



**3Q13 RESULTS**

**Rio de Janeiro, November 2013**

# IMPORTANT NOTICE

This release contains forward-looking statements, according to the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about perspectives and expectations, are forward-looking statements.

The words "anticipates", "believes", "estimates", "expects", "forecasts", "intends", "plans", and similar terms, when related to the Company or its management, indicate forward-looking statements. These statements reflect the current view of management and are subject to various risks and uncertainties. These statements are based on various assumptions and factors, including general economic, market, industry, and operational factors. Any changes to these assumptions or factors may lead to practical results different from current expectations. Excessive reliance should not be placed on those statements.

Forward-looking statements relate only to the date they are made, and the Company is not obligated to update them as new information or future developments arise.

## DELIVERING ON CUSTOMER GROWTH

## Operational highlights

Thousand RGUs

	3Q13	2Q13	q.o.q	3Q12	y.o.y
<b>Total</b>	<b>74,873</b>	<b>74,757</b>	<b>+0.2%</b>	<b>73,265</b>	<b>+2.2%</b>
<b>Residential</b>	<b>18,336</b>	<b>18,438</b>	<b>-0.6%</b>	<b>18,189</b>	<b>+0.8%</b>
Fixed Line	12,091	12,242	-1.2%	12,610	-4.1%
Broadband	5,336	5,296	+0.8%	4,975	+7.3%
Pay TV	909	900	+1.0%	604	+50.5%
<b>Personal Mobility</b>	<b>47,337</b>	<b>46,896</b>	<b>+0.9%</b>	<b>45,568</b>	<b>+3.9%</b>
Prepaid	40,676	40,235	+1.1%	39,483	+3.0%
Postpaid	6,662	6,661	+0.0%	6,085	+9.5%
<b>Corporate/SMEs</b>	<b>8,542</b>	<b>8,755</b>	<b>-2.4%</b>	<b>8,782</b>	<b>-2.7%</b>
Fixed Line	5,222	5,306	-1.6%	5,371	-2.8%
Broadband	623	615	+1.3%	581	+7.2%
Mobile	2,698	2,834	-4.8%	2,830	-4.7%
<b>Public Telephones</b>	<b>657</b>	<b>667</b>	<b>-1.5%</b>	<b>726</b>	<b>-9.5%</b>

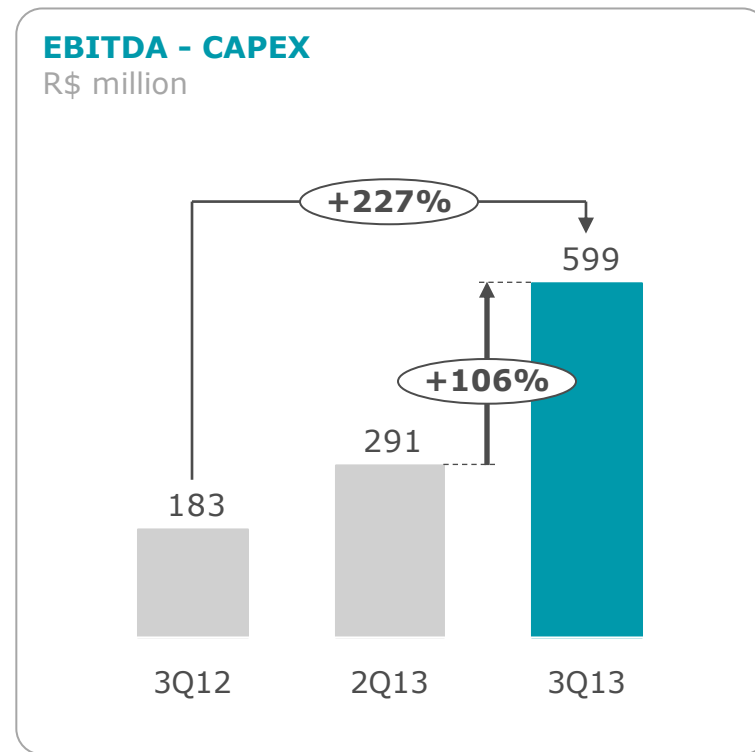
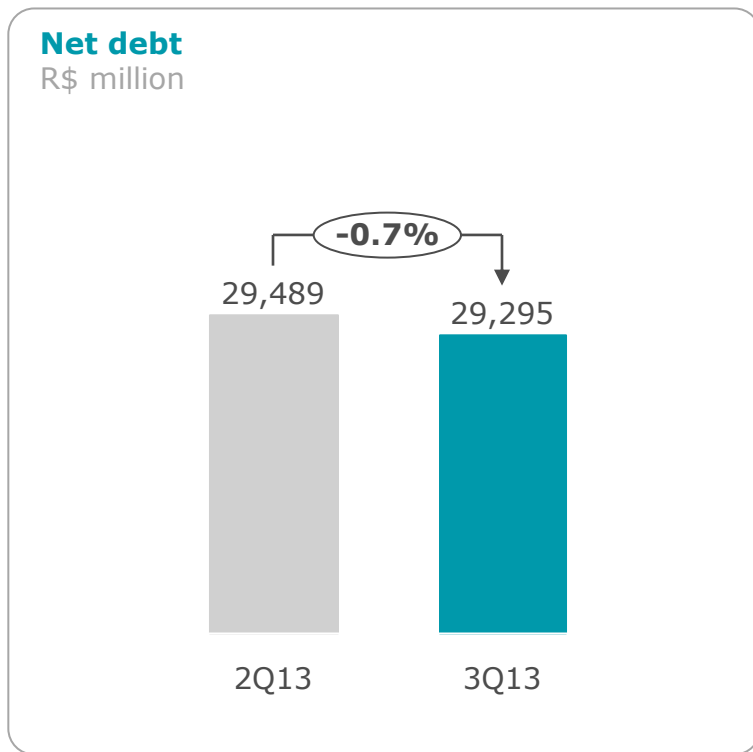
## DELIVERING ON REVENUE GROWTH AND CASH FLOW

### Financial highlights

R\$ million

	3Q13	2Q13	q.o.q	3Q12	y.o.y
<b>Net Revenue</b>	<b>7,099</b>	<b>7,073</b>	<b>+0.4%</b>	<b>7,041</b>	<b>+0.8%</b>
Residential	2,564	2,578	-0.5%	2,490	+3.0%
Personal Mobility	2,330	2,255	+3.3%	2,305	+1.1%
Service	1,679	1,595	+5.3%	1,562	+7.5%
Corporate/SMEs	2,106	2,154	-2.2%	2,134	-1.3%
<b>Operating Costs and Expenses</b>	<b>4,960</b>	<b>5,276</b>	<b>-6.0%</b>	<b>4,850</b>	<b>+2.3%</b>
Provision for bad debt	201	323	-37.8%	75	+168.0%
Personnel	603	734	-17.8%	483	+24.8%
Marketing	116	210	-44,8%	108	+7.4%
<b>EBITDA</b>	<b>2,139</b>	<b>1,797</b>	<b>+19.0%</b>	<b>2,190</b>	<b>-2.3%</b>
<b>EBITDA Margin</b>	<b>30.1%</b>	<b>25.4%</b>	<b>+4.7p.p.</b>	<b>31.1%</b>	<b>-1.0p.p.</b>
<b>Net Income</b>	<b>172</b>	<b>-124</b>	<b>n.m.</b>	<b>587</b>	<b>-70.7%</b>
<b>Capex</b>	<b>1,540</b>	<b>1,506</b>	<b>+2.3%</b>	<b>2,007</b>	<b>-23.3%</b>
<b>EBITDA-Capex</b>	<b>599</b>	<b>291</b>	<b>+105.8%</b>	<b>183</b>	<b>+227.3%</b>

### CHANGING THE CASHFLOW PROFILE

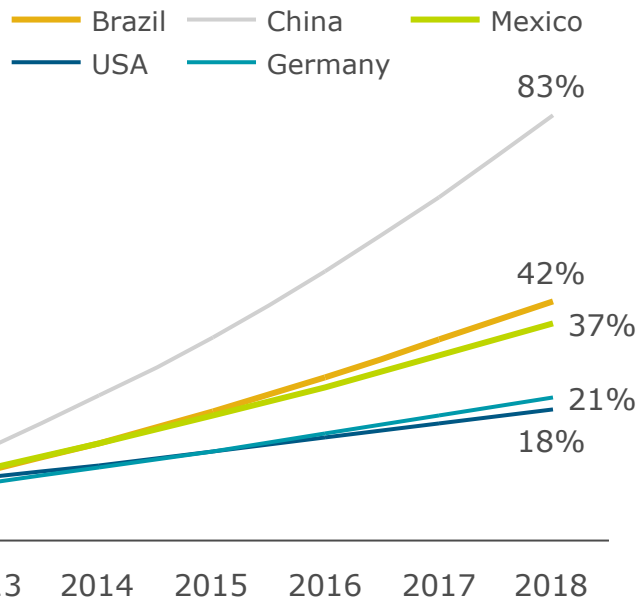


# BUSINESS PERFORMANCE

## GROWTH WILL BE DRIVEN BY STRONG DEMOGRAPHICS AND AN EMERGENT AND ESTABLISHED MIDDLE-CLASS

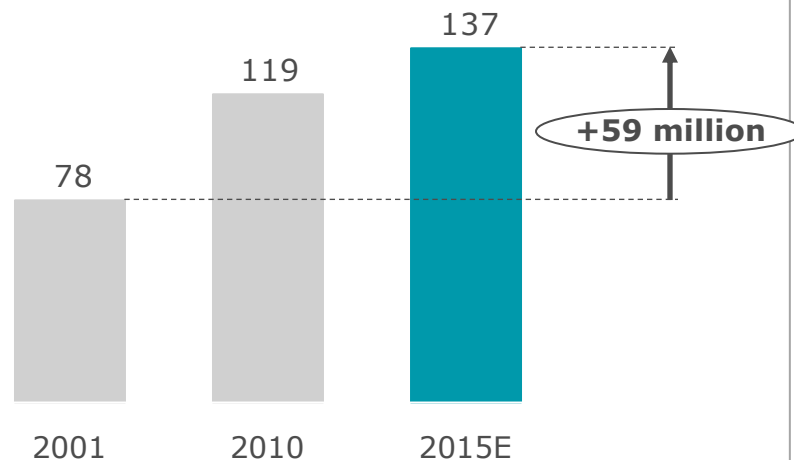
### IMF GDP Forecast (2011-2018), PPP adjusted

Base 100



### A, B and C income classes population

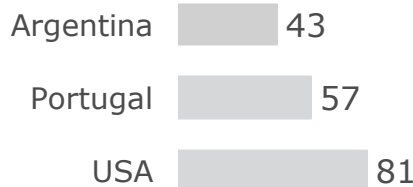
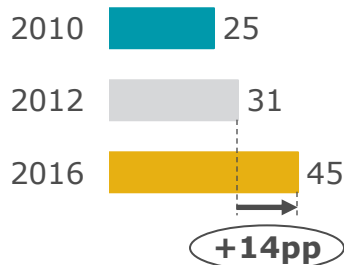
million



# GROWTH WILL BE DRIVEN BY HIGHER TAKE UP OF BROADBAND, PAY TV AND MOBILE INTERNET

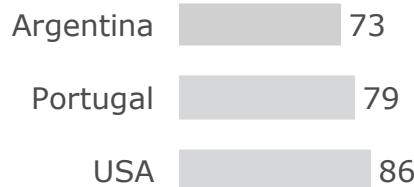
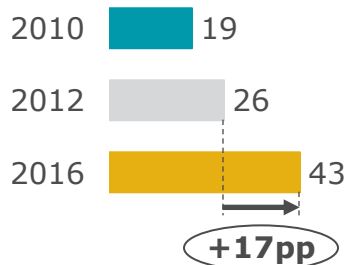
## Broadband penetration

% households



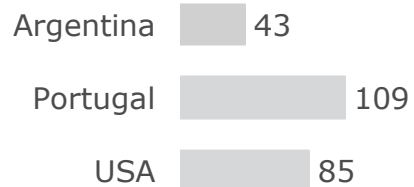
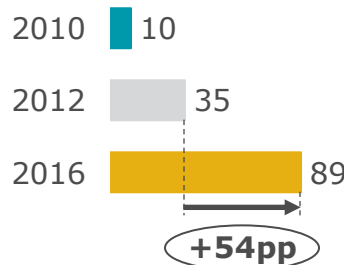
## Pay TV penetration

% households



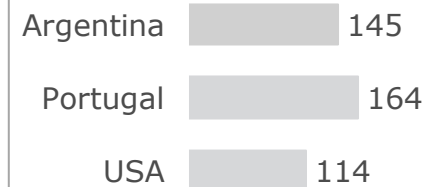
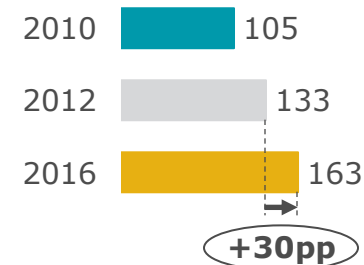
## Mobile Data\* penetration

