



Comunicado | Lisboa | 29 de Junho de 2010

## Portugal Telecom informa sobre revisão do preço da oferta recebida da Telefónica

A Portugal Telecom, SGPS SA ("PT") informa ter recebido hoje da Telefónica um preço revisto para a aquisição da participação de 50% detida pela PT na Brasilcel ("Oferta"). O novo preço é de 7,15 mil milhões de Euros e é válido até 2 de Julho de 2010. Os demais termos e condições da proposta recebida a 1 de Junho de 2010 mantêm-se inalterados. Esta nova oferta será apreciada pelos Accionistas na Assembleia Geral da Accionistas que irá decorrer a 30 de Junho de 2010.

O novo documento recebido da Telefónica encontra-se em anexo.

**Portugal Telecom, SGPS, SA**  
Avenida Fontes Pereira de Melo, 40  
1069-300 Lisboa  
Portugal

Sociedade aberta  
Capital social 26.895.375 euros  
Número de Matrícula na  
Conservatória do Registo Comercial  
de Lisboa e de Pessoa Colectiva  
503 215 058

A Portugal Telecom está cotada  
na Euronext e na New York Stock  
Exchange. Encontra-se disponível  
informação sobre a Empresa na  
Reuters através dos códigos PTC.LS e  
PT e na Bloomberg através do código  
PTC PL

Nuno Vieira  
Director de Relação com  
Investidores  
nuno.t.vieira@telecom.pt  
Tel.: +351 21 500 1701  
Fax: +351 21 500 0800

# Telefónica

To the attention of:

Mr. Henrique Granadeiro - Chairman of the Board of Directors of Portugal Telecom, SGPS S.A.

Mr. Zeinal Bava - Chief Executive Officer of Portugal Telecom, SGPS S.A.  
The Board of Directors of Portugal Telecom, SGPS, S.A.

Av. Fontes Pereira de Melo, 40  
1069-300 Lisbon

June 29, 2010

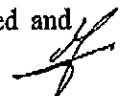
Dear Sirs,

We refer to the binding offer submitted by Telefónica, S.A. ("**Telefónica**") to Portugal Telecom, SGPS, SA. ("**Portugal Telecom**") on June 1st, 2010 for the acquisition by Telefónica of fifty percent (50%) of the shares of Brasilcel, N.V. (the "**Offer**"). Unless otherwise defined herein, capitalized terms in this letter shall have the meaning ascribed to them in the Offer.

As it is well known, the Offer was received and examined by the Board of Directors of Portugal Telecom at a meeting held on June 1st, 2010. At this meeting it was decided to request the Chairman of the General Shareholders' Meeting ("**Chairman**") to convene a General Meeting of Shareholders to resolve on the Offer "*under the terms and at the price of the current offer or at a higher price presented*". The Chairman decided to convene the General Shareholders' Meeting for June 30, 2010 ("**GSM**"), as published on June 7, 2010.

In view of (i) the foregoing item of the GSM's agenda and (ii) the Portugal Telecom Board of Directors' proposal under such item, Telefónica hereby communicates to Portugal Telecom its irrevocable undertaking to increase the price of the Offer so that the aggregate purchase price of the offer would amount to Euros 7,150 million (seven thousand one hundred and fifty million Euros) (the "**Increased Offer**"). Therefore:

- if Portugal Telecom elects to effect the Transaction following Alternative A, the Alternative A Consideration shall be Euros 7,150 million (seven thousand one hundred and fifty million Euros), and
- if Portugal Telecom elects to effect the Transaction following Alternative B, the Alternative B Consideration (corresponding to one third of the shares of Brasilcel, N.V. held by Portugal Telecom) shall be Euros 2,383,333,333 (two thousand three hundred and eighty three million three hundred and thirty three thousand three hundred and



# Telefonica

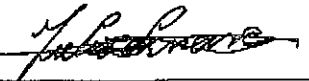
thirty three Euros) and the Alternative B Put Consideration (corresponding to the remaining shares of Brasilcel, N.V. held by Portugal Telecom) shall be Euros 4,766,666,667 (four thousand seven hundred and sixty six million six hundred and sixty six thousand six hundred and sixty seven Euros).

This Increased Offer shall constitute a binding commitment of Telefónica subject to the terms and conditions set out in the letter dated June 1st, 2010, as modified in this letter. Furthermore, this Increased Offer is the final and definitive offer and Telefónica will not amend, improve, adjust, extend or in any other manner modify it.

If the GSM approves the terms and conditions of this Increased Offer, please confirm Portugal Telecoms's acceptance by executing this letter below together with the letter dated June 1st, 2010 and returning one copy of both letters duly signed to us, not later than July 2, 2010.

Yours sincerely,

**TELEFÓNICA, S.A.**

By   
Name: Julio Linares López  
Title: Consejero Delegado

Acknowledged and agreed:  
**PORTUGAL TELECOM, SGPS, SA.**

By \_\_\_\_\_  
Name:  
Title:  
Date: