the Chief Executive Officer of Quod - Gestora de Inteligência de Crédito S.A., a financial database management company incorporated by the five largest Brazilian banks. He also served as a Managing Partner at Giau Consultoria Empresarial Ltda., a business management consulting company; member of the Board of Directors of Vogel Soluções em Telecomunicações e Informática S.A., a fiber optic telecommunications operator; and Chief Executive Officer of TIM Participações S.A. (a publicly held company where he was also a member of the Board of Directors) and TIM Celular S.A. telecommunications operators. He was also Corporate VP and President of Cisco Systems do Brasil, an IT company, Managing Director of Cisco Systems for Northern Latin America and the Caribbean, President of Nortel Networks do Brasil, a telecommunications equipment company, and Chief Executive Officer of Promon Tecnologia Ltda., a technology services company, having started his career at the Promon Group.</p> <p>In the past five years, he has had no criminal conviction, any unfavorable judgment in CVM administrative proceedings, nor any adverse non-appealable decision, either judicially or administratively, that could have suspended or hindered the practice of professional or commercial activity.</p>					
Convictions: 0					
Type of conviction:	Not applicable	Conviction description:	Not applicable		

¹ The Company's Capital Stock is dispersed

7.4 – Disclose the information mentioned in item 7.3 related to the members of the statutory committees, as well as the audit, risk, finance and compensation committees, even if these committees or bodies are not statutory

No new members of statutory committees nor audit, risk, financial and compensation committees will be elected at the Meeting.



In items 7.3 and 7.6 were also informed the Advisory Committees of the Board of Directors in which the candidates that compose the slate indicated by the Company's Management for the Board of Directors participate.

7.5 – Marital Status, Common-Law Marriage, or Kinship to the second degree:

a. Company administrators

None.

b. (i) Company administrators, and (ii) Company administrators of directly- or indirectly-controlled companies.

None.

c. (i) administrators of the Company or of its direct or indirect subsidiaries, and (ii) direct or indirect controlling entities of the Company

None.

d. (i) Company administrators, and (ii) administrators of the Company's direct or indirect controlling entities.

None.

7.6 – Hierarchical relationship, provision of services, or control held, in the past three fiscal years, between Company administrators and:

a. Entities directly or indirectly controlled by the Company, except for those in which the issuer holds, directly or indirectly, an interest equal to or greater than 99% (ninety-nine percent) of the share capital

None.

b. Direct or indirect controlling entity of issuing company

None.

c. If relevant, supplier, customer who is a debtor or creditor of the Company, its subsidiaries or controlling entities or subsidiaries of any such persons

None.