% population



## Mobile voice penetration %

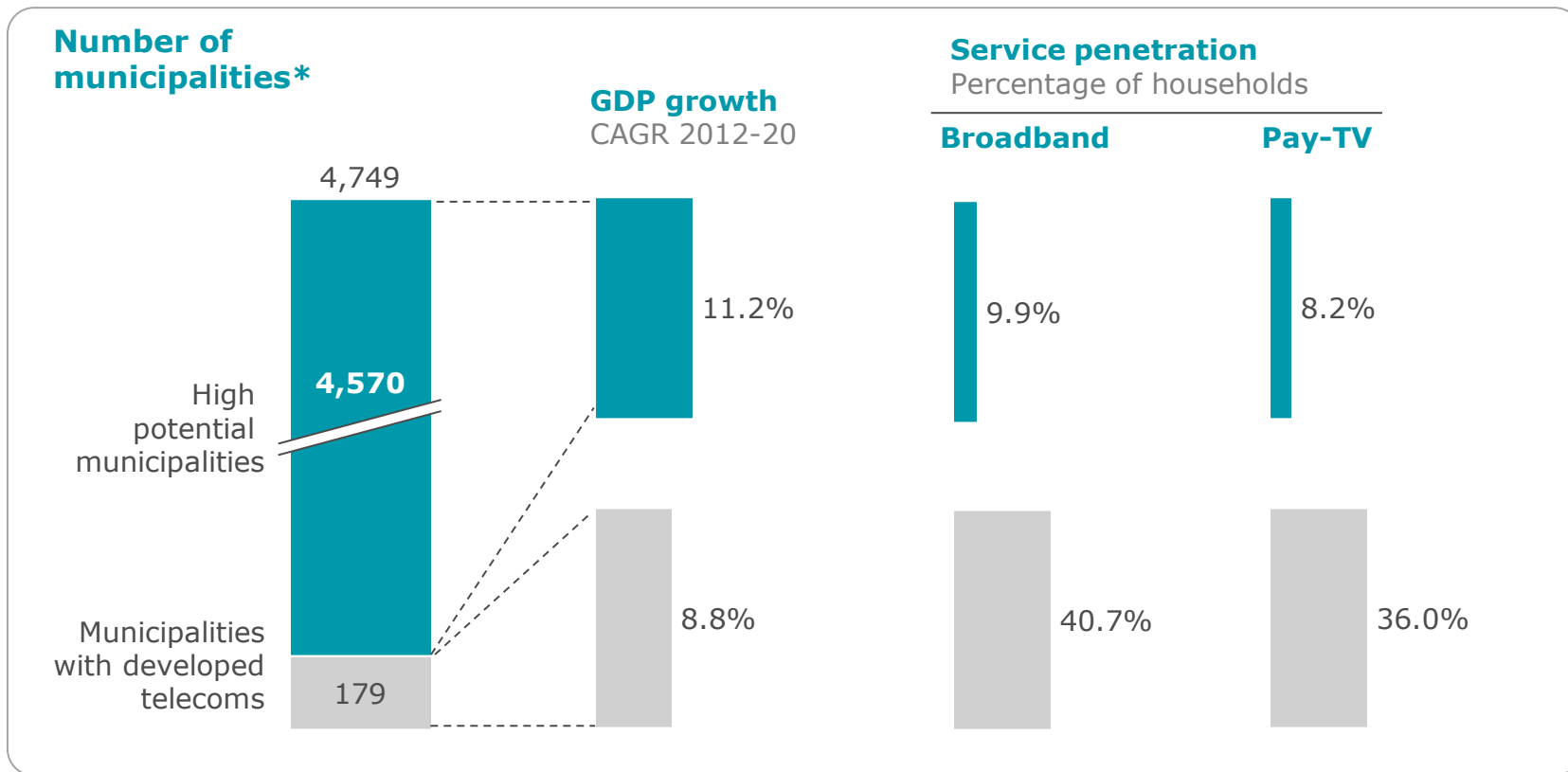
population



\* Include WCDMA, HSPA, LTE, TD-SCDMA, CDMA2000 EV-Do and WiMax mobile calls

Source: Teleco, Yankee Group; Screen Digest; Pyramid; ANACOM, Pyramid Research; OVUM (Mobile Technology Split Forecast: 2012-17 (August 2012))

## CONSUMPTION CAN VARY BY REGION AND BY CITY AND TO TAP GROWTH A LARGER FOOTPRINT IS REQUIRED



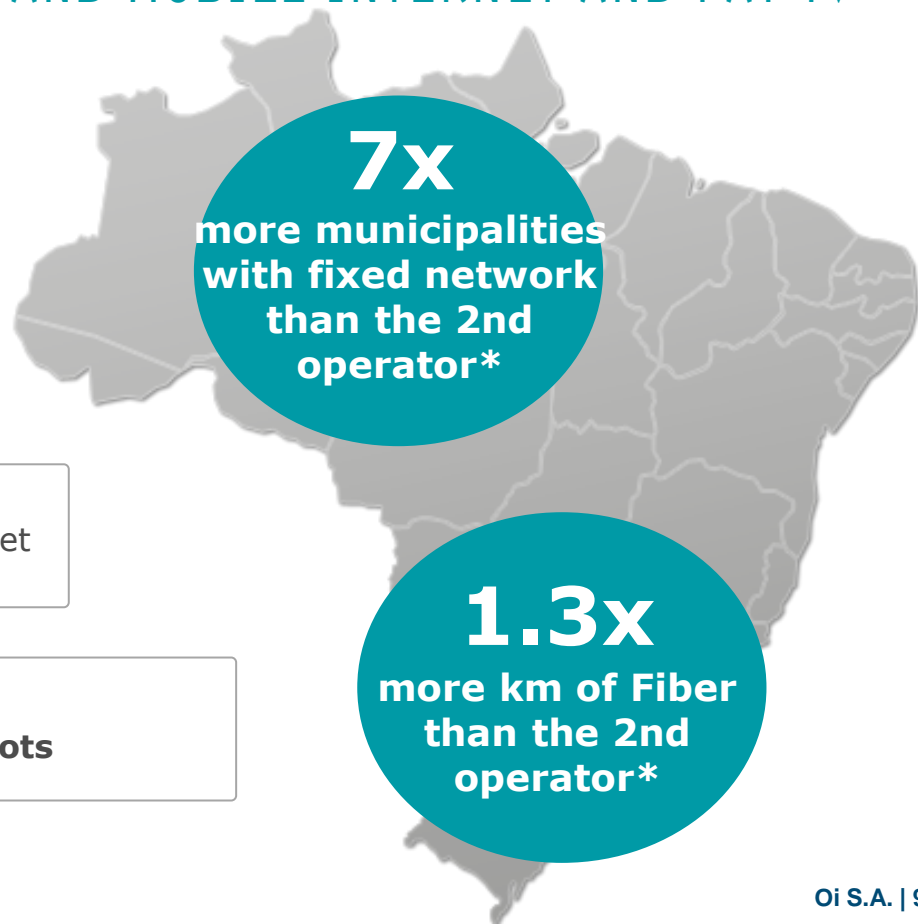
OI WITH ITS UNIQUE FOOTPRINT WILL PLAY A PIVOTAL ROLE IN INCREASING PENETRATION OF FIXED AND MOBILE INTERNET AND PAY TV

**330,000 Km of Fiber**

**Present in all Brazilian states** and in **5,477 municipalities\*\***

**More than 12 Mn households** with voice and/or internet

Coverage of **2G / 3G** and **4G** and **330,000 Wi-fi hotspots**



\*April/12

\*\* Includes Region 1, 2 and 3

# KEY BUSINESS PRIORITIES



## Customers

Consolidation of business model and future growth



## Operations

Operational excellence with regional plans for network and infrastructure, network operation, field force and IT optimization



## Finance

- Lower unit costs and smarter spending on capex
- Asset Sales
- Focus on Cash flow



## Culture

Teamwork, clear leadership and greater empowerment and responsibility for delivery on results

## KEY BUSINESS PRIORITIES



### Customers

Consolidation of business model and future growth



Operational excellence with regional plans for network and infrastructure, network operation, field force and IT optimization

Leadership and greater empowerment and responsibility for delivery on results



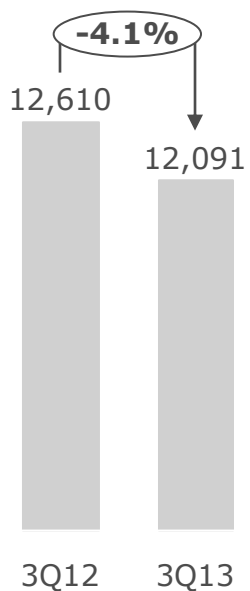
### Finance

- Lower unit costs and smarter spending on capex
- Asset Sales
- Focus on Cash flow

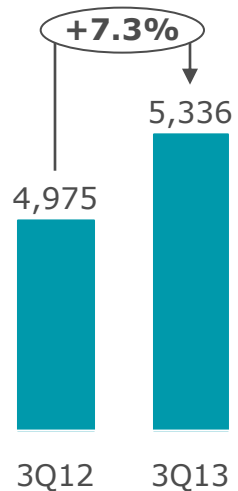
BUNDLED OFFERINGS AIMED AT HOUSEHOLDS WITH ONE PRODUCT...

**RGUs**

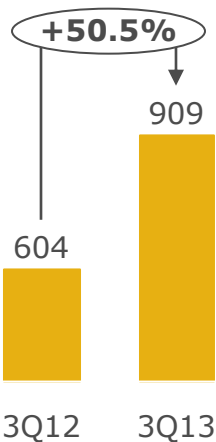
thousand



**Fixed line**



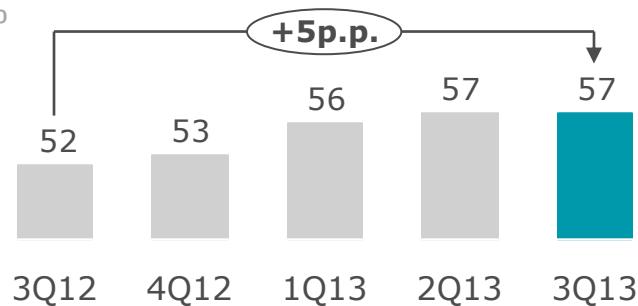
**Broadband**



**Pay TV**

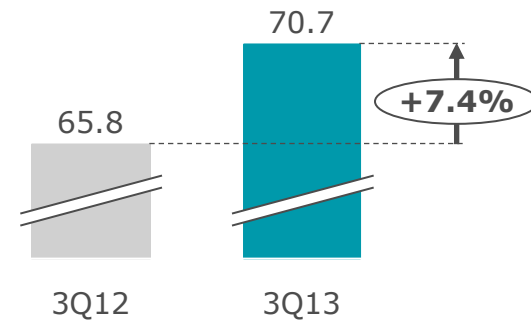
**Households with more than 1P**

%



**ARPU**

R\$



# ...TO ENHANCE VALUE PROPOSITION AND MITIGATE LINE ATTRITION

## Oi Bundle Offers



### Oi Conta Total w/ TV

4P

Fixed + Postpaid + Velox + TV + WiFi



### Oi Conta Total

3P

Fixed + Postpaid + Velox + WiFi



### Casa Total

3P

TV + Fixed + Velox + WiFi



### Internet Total

2P

Velox + 3G Unlimited + WiFi



### Voz Total

2P

Fixed + Prepaid

local, off-net and LD minutes

- 50 min.
- 200 min.
- 500 min.
- 1.000 min.

### Oi Conta Total

### Oi Conta Total Smartphone

- + Unlimited on-net and local traffic
- + F/M Traffic
- + Broadband: 2/10 Mbps
- + Family packages (up to 4)
- + SMS\* Plan
- + Unlimited Data & SMS
- + Handset Subsidy

Additional Services



Pay TV



Unlimited Long Distance



Mobile Broadband



Unlimited SMS



Mobile Internet

\* SMS and MMS plan equal to voice plan

# BUNDLED OFFERINGS IMPROVE CHURN AND ARPU

### INSIDE HOME



- Unlimited calls to Oi Fixed (local or LD)
- From R\$ 29.90\*
- More than 12 million households to unlimited talk
- Allow to contract broadband

### OUTSIDE HOME



- Up to 3 unlimited prepaid simcards, for only R\$ 10 per line
- Free local calls from public phones to any Oi Fixed
- Automatic recharging direct in fixed line bill
- No battery, can talk through the public phone

### THE BEST OF FIXED AND MOBILE



### VOZ TOTAL

- Largest community fixed + mobile in Brazil
- The only truly unlimited prepaid
- The unlimited fixed line with quality

\*promotion price for 3 months; only the plan "Fixo 200" remain with this price after 3 months

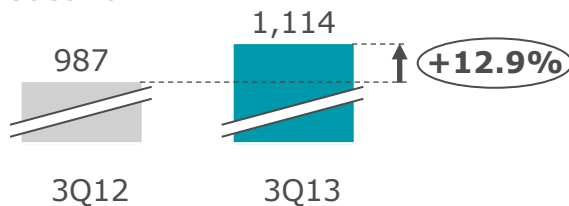
# ADJUSTING MIX OF OFFERS TO PROMOTE CONVERGENCE

National initiatives focused on broadband, pay-TV and convergence ...



