

## **Exhibit 5.3.5 to the Amendment to the Original PRJ of Oi Group**

### **Assets, Liabilities and Rights of UPI TVCo**

UPI TVCo will be composed of 100% of the shares issued by SPE TVCo and by assets, liabilities, agreements and clients that make up Oi's pay TV business.

The assets that will potentially comprise the SPE TVCo will be net remaining assets formed by the registered assets of the DTH transaction in the fixed assets of Oi Móvel. **Section A to this Exhibit 5.3.5** presents current examples of the net remaining assets, including (i) DTH equipment, (ii) Headends and Platforms to provide DTH services, and (iii) DTH installation.

The agreements necessary for the provision of DTH TV services will be migrated to SPE TVCO, such as, but not limited to, the agreements with content programmers and the SES - 6 satellite capacity agreement described in **Section C of this Exhibit 5.3.5**.

SPE TVCo's clients will be those referring to DTH and IPTV operations. Currently, Oi Móvel's TV clients that will be migrated have a national distribution, with presence in the 27 federation units, as described in **Section B to this Exhibit 5.3.5**. TV services are provided by DTH (Direct to Home) or IPTV (Internet Protocol TV). IPTV clients are supported on the Oi Group's FTTH network.

Until the publication of the Public Notice for the Competitive Bidding Procedure for the sale of UPI TVCo, the final list of assets, liabilities, contracts and clients that will comprise UPI TVCo, originating mainly from Oi Móvel, will be completed and detailed. Debtors may include any new examples in **Sections A, B and C to this Exhibit 5.3.5**, provided that they comply with the applicable legal and regulatory requirements.