

**Oi S.A.**  
**CORPORATE TAXPAYER'S ID (CNPJ/MF): 76.535.764/0001-43**  
**COMPANY REGISTRY (NIRE): 33.30029520-8**  
**PUBLICLY-HELD COMPANY**

**EXCERPT OF ITEM (5) OF THE MINUTES OF THE FISCAL COUNCIL MEETING  
HELD ON OCTOBER 16, 2014**

As the secretary of the Fiscal Council Meeting, I HEREBY CERTIFY that **item (5)** of the Agenda of the Fiscal Council Meeting of Oi S.A. held on October 16, 2014, at 10:00 a.m. at Rua Humberto de Campos, nº 425 – 8º andar, Leblon, in the city and state of Rio de Janeiro reads as follows:

*“Finally, in relation to **item (5)** on the Agenda, Marcelo Ferreira presented a proposal to effect a 10:1 reverse share split of all the Company’s common and preferred shares, such that each lot of ten shares of each type is grouped into one share of the same type. Marcelo Ferreira further proposed that the Company’s shares traded on the NYSE in the form of American Depositary Shares (“ADSs”) also be the object of a reverse split in the same proportion as that in Brazil, such that the ADSs will continue to be traded in the ratio of one ADS for each share. After the questions raised by the Council members had been answered, they unanimously approved the proposal for a reverse split of the Company’s shares under the terms proposed and the consequent alteration of the number of shares into which the Company’s capital stock is divided, and the adoption of all the measures needed to effect said reverse split, as well as its submission to a Company Shareholders’ Meeting, Allan Kardec de Melo Ferreira having been selected to represent the Fiscal Council at said Meeting.”*

A majority of members of the Fiscal Council attended the meeting as per the signatures below: Allan Kardec de Melo Ferreira, Aparecido Carlos Correia Galdino and Umberto Conti.

Rio de Janeiro, October 16, 2014.

**Maria Gabriela Campos da Silva Menezes Côrtes**  
Secretary