### Oi Conta Total plans

thousand



- **Low end:** attractive entry offers
- **Value for money:** customer in search of Internet speed, Premium TV and bundle discounts
- **High end:** differentiation based on products and services (Fixed-Mobile and voice/video/data convergence)

... coupled with local / regional focus



Oi began to charge local prices for calls from border cities to their neighbors in other countries

- Tariff reduction of 91% - 97% targeted at one million people living close to the border
- Benefits 24 Brazilian cities in communications with 26 cities of 8 countries

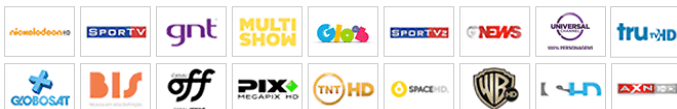
Fixed broadband up to 10 Mb for R\$ 29.90 monthly to fixed line subscribers

- Promotional prices and periods defined on a local / regional basis
- Customers also have access to Oi's Wifi network

# RATIONAL APPROACH TO CREATING VALUE

## Entry package

### HD channels



### Movies



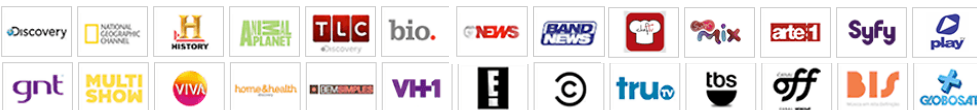
### Sports



### Kids

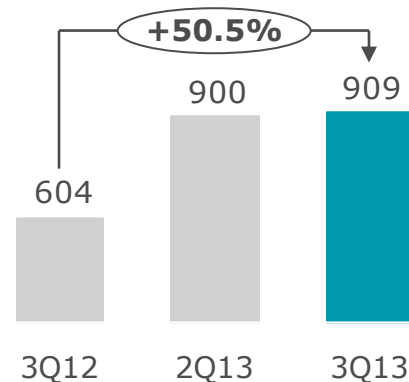


### Other



## Pay TV RGUs

Thousand



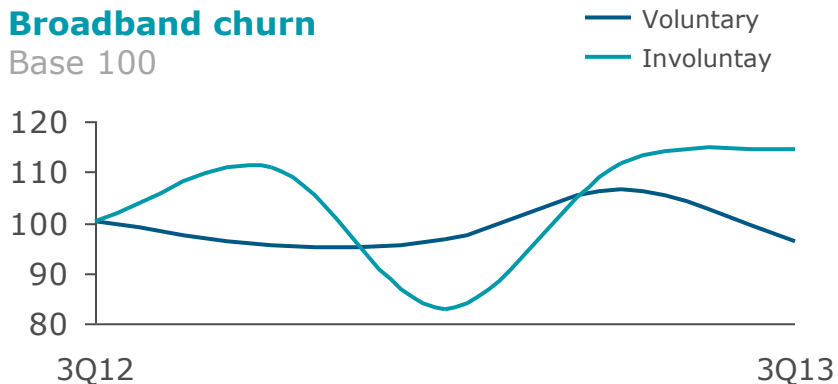
The most comprehensive entry package in the market

# FOCUS ON QUALITY OF SALES AND SERVICE IS IMPROVING CHURN

- Improvement in the quality of sales
- Tighter control of quality and productivity of sales channels
- Efficiency of provisioning
- Reinforcement of loyalty programs, including speed upgrades

### Broadband churn

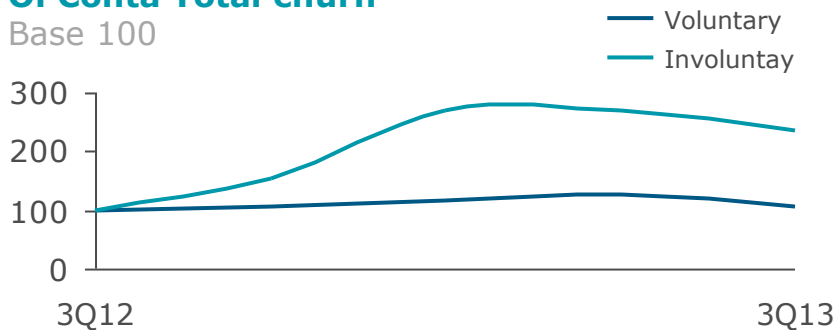
Base 100



In September, the voluntary churn achieved the lowest level in 2012 and 2013

### Oi Conta Total churn

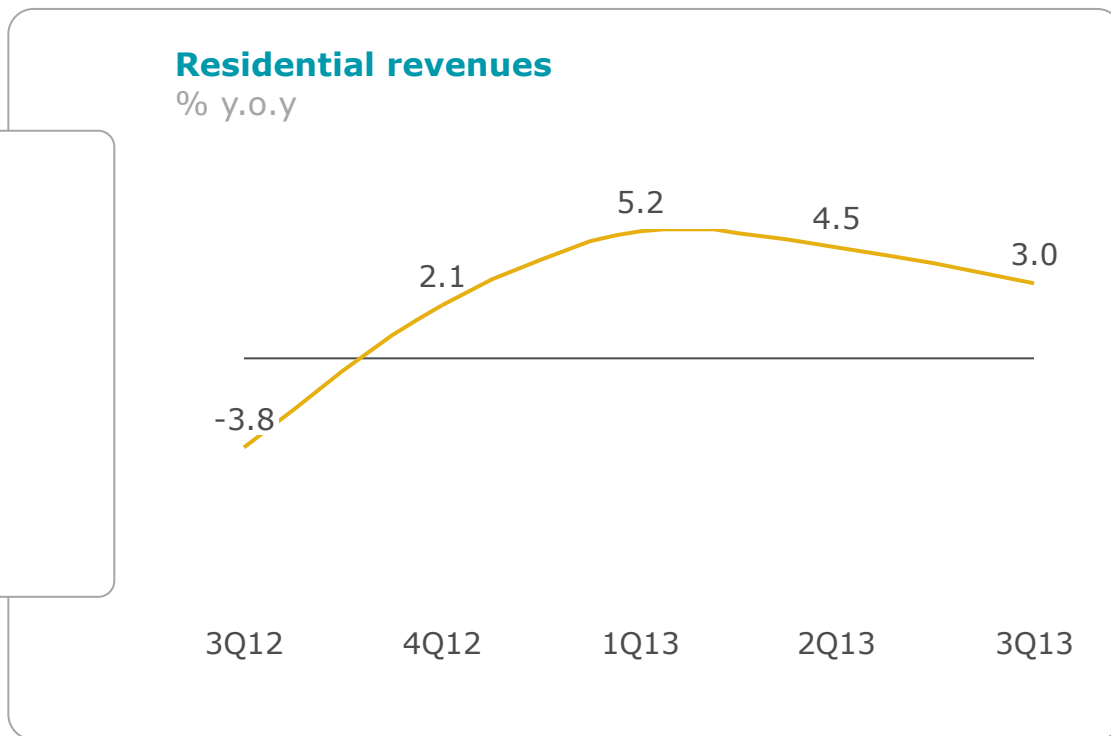
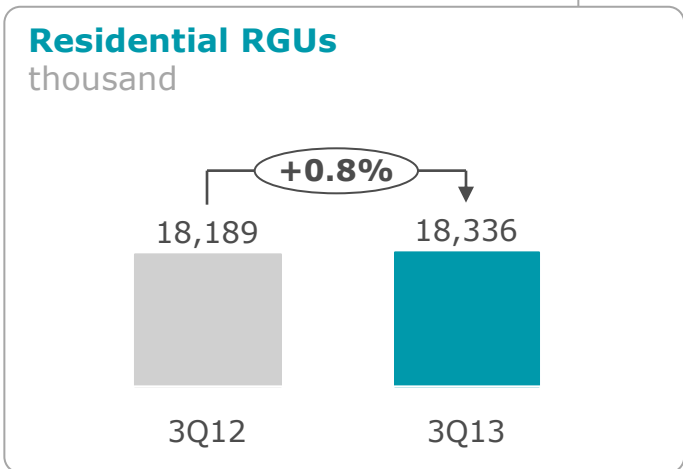
Base 100



In September, the voluntary churn achieved the lowest level in 2013

## 3Q13 Results - Residential

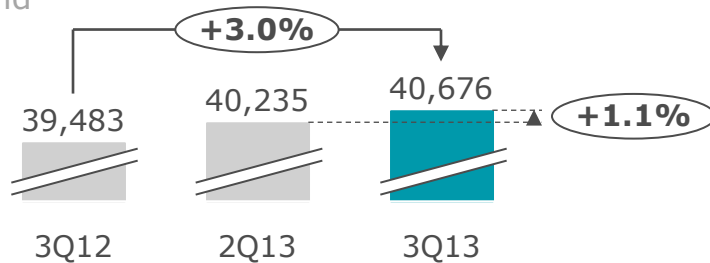
...ALL RESULTING IN 3.0% REVENUE GROWTH



## GROWTH DRIVEN BY PREPAID

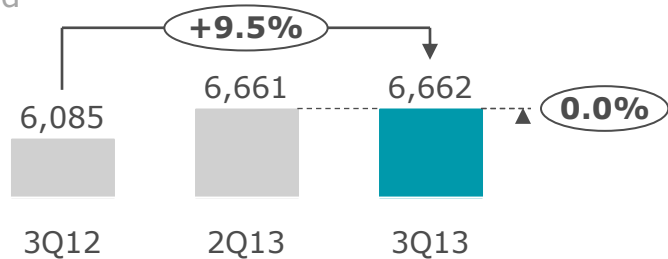
### Prepaid RGUs

Thousand



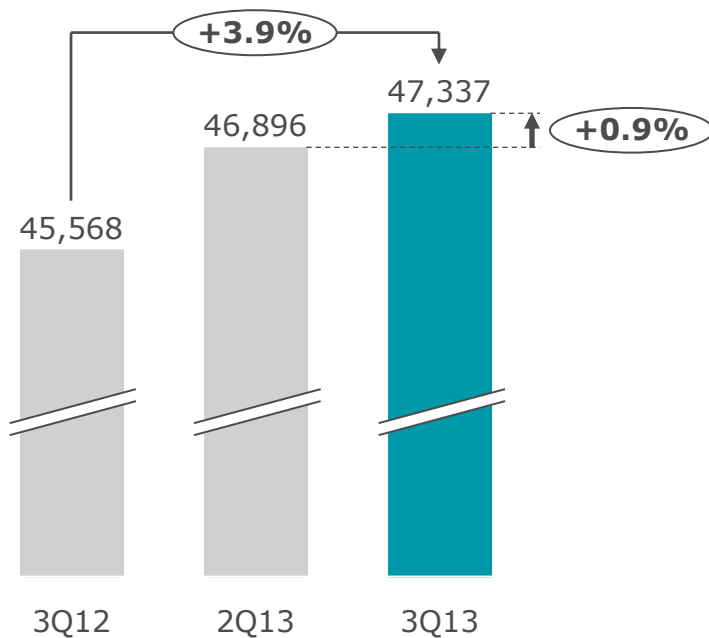
### Postpaid RGUs

Thousand



### Personal mobility RGUs

Thousand



## POTENTIAL TO IMPROVE MARKET-SHARE

**Northern**

- Pop.: **12.55**
- MS Mobile: **15%**

**Mid-West**

- Pop.: **18.19**
- MS Mobile: **17%**

**São Paulo**

- Pop.: **41.90**
- MS Mobile: **14%**

**Southern**

- Pop.: **27.73**
- MS Mobile: **14%**

**Ceará**

- Pop.: **18.48**
- MS Mobile: **31%**

**Pernambuco**

- Pop.: **19.14**
- MS Mobile: **29%**

**Bahia**

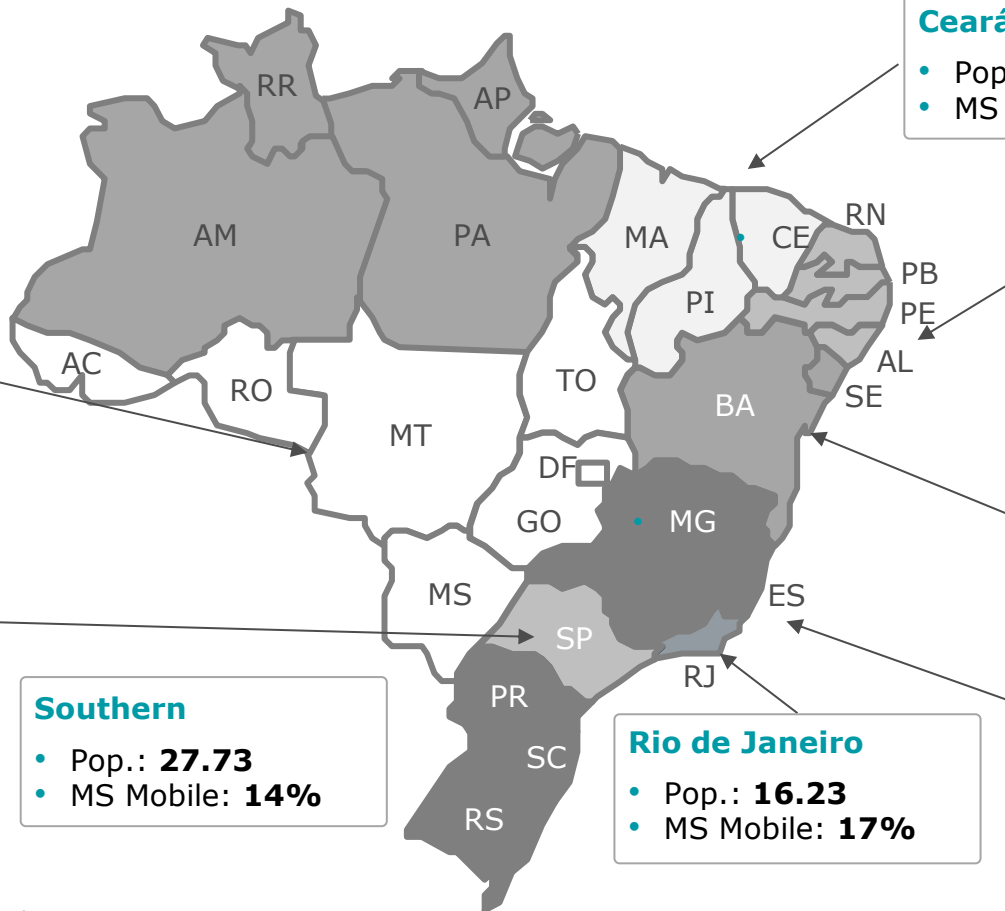
- Pop.: **16.27**
- MS Mobile: **22%**

**Minas Gerais**

- Pop.: **23.43**
- MS Mobile: **22%**

**Rio de Janeiro**

- Pop.: **16.23**
- MS Mobile: **17%**



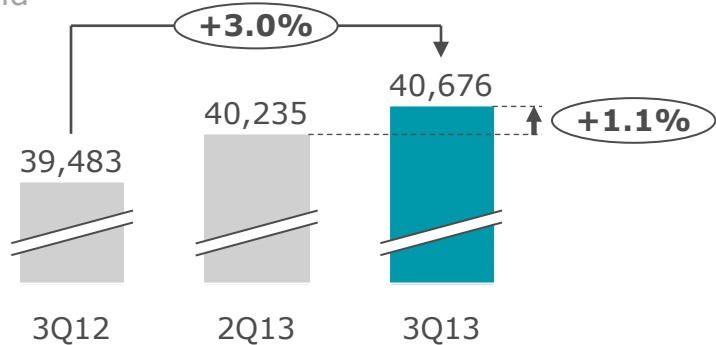
Pop.: Population in million  
 MS: Oi's Regional Mobile Market Share  
 Source: Teleco / Data 3Q13, except population 2012.

