

Oi S.A.
Corporate Taxpayer's Registry (CNPJ/MF) No. 76.535.764/0001-43
Board of Trade (NIRE) 33.30029520-8
PUBLIC-HELD COMPANY

**EXCERPT OF ITEMS (1), (2) and (6) OF MINUTES OF THE 83RD MEETING OF THE
BOARD OF DIRECTORS, HELD ON MAY 13, 2015**

In my role as secretary of the meeting of the Board of Directors, I hereby CERTIFY that items (1), (2) and (6) of the Agenda of the 83rd Meeting of the Board of Directors of Oi S.A., held on May 13, 2015, at 10:30 a.m., at Praia de Botafogo, No. 300, 11th floor, suite 1101, Botafogo, in the City and State of Rio De Janeiro, reads as follows:

*"Regarding **item (1)** of the Agenda, Mr. Nuno Cadima presented a proposal to rectify certain conditions of the line of credit approved at a meeting of this Board on December 17, 2014, in the amount of up to USD 180 million, to support certain purchases from Huawei Technologies, in accordance with expected disbursements in 2015 and 2016. Mr. Nuno Cadima clarified that the principal characteristics of the financing are: (i) Taker/Borrower of the Financing: the Company; (ii) Amount: up to USD 180 million; (iii) Term: 7 years; (iv) Availability Period: up to 3 years, depending on the tranche; (v) Bank(s): DNB Bank ASA (Sweden Branch) or another financial institution indicated by Huawei; (vi) Guarantor: Industrial and Commercial Bank of China Ltd. ("ICBC") or another financial institution indicated by Huawei; (vii) Insurance Premium: 3.85% (up-front); (viii) Cost: max. Libor 6M + 0.90% per annum; (ix) Cost all in % of CDI: 105.55% CDI; and (x) Cost all in USD: Libor 6M + 2.10% per annum. The Board approved the proposal unanimously."*

*"Moving to **item (2)** of the Agenda, in accordance with article 24, first paragraph, of the Company's Bylaws, Mrs. Maria Gabriela Menezes Côrtes presented a proposal to maintain, in 2015, responsibilities assigned to the Company's Board approved in 2013 and 2014, provided they are in conformity with the management obligations of the Company, pursuant to the annexed document. The Board approved the proposal unanimously. It is recorded, in regards to the intercompany guarantee related to the pledge of shares, provided for in clause IV of art. 1 of the Authority Matrix that the Executive Board is required to subsequently bring such transaction before the Board for their knowledge in the form described in paragraph 4 of art. 1 of the Authority Matrix."*

*"Finally, moving to the **item (6)** of the Agenda, Mr. Ricardo Berretta Pavie removal as alternate member of the Company's Board was recorded. The Board unanimously decided, pursuant to article 150 of Law No. 6,404/76, to nominate to hold the aforementioned position of alternate member of the Board of Oi S.A. of Mr. Enrique Jäger, for the remaining term of office until the Annual Shareholders Meeting of 2016, Mrs. **Sandra Márcia Chagas Brandão**, Brazilian, single, economist, holder of identity card No. M3107045, issued by SSP/MG, Taxpayers' Registry No. 654.552.406-25, resident and domiciliated in Brasília - DF, with commercial address in the Palácio do Planalto, Praça dos Três Poderes, 3rd floor, Suite 303, Brasília - DF. The Board member elected herein declared she was not involved in any of the crimes provide by law that hinders her performance in the position for which she was nominated, and presents the declaration provided by paragraph 4, article 147, Law No. 6,404/76."*

The majority of the Board of Directors was present and affixed their signatures: José Augusto da Gama Figueira (alternate); Rafael Cardoso Cordeiro; Fernando Magalhães Portella; Rafael Luis Mora Funes; José Valdir Ribeiro dos Reis; Cristiano Yazbek Pereira; Alexandre Jereissati Legey; Henrique Jäger; Fernando Marques dos Santos; Carlos Augusto Borges; Armando Galhardo Nunes Guerra Junior; and Shakhaf Wine.

Rio de Janeiro, May 13, 2015.

Maria Gabriela Menezes Côrtes
Secretary

AUTHORITY MATRIX

Oi S.A.

