

## **Exhibit 7.2(viii)**

### General Terms and Conditions of the Guarantee Agreements

- (i) Guaranteed Obligations: All financial obligations of Buyer and, after the Closing, also of the Company, set forth in and/or regarding the Share Purchase Agreement and Other Covenants, including, without limitation, the payment obligation of the Term Installments (the “**Guaranteed Obligations**”).
- (ii) Grantors: Buyer and Company, as indicated in item (v) below.
- (iii) Joint and Several Debtor: Company.<sup>1</sup>
- (iv) Grantees:
  - a. Oi S.A. – under Judicial Reorganization;
  - b. Oi Móvel S.A. – under Judicial Reorganization; and
  - c. Telemar Norte Leste S.A. – under Judicial Reorganization
- (v) Guarantee Agreements:
  - a. Private Instrument of Fiduciary Assignment of Credit Rights and Other Covenants, through which the Company will fiduciarily assign to Sellers the credit rights held thereby arising from the service provision thereof to Oi S.A. and its Controlled Companies under the Colocation Agreement.
  - b. Private Instrument of Fiduciary Sale of Shares and Other Covenants, through which the Company will fiduciarily sell to Sellers twenty-three percent (23%) of the shares issued by the Company, adjusting the number of shares subject to guarantee according to any increases or reduction if the share capital, redemptions, splitting of shares and reverse split of shares, etc.
- (vi) Events for Release of Guarantees:
  - a. The Fiduciary Sale of Shares and the Fiduciary Assignment of Credit Rights shall be released proportionally to the payment of the Term Installments.
- (vii) Term of the Guarantees: Until the full compliance with the Guaranteed Obligations.

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<sup>1</sup> For the purposes of clarification, after the Closing.