# PREPAID FOCUS IS DELIVERING RESULTS

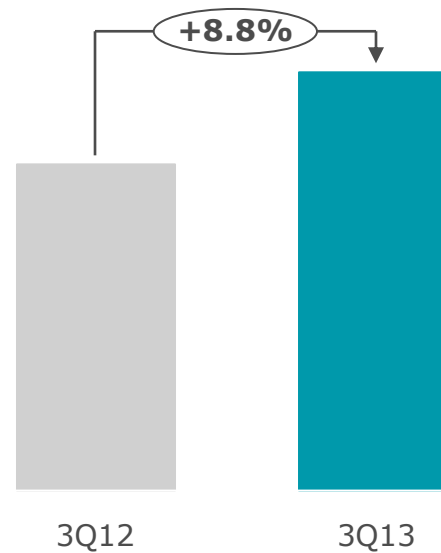
- Active campaign management directs promotions to stimulate recharges
- Consistent clean up of customer base to improve profitability

### Prepaid RGUs

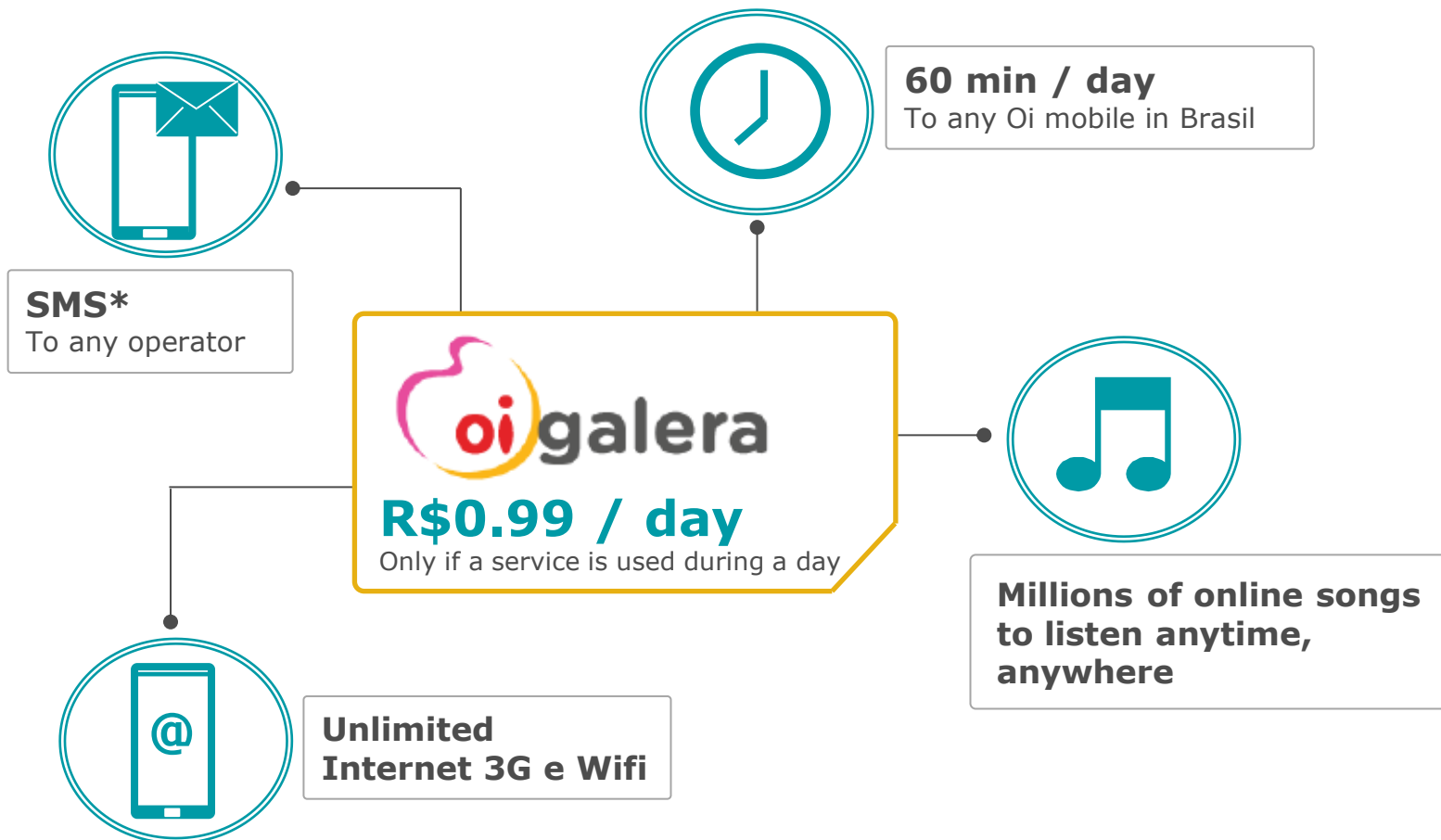
Thousand



### Recharges



## NEW OFFER TARGETING THE YOUTH SEGMENT



\*500 on-net SMS per day and 30 SMS to other operators

# NEW PROMOTION AIMED AT STIMULATING USAGE DURING THE MONTH

## Recharges

**R\$13**

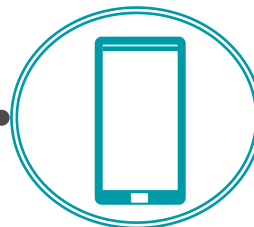
Offer valid for 15 days

**R\$18**

Offer valid for 25 days

**R\$25**

Offer valid for 30 days



**R\$0.10 / day**

Charge only if service is used

**30 min / day**

To any Oi mobile and Oi fixed line in Brazil

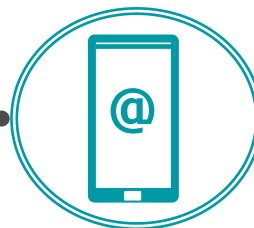


**R\$0.50 / day**

Charge only if service is used

**SMS\***

To any operator



**R\$0.50 / day**

Charge only if service is used

**Unlimited Internet  
2G/3G**

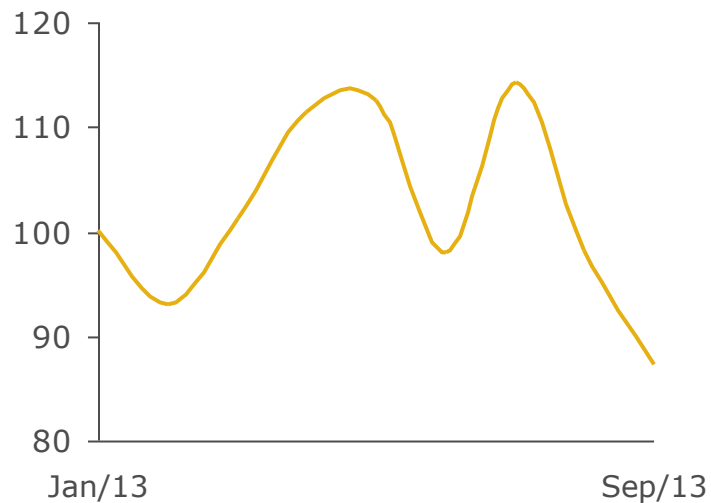
\*500 on-net SMS per day and 30 SMS to other operators

\*\* Offer example of Rio de Janeiro State

## FOCUS ON QUALITY OF SALES AND SERVICE IS IMPROVING CHURN

### Postpaid\* churn

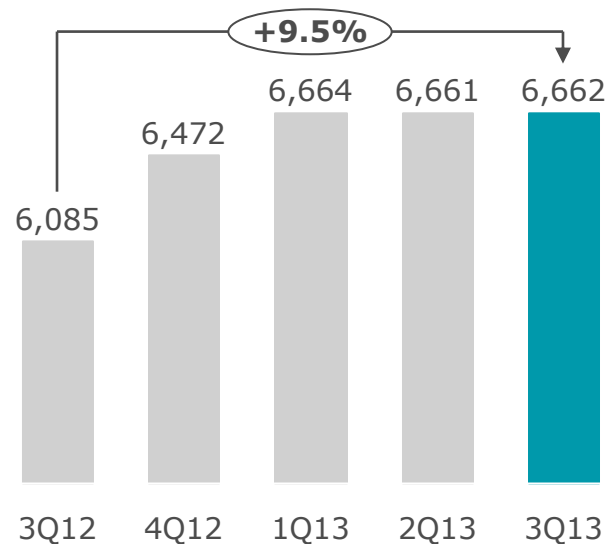
Base 100



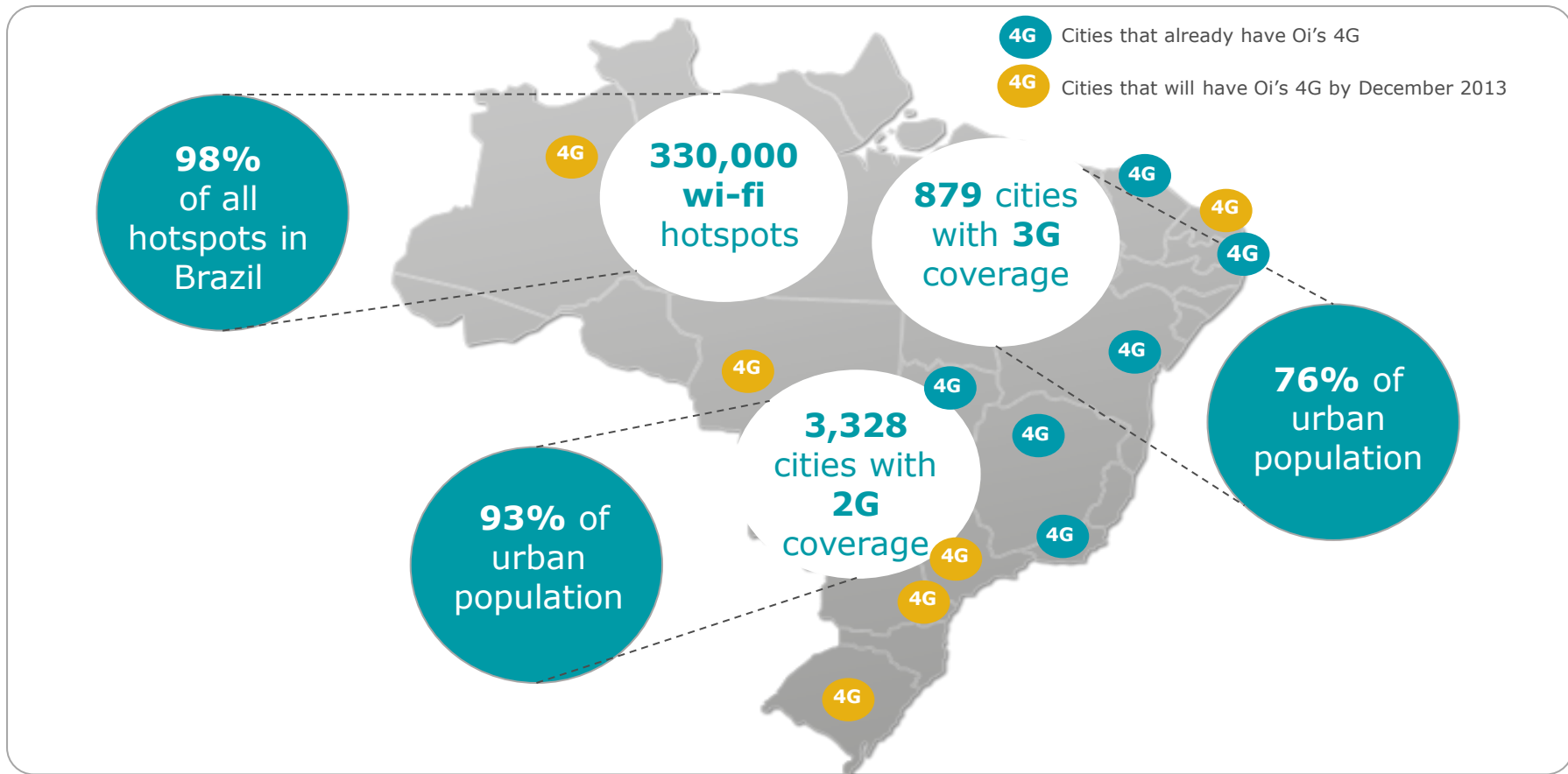
\*Oi Conta Total + Postpaid high end

### Postpaid RGUs

Thousand



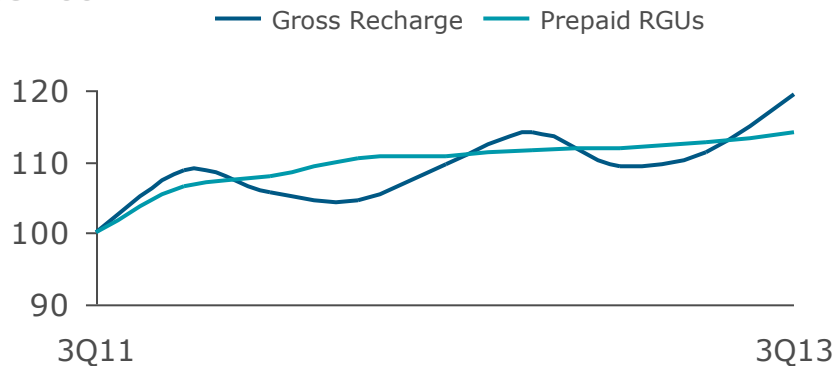
# WIFI COUPLED WITH 3G/4G - LTE ENHANCES MOBILE INTERNET EXPERIENCE



## VOICE AND DATA IS UNDERPINNING GROWTH

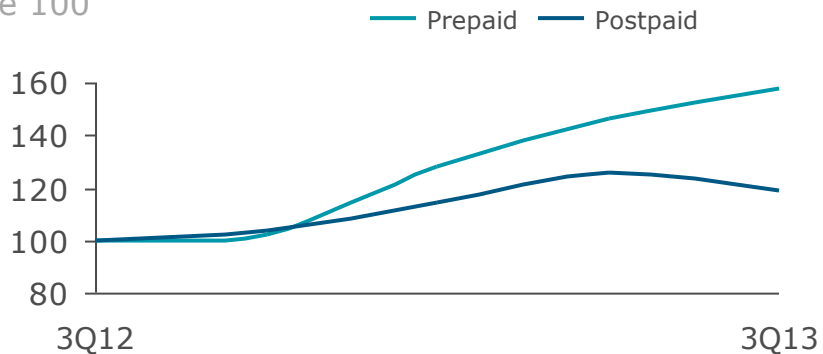
### Gross recharges vs. Prepaid customer base