The Board of Directors of Oi S.A. ("Company"), at meetings held on March 13, 2012, June 27, 2012, September 26, 2012, April 25, 2013, June 18, 2014 and May 13, 2015, in accordance with law and the provisions of art. 24 of the Company's Bylaws, resolved, for due legal purposes, to approve the following Authority Matrix, applicable to the Company and all its subsidiaries (jointly, the "Companies"):

Article 1. In addition to the duties provided by law and the Company's Bylaws, pursuant to the provisions of its art. 24, item XIII and Paragraphs 1 and 2, as well as the provisions of art. 32, as the elected body, the Executive Board of the Company is authorized to:

I. Approve and execute investments and divestments in the capital of other companies, in an amount of up to R\$30,000,000.00 (thirty million *reais*), per operation, subject to the provisions of paragraph 3 below;

II. Authorize the sale, up to R\$30,000,000.00 (thirty million *reais*), or encumbrances, up to R\$40,000,000.00 (forty million *reais*), of Company assets classified as fixed assets;

II.a. Specifically with regard to the establishment of consortium for executing a specific project, as the elected body, the Executive Board is authorized to: (i) to authorize the establishment of a consortium in an amount of up to R\$30,000,000.00 (thirty million *reais*), when such consortium agreement is entered into with partners (companies that are not our parent companies, subsidiaries or affiliates); and (ii) in any amount, when entered into between the Company and our parent companies, subsidiaries or affiliates ("Intercompany Consortium").

III. Authorize the acquisition of goods for fixed assets with individual amounts of up to R\$30,000,000.00 (thirty million *reais*); the contracting of services, or executing contracts in general, amendments, agreements or conventions in the ordinary course of the Company's business that represent liabilities, obligations and commitments, with individual amounts of up to R\$35,000,000.00 (thirty-five million *reais*);

IV. Authorize the provision of guarantees in general by the Company: (i) when in favor of third parties, in an amount of up to R\$30,000,000.00 (thirty million *reais*), per transaction; (ii) when between the Company and companies that are 100% (one hundred percent) controlled, directly or indirectly, by the Company ("Intercompany Guarantees"), without compensation, in any amount;

V. Resolve on the waiver of rights and transactions of any kind, in an amount of up to R\$30,000,000.00 (thirty million *reais*), per act or transaction;

VI. Deliberate on (i) entering into loans (except for intercompany loans, in which case the Executive Board may approve any amount) and lines of credit up to R\$100,000,000.00 (one hundred million *reais*); (ii) leasing agreements limited to R\$200,000,000.00 (two hundred million *reais*); and (iii) issuance of promissory notes in an amount of up to R\$30,000,000.00 (thirty million *reais*), except for commercial papers, provided for in art. 24, III of the Bylaws, and promissory notes

issued in favor of Company's subsidiaries, in which case the approval of the issuance, in any amount, is authorized by the Executive Board;

VII. Authorize individual transactions up to R\$10,000,000.00 (ten million *reais*) between the Company and its material subsidiaries, on one side, and its shareholders and any related parties, on the other;

VIII. Authorize the execution of contracts and transactions up to R\$10,000,000.00 (ten million *reais*) between the Company and/or its subsidiaries, on one side, and CTX Participações S.A., Contax Participações S.A. and Contax S.A. and its subsidiaries, on the other.

Paragraph 1. In any of the events described in items I to VIII of this matrix, and in accordance with paragraph § 3 of Art. 24 of the Bylaws, if the amount of the act or contract is less than R\$5,000,000.00 (five million *reais*), the provisions of Art. 31 of the Bylaws shall apply, which do not require the deliberation of the Executive Board. If the amount of the act or contract is equal to or greater than R\$5,000,000.00 (five million *reais*), the deliberation of the Executive Board will always be required. The approval by the Board of Directors of the Company will be required where the amount of the act or contract is not provided for in the budget and exceeds the limits established in this matrix.

Paragraph 2. Pursuant to Art. 32, item X, of the Company's Bylaws, as the elected body, the Executive Board of the Company is authorized, based on the assigned limits defined by the Board of Directors for the Executive Board under this matrix, to establish limits in accordance with the hierarchical line of the Company's administrative structure.

Paragraph 3. The Board of Directors is responsible for deliberating on the acts, contracts, transactions or operations of any nature that exceed the limits imposed by this matrix on the Executive Board, as well as any negotiation involving shares of Portugal Telecom, owned by the Company and/or its subsidiaries, regardless of the amount involved.

Paragraph 4. The Executive Board should prepare quarterly reports to inform the Board of Directors about the investments and divestments estimated at an amount exceeding R\$30 million, which the Company incurs in the relevant period.