Base 100



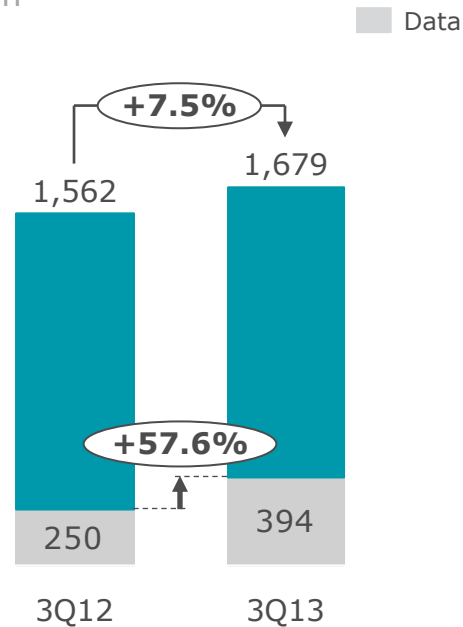
### Percentage of ARPU with data revenues

Base 100



### Personal Mobility Service Revenue

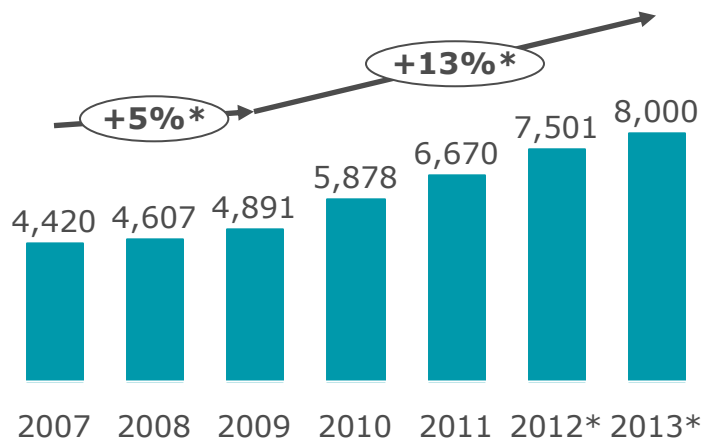
R\$ million



# ADJUSTING THE SME OFFERING AND CHANNELS TO CAPTURE GROWTH

### Number of enterprises in Brazil

Thousands



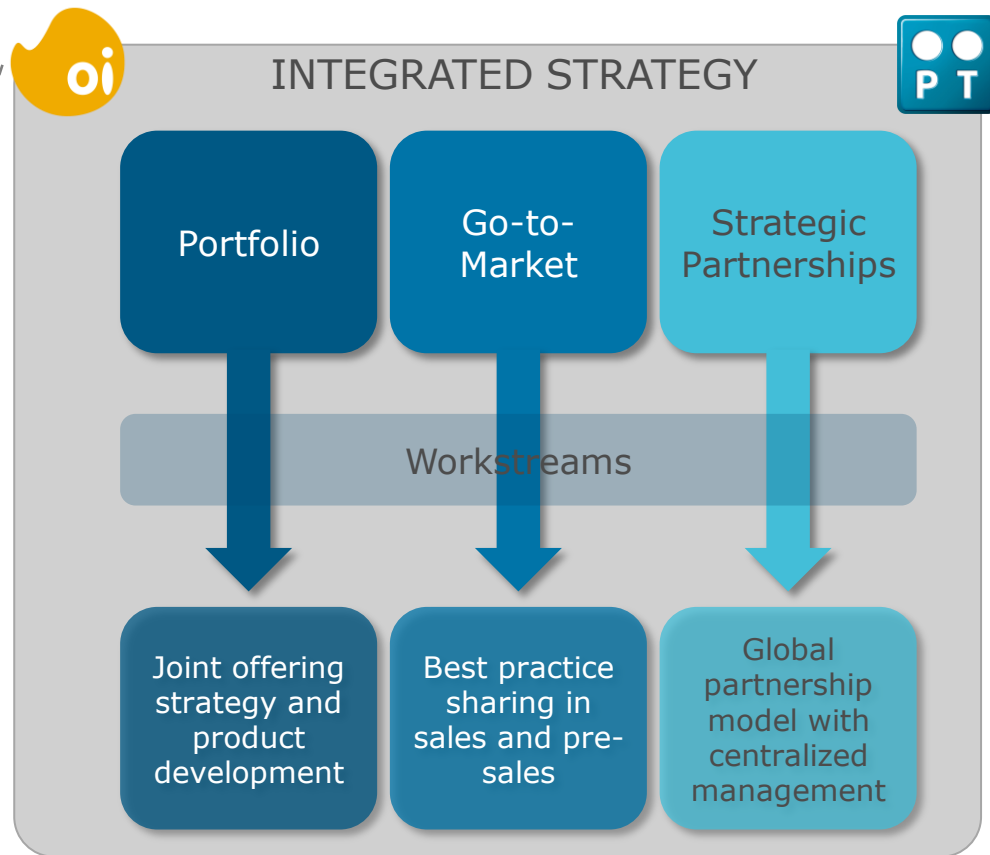
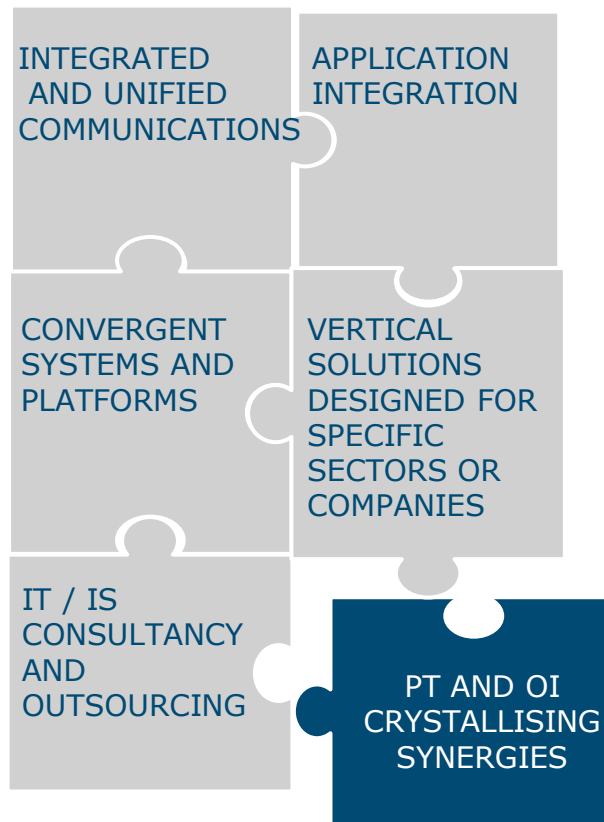
\* Compound annual growth rate

Note: growth supported by MEI created in the end of 2009

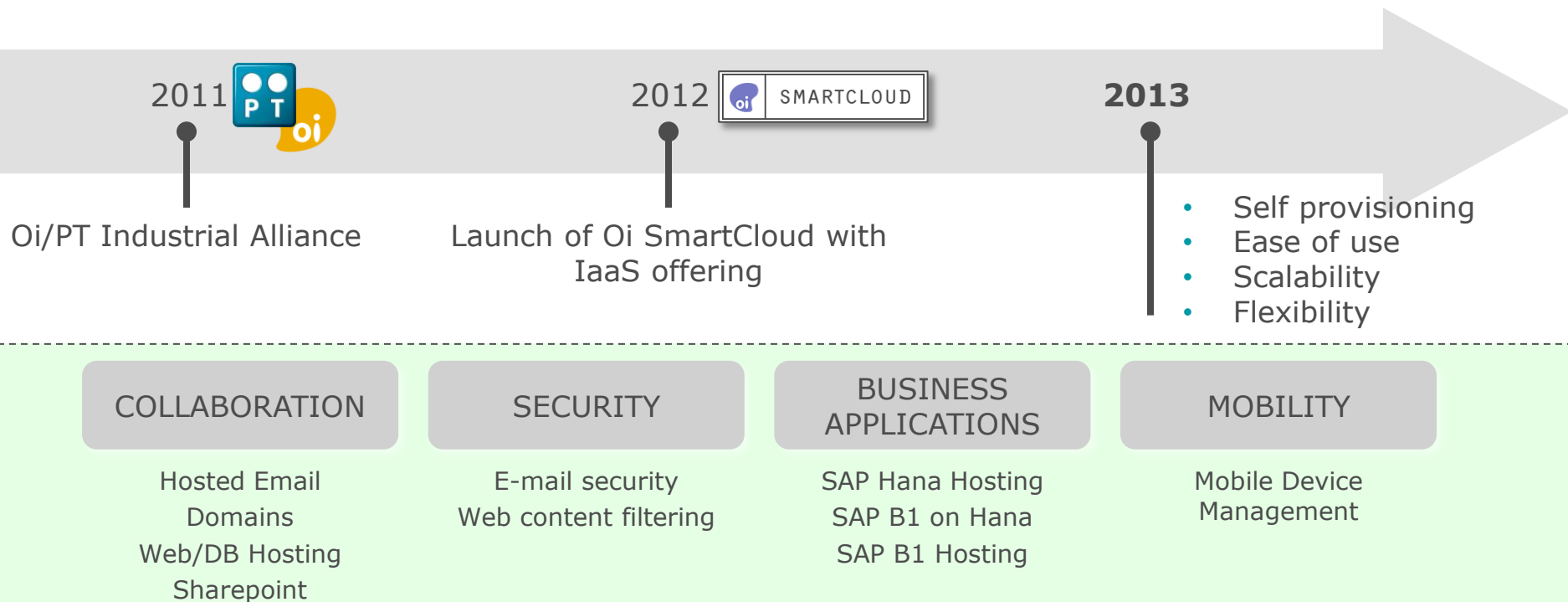
### Turnaround initiatives

- Ongoing restructuring of existing sales channels – distributors and call centers
- Development of new sales channels – Sales force, branded stores and Service2Sales
- Adjustment of current offer – mobile voice and data, fixed voice, convergence
- Focus on improving the quality of sales – quality call and tighter credit rules

# EXPLORING NEW OFFERS TO INCREASE SHARE OF WALLET

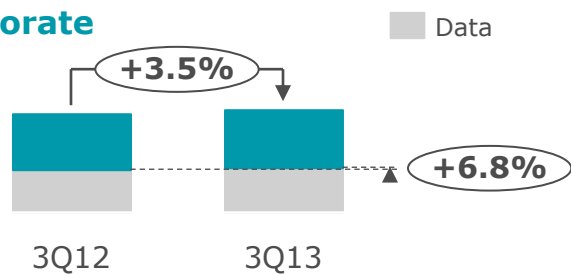


## POSITIONING TO CAPTURE SHARE OF THE CLOUD MARKET BY LEVERAGING BEST PRACTICE AND GLOBAL PARTNERSHIPS WITH KEY VENDORS



## PERFORMANCE IMPACTED BY REGULATED TARIFFS AND SME TURNAROUND

### Corporate



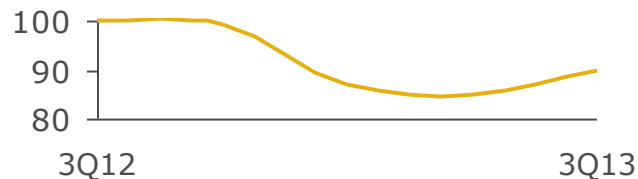
- Leading operator in data center services
- Data should continue to drive future growth
- Explore new segments of the market to enhance leadership portion in new growth areas

### SMEs



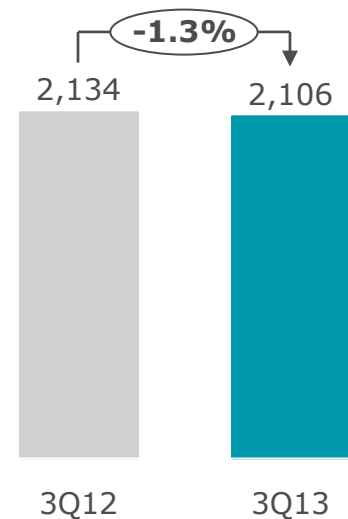
- Focusing on improving the quality of sales, adjusting portfolio, developing competitive offers and building strong sales channels

### Wholesale



- Performance reflecting decline in regulated tariffs

### Corporate / SME



## KEY BUSINESS PRIORITIES



### Customers

Consolidation of business model and future growth



### Culture



### Operations

Operational excellence with regional plans for network and infrastructure, network operation, field force and IT optimization

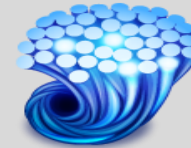


### Finance

- Lower unit costs and smarter spending on capex
- Asset Sales
- Focus on Cash flow

### INVESTMENTS BEING DEPLOYED IN A SMART WAY

- Control and management tools (geo-referencing, performance metrics)
- Deployment of new technologies (IPTV, LTE, IMS, IPv6...)
- Technology roadmap with prioritization (2G vs. 3G vs. 4G, DSL vs. fiber, etc.)
  - Implement the obligations of 4G and 450MHz
  - Increase 3G coverage, using existing 2G sites, with a gain in coverage / quality
  - Gradual expansion of FTTH / IPTV
  - Technology review of copper regions to allow higher speeds
  - Investment in the transportation network aimed at improving quality of service and response time
- Establish medium-term strategic partnerships with suppliers to share risks and rewards
  - Renegotiation of contracts
  - Rationalization of suppliers



# CENTRALIZATION OF NOC TO TIGHTEN CONTROL AND IMPROVE SERVICE



- Field Force Operation Centers
- Network Operation Center



- ✓ Field Force Operation Centers: from 20 to 3 sites
- ✓ Operational efficiency improvements
- ✓ Centralized and fully integrated NOC
- ✓ 2 backups
- ✓ Operate 24x7
- ✓ 1,560 technicians, engineers and specialist monitoring and managing the network in real time
- ✓ 250 million alarms analyzed per month
- ✓ 150,000 trouble-tickets processed per month.
- ✓ Located in Rio de Janeiro

# DRIVE TO BOOST EFFICIENCY AND QUALITY OF SERVICE

## Assessment



Detailed assessment of external plant

- 300 meetings
- 1,592 technical audits with 575 items checked
- 1,599 action points for the next 3 years

Training focus

- Circa 20% of technicians never had training

## Action plans



Increase span of control and improve productivity

- Rollout of field force management system (Click)
- Rollout of operational reporting system
- Implementation of management systems in services providers

Training focus

- Comprehensive and systematic certification of field force

## Strategic objectives

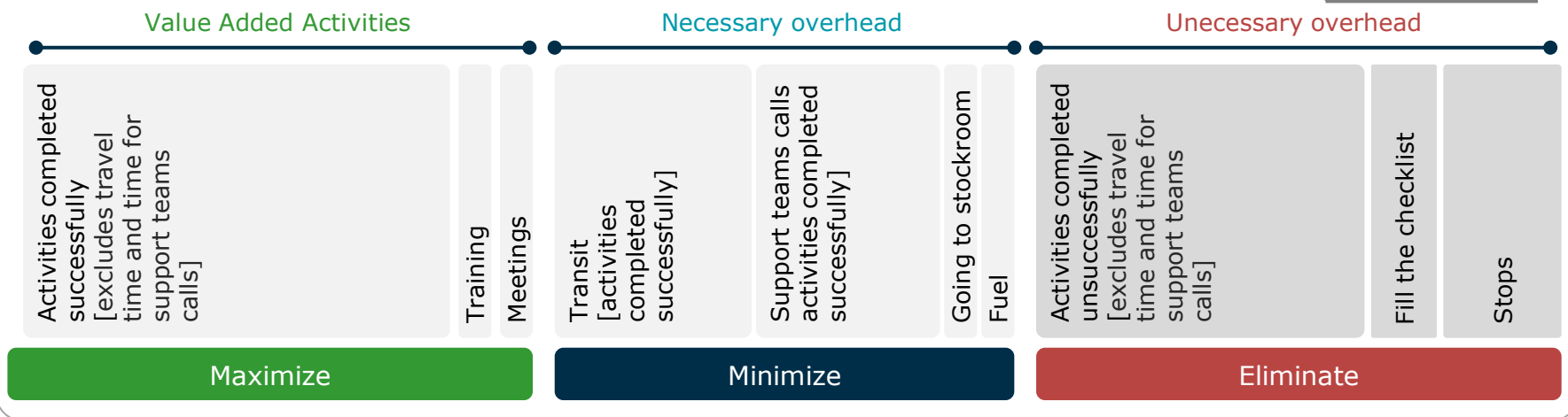


- ✓ National rollout of Click
- ✓ Improve by 50% first visit successful installation rate
- ✓ Improve productivity by 20% to 40%
- ✓ Reduce complaint rates
- ✓ Reduce field operational costs as a percentage of sales by 2pp

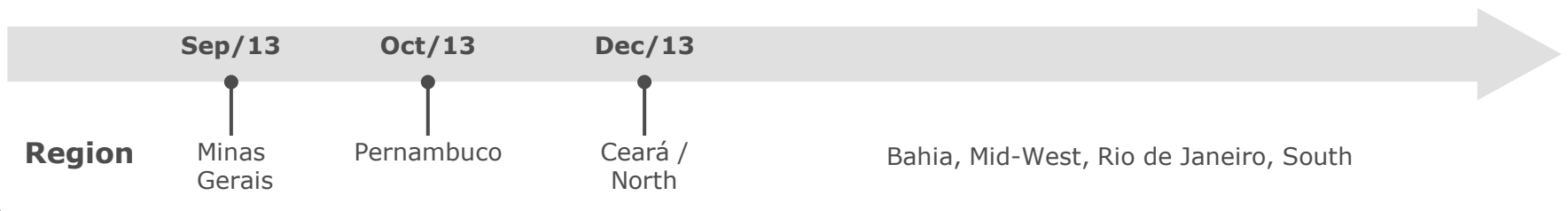
# IMPROVE PROFITABILITY THROUGH SUSTAINED PRODUCTIVITY GROWTH

## Occupation rates

ILLUSTRATIVE



## Rollout of Click



# IMPROVING PRODUCTIVITY AND POSITIONING TO BENEFIT FROM CONVERGENCE

## Short term initiatives



Optimise existing applications, processes and infrastructure with a focus on productivity of software factories and operational teams:

- Conducting **productivity benchmarks**
- **Working with suppliers** to identify areas for **joint improvement and synergies**
- **Reorganize** internal teams and processes

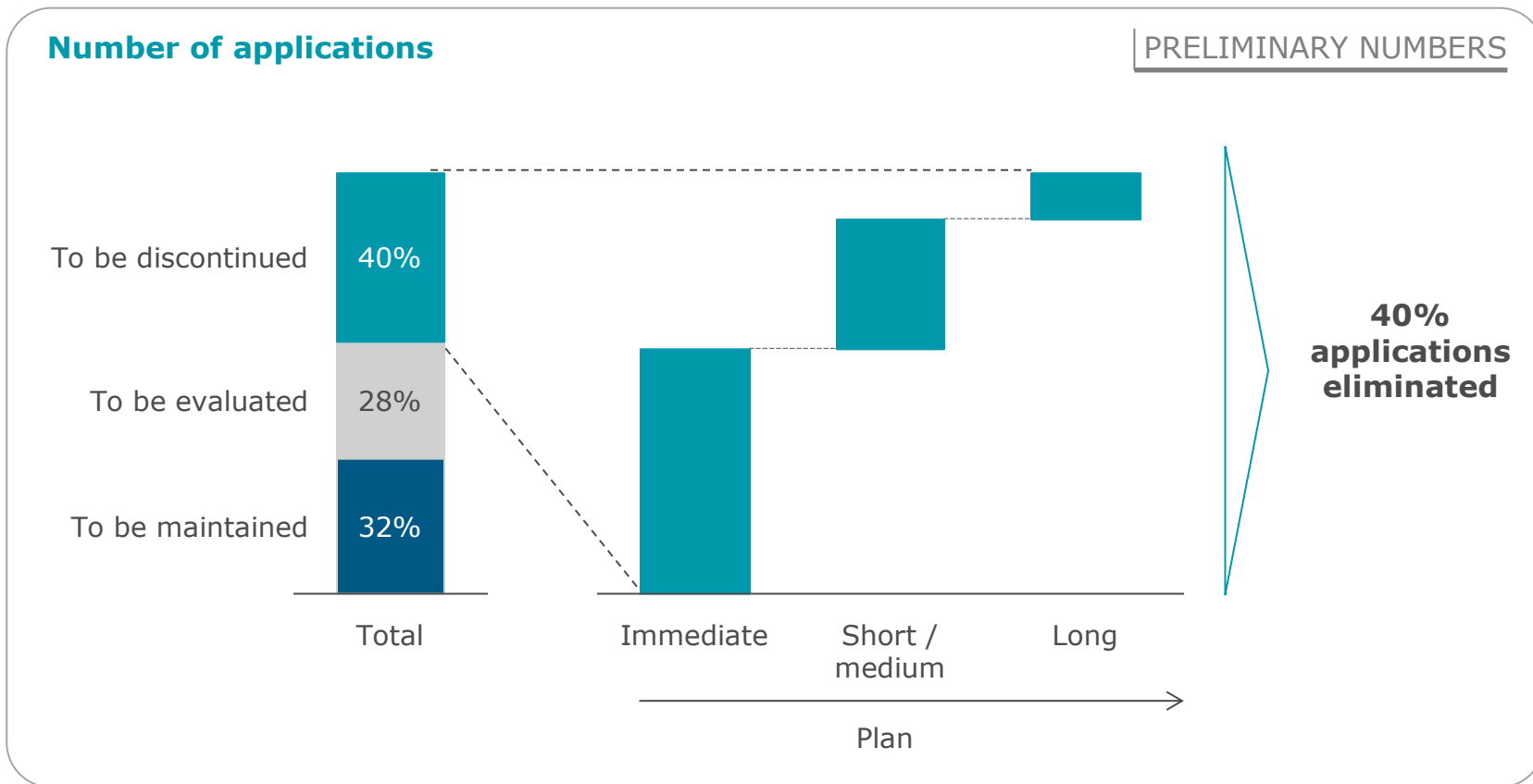
## Longer term initiatives



Transform the existing IT architecture to be a **convergence enabler**:

- Consolidate existing “application silos” into an application architecture to **Converge, Standardise, Integrate and Simplify** business processes and development of products and services
- **Improve time to market** by adopting more flexible and business user configurable solutions

# SIMPLIFYING PROCESSES TO ENHANCE TIME TO MARKET AND REDUCE COSTS



# KEY BUSINESS PRIORITIES



## Customers

Consolidation of business model and future growth



## Culture

Teamwork, clear leadership and greater empowerment and responsibility for



## Operations

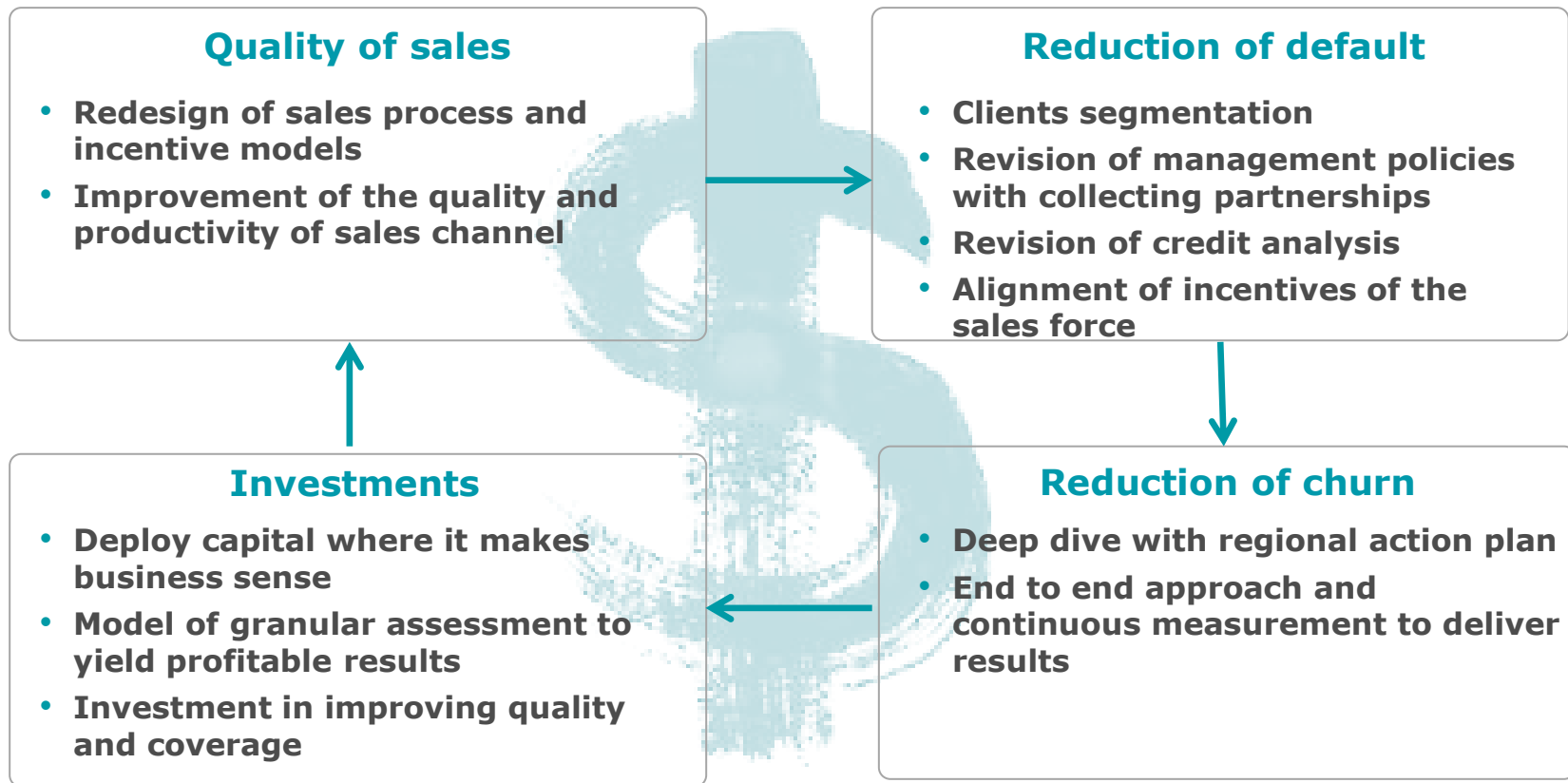
Operational excellence with regional plans for network and infrastructure, network operation, field force and IT optimization



## Finance

- Lower unit costs and smarter spending on capex
- Asset Sales
- Focus on Cash flow

## FINANCIAL DISCIPLINE ALLOWING THE CHANGE IN CASH FLOW PROFILE



## ASSET DISPOSALS TO IMPROVE FINANCIAL FLEXIBILITY

<b>Pro-forma Numbers</b>	<b>Mobile towers</b>	<b>Fixed towers</b>	<b>Real Estate</b>	<b>Fixed towers</b>	<b>Globenet</b>
<b>Date of Signed Contract</b>	<b>Dec/12</b>	<b>Apr/13</b>	<b>Jul/13</b>	<b>Jul/13</b>	<b>Jul/13</b>
Term of lease (Years)	15	20 – 40	-	20 – 40	13
Quantity	1,208	4,226	1	2,113	-
Status	✓	✓	✓	Waiting for regulatory approvals	Waiting for regulatory approvals
<b>Total value of the transaction (R\$ million)</b>	<b>516</b>	<b>1,087</b>	<b>210<sup>1</sup></b>	<b>687</b>	<b>1,746<sup>2</sup></b>
<b>Non- recurring impact of the sale on EBITDA (R\$ million)</b>	<b>200</b>	<b>n.m.</b>	<b>173</b>	<b>n.m.</b>	<b>1,239<sup>3</sup></b>
<b>Operational impact in 3Q13 EBITDA (R\$ million)</b>	<b>11</b>	<b>6</b>	<b>0</b>	<b>-</b>	<b>-</b>
<b>Operational impact in 9M13 EBITDA (R\$ million)</b>	<b>34</b>	<b>6</b>	<b>0</b>	<b>-</b>	<b>-</b>

**Cost of 8%-9% (including opex, capex and tax) and estimated EBITDA impact of R\$550mn in 2014**

1- Cash-in still pending

2- Reference values (contracted in USD) - Exchange rate of R\$2.267

3- Considering current book value

The chart above reflects the current view of management and is subject to various risks and uncertainties, including economic, regulatory and anti-trust factors. Any changes to these assumptions or factors may lead to practical results different from current expectations.

## KEY BUSINESS PRIORITIES



### Customers

Consolidation of business model and future growth



### Operations

Operational excellence with regional plans for network and infrastructure, network operation, field force and IT optimization



### Finance

- Lower unit costs and xxx spending on capex
- Asset Sales
- Focus on Cash flow



## Culture

Teamwork, clear leadership and greater empowerment and responsibility for delivery on results

## MOTIVATED TEAM WITH HUGE ENTHUSIASM AND COMMITMENT TO SUCCEED

### Meritocracy



- **Regional P&L**
- **Incentives aligned with group wide and individual performance**

### Responsibility



- **Clear leadership**
- **Focus on productivity and cost cutting**

### Proximity



- **More autonomy and empowerment for local regions**
- **Meet customer needs more quickly**

### Responsiveness



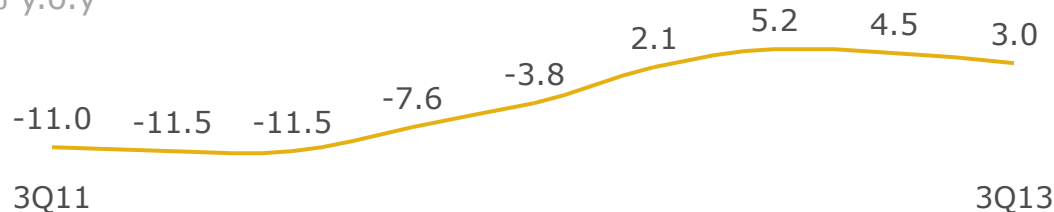
- **Sense of urgency to meet customer needs**
- **Faster time to market and response to competition**

# FINANCIAL REVIEW

## GROWTH IN RESIDENTIAL AND IN MOBILITY WHILE REPOSITIONING SME

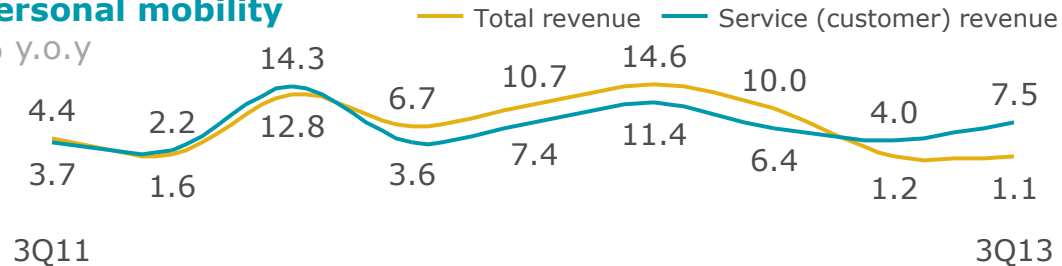
### Residential

% y.o.y



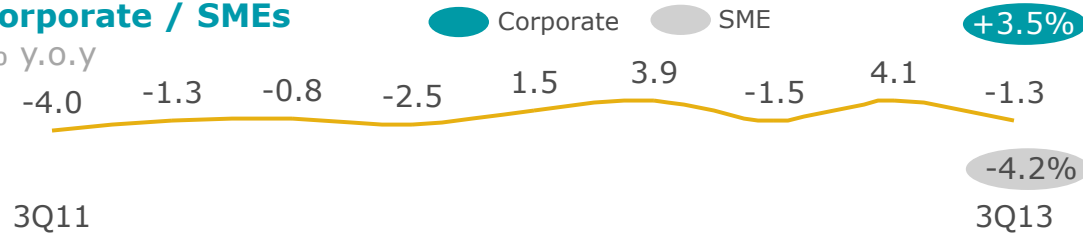
### Personal mobility

% y.o.y



### Corporate / SMEs

% y.o.y



### Net Revenue

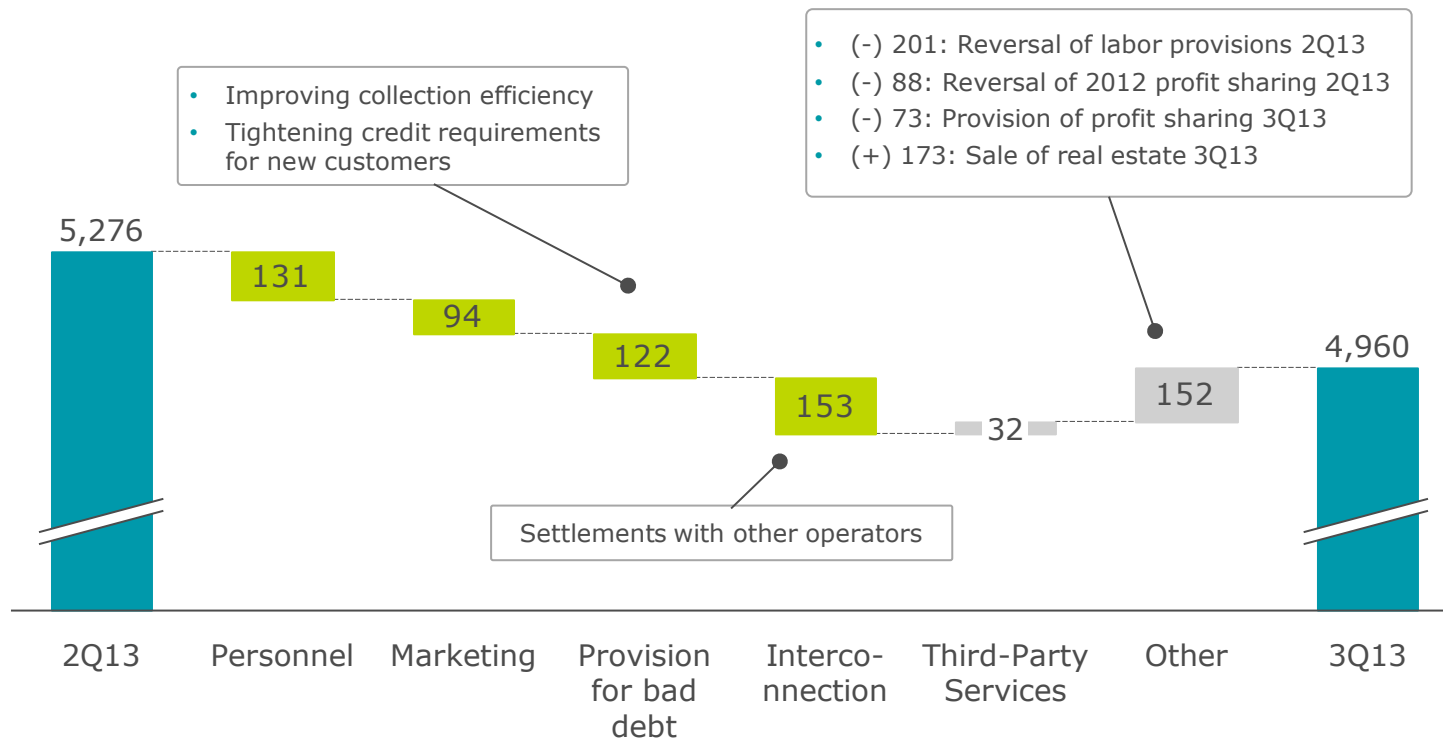
R\$ million



## OI IS BEGINNING TO DELIVER ON COST CUTTING...

### Operating cost and expenses

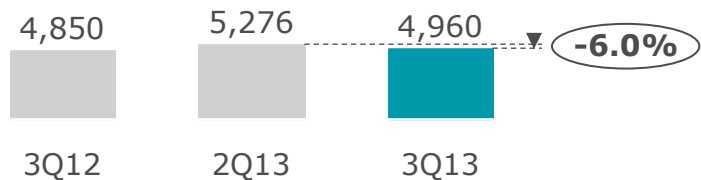
R\$ million



## ...TRANSLATING TO QOQ EBITDA GROWTH AND MARGIN IMPROVEMENT

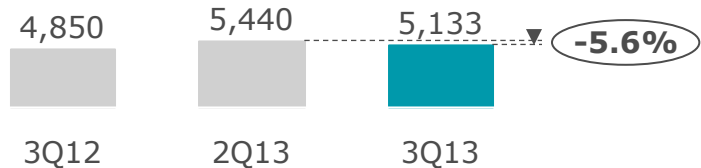
### Total opex

R\$ million



### Recurring opex

R\$ million

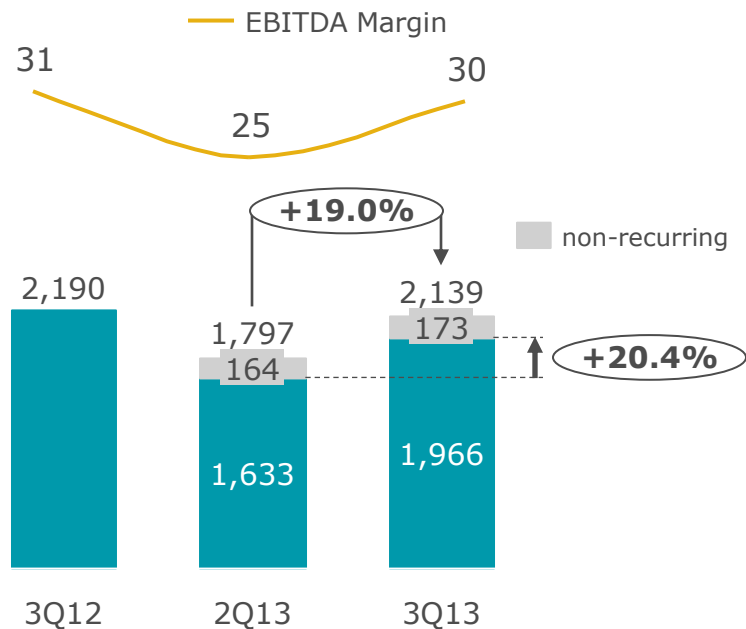


(+) 201: Reversal of labor provisions  
 (+) 88: Reversal of 2012 profit sharing  
 (-) 125: Wage benefit

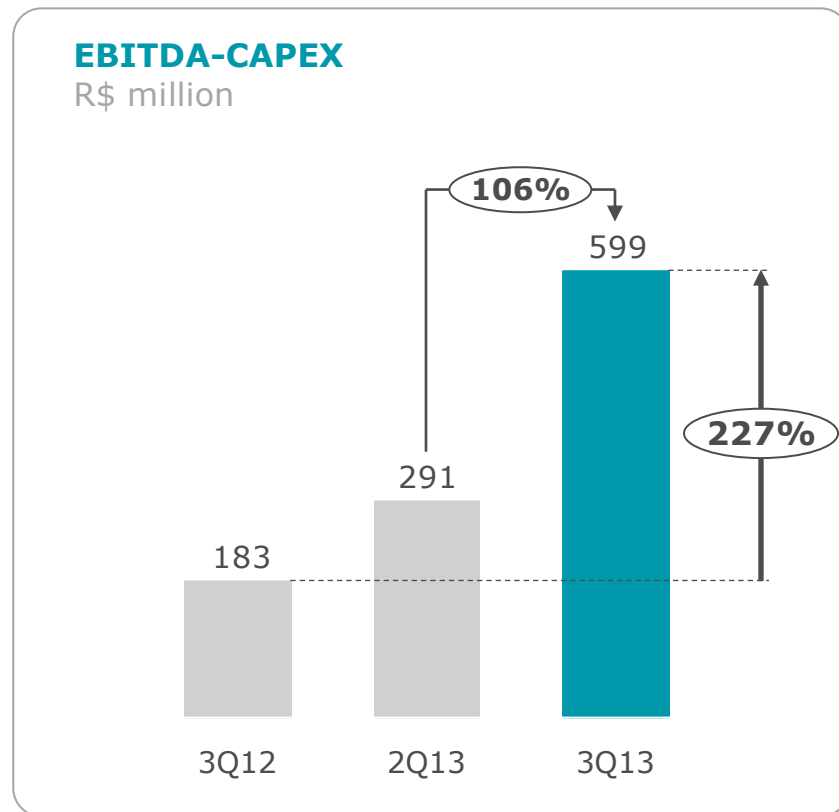
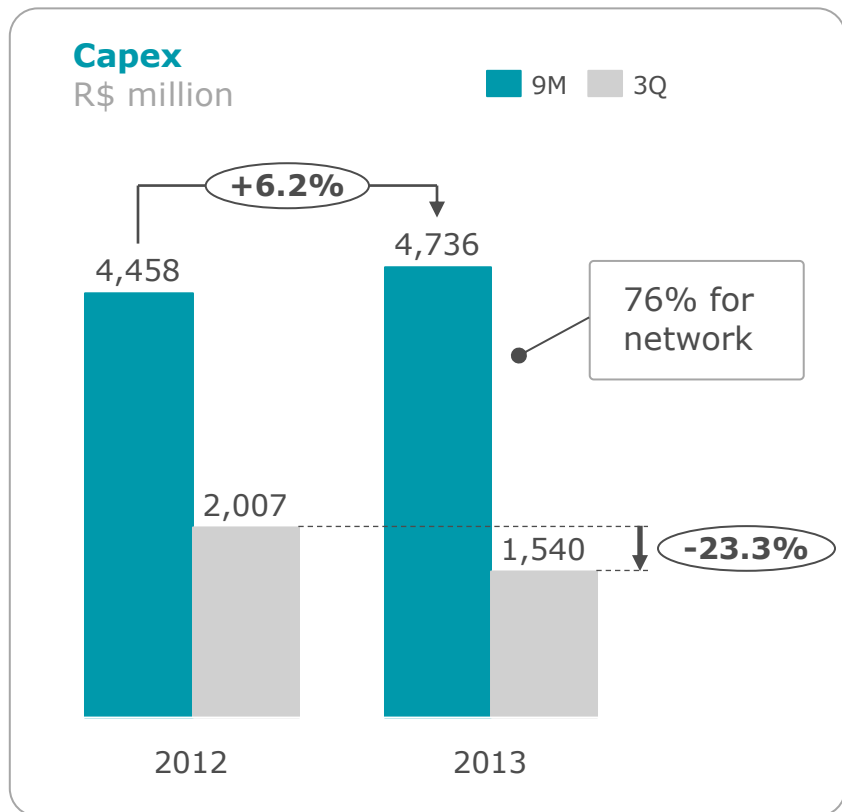
(+) 173: Sale of real estate

### EBITDA and EBITDA margin

R\$ million. %



# LOWERING TOTAL COST OF OWNERSHIP AND ALIGNING RISKS AND REWARDS

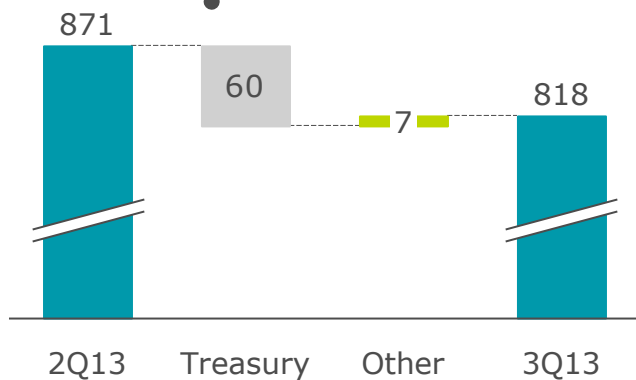


## HIGHER EBITDA AND LOWER FINANCIALS IMPROVE NET INCOME

### Financial result

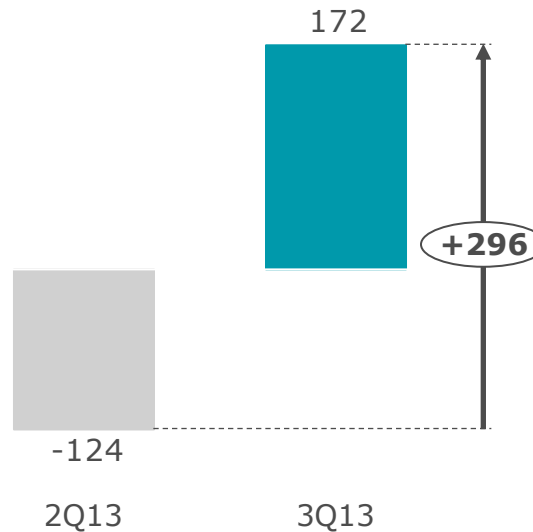
R\$ million

- Lower average net debt but higher interest rates
- Foreign exchange devaluation and hedging cost impacted less in 3Q13 than 2Q13

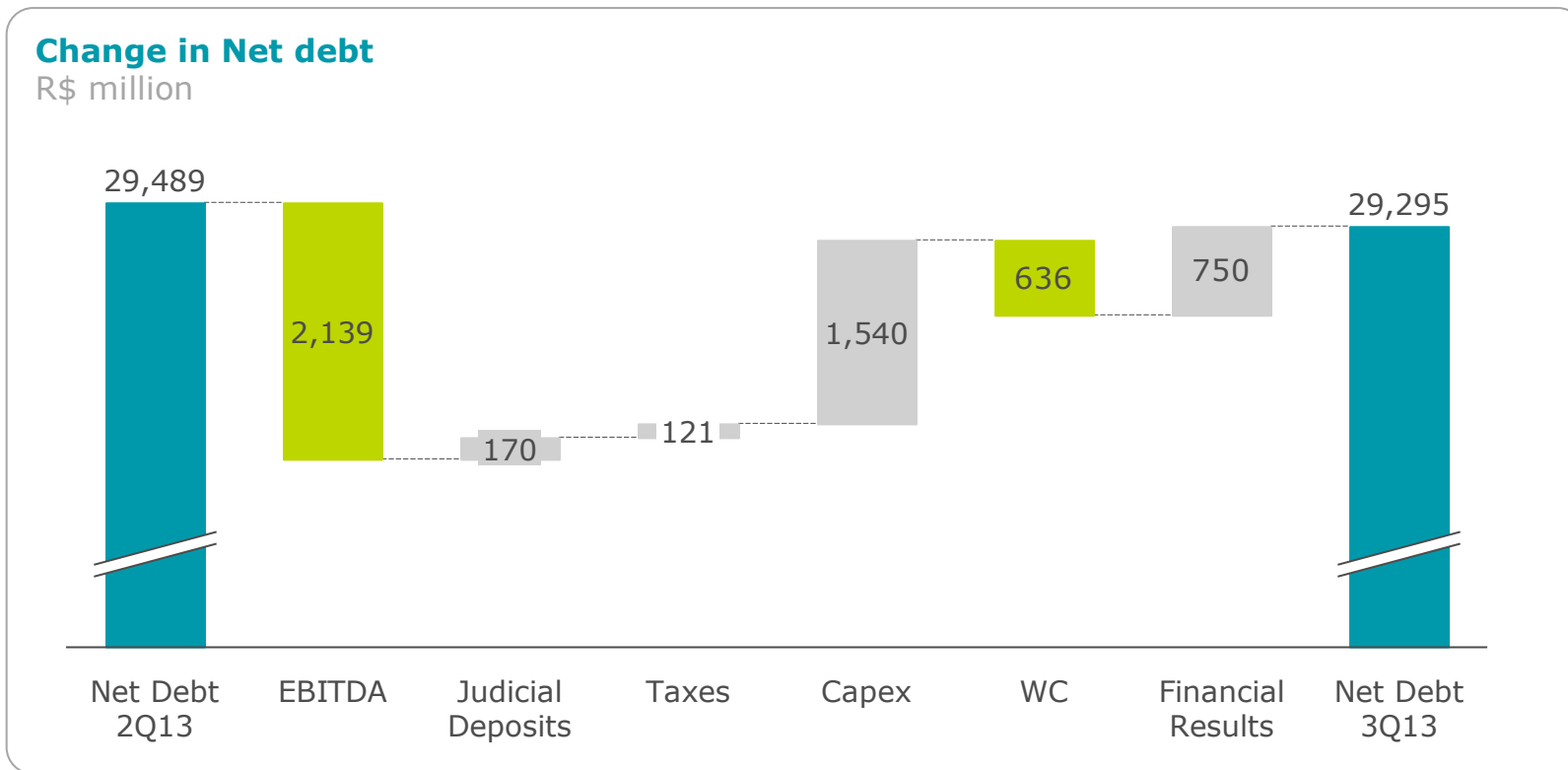


### Net income

R\$ million



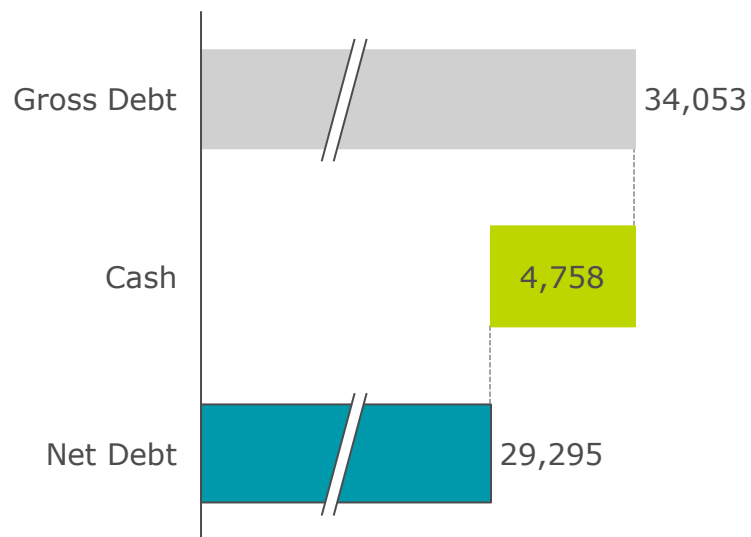
COMMITTED TO CHANGING FCF PROFILE AND TO DELEVERAGING



## COMPETITIVE COST OF DEBT AND ONLY 0.5% EXPOSED TO FX

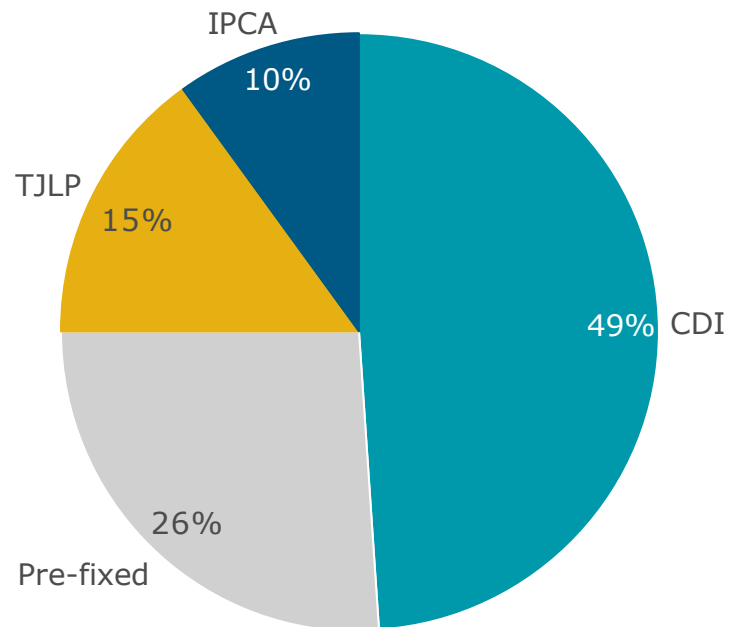
### Debt

R\$ million



### Interest rate exposure (post-hedge)

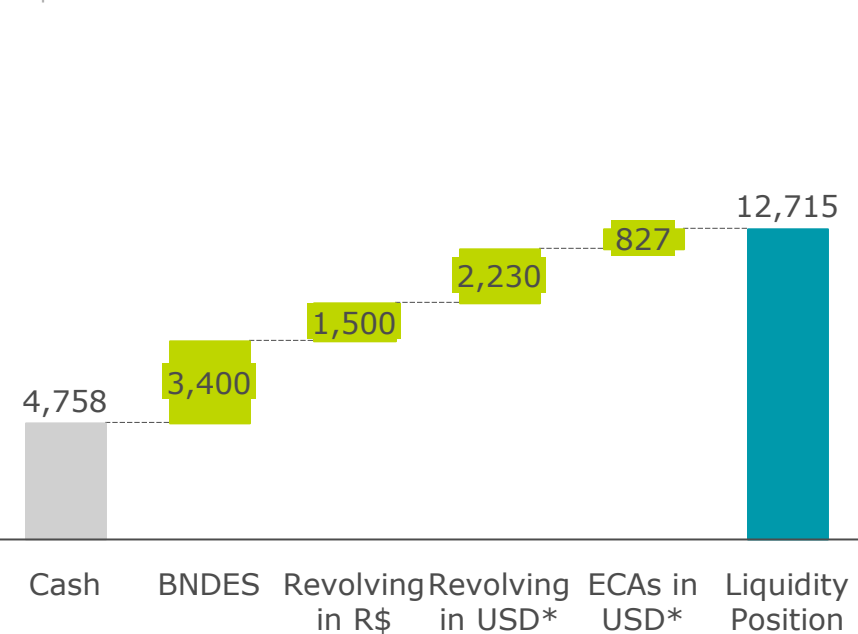
%



## LONG MATURITIES AND STRONG LIQUIDITY POSITION

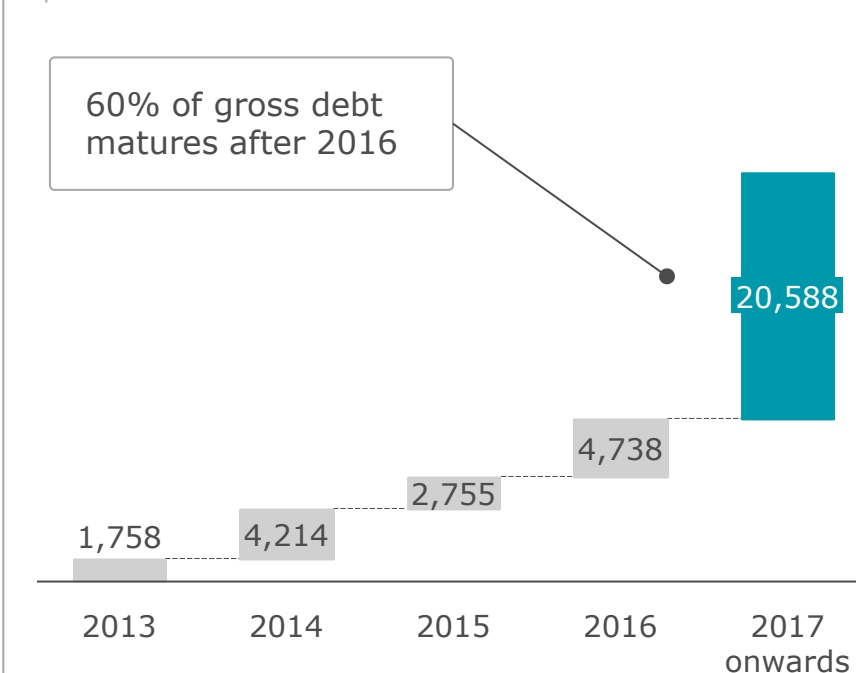
### Liquidity

R\$ million



### Gross debt amortization schedule

R\$ million



\*Exchange rate of September/13



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