

PORTUGAL TELECOM SGPS SA

Form 6-K

September 03, 2014

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934**

For the month of August 2014

Commission File Number 1-13758

PORTUGAL TELECOM, SGPS, S.A.

(Exact name of registrant as specified in its charter)

**Av. Fontes Pereira de Melo, 40
1069 - 300 Lisboa, Portugal**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

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Form 20-F x Form 40-F o

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No x

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First Half 2014

Consolidated report

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Portugal Telecom

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The terms PT , Portugal Telecom Group , PT Group , Group and Company refer to Portugal Telecom and its subsidiaries or any of them as the context.

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01

Financial review

On 5 May 2014, Portugal Telecom subscribed a share capital increase of Oi through the contribution in kind of the PT Assets, defined as its 100% interest in PT Portugal, which as of that date included all operational businesses of Portugal Telecom Group except for the subsidiaries Bratel BV, Bratel Brasil, S.A., PTB2, S.A. and Marnaz, S.A. and the investments in Oi, Contax and its controlling shareholders. As a result of the contribution to the Oi share capital increase on 5 May 2014:

- PT increased its effective interest in Oi from 23.2%, previously held through Bratel Brasil, to an economic interest of 39.7%, held through a total direct interest of 35.8% (32.8% in Portugal Telecom and 3.0% in Bratel Brasil) and an indirect interest of 3.9% held through the controlling shareholders of Oi.
- The investment in Oi is classified in accordance with the provisions of IFRS 5 as from 5 May 2014 and accordingly measured at fair value based on the quote prices of Oi's shares at the balance sheet date.
- As a result of all transactions that were necessary to implement in connection with the contribution of assets to Oi's capital increase and the low historical carrying value of some of the assets in PT's consolidated statement of financial position, Portugal Telecom recorded a gain of Euro 701 million that then was partially offset by the write off of certain tax assets, namely its tax losses carried forward recognized as an deferred tax assets at its 2013 balance sheet amounting to Euro 208 million as of 5 May 2014, following the discontinuing of the Portuguese operations that supported this tax loss.
- The earnings and losses of all businesses contributed to Oi's share capital increase were presented as discontinued operations and accordingly the income statements for the 1H13 and 2Q13 were restated.

| Consolidated Report | First Half 2014

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Euro million

	2Q14	2Q13 Restated	1H14	1H13 Restated
Wages and salaries	3.3	2.7	6.5	6.0
Supplies and external services	3.4	0.9	4.4	1.8
Provisions	0.1	0.0	0.1	(0.8)
Indirect taxes	1.1	0.5	1.8	0.8
Other operating expenses	0.0	0.0	0.0	0.0
EBITDA	(8.0)	(4.1)	(12.8)	(7.8)
Depreciation	0.0	0.1	0.1	0.1
EBIT	(8.0)	(4.2)	(12.8)	(8.0)
Other costs (gains), net	(0.0)	(126.0)	(0.9)	(126.0)
Income (loss) before financial results and taxes	(7.9)	121.9	(11.9)	118.0
Net interest income	(3.7)	(4.7)	(10.5)	(8.1)
Losses in joint ventures	19.8	42.5	38.0	59.5
Net losses on financial assets and other investments	71.4	0.1	71.4	0.0
Net other financial losses	13.1	16.9	18.9	11.4
Income (loss) before income taxes	(108.6)	67.0	(129.8)	55.2
Income taxes	(3.2)	(1.9)	(4.5)	4.3
Net income (loss) from continuing operations	(105.4)	68.9	(125.3)	50.8
Net income from discontinued operations	469.4	201.6	484.1	259.4
Net income	363.9	270.5	358.8	310.3
Non-controlling interests	4.0	13.3	13.6	26.3
Net income attributable to controlling interests	360.0	257.3	345.2	284.0

Consolidated operating costs amounted to Euro 13 million in 1H14 and Euro 8 million in 1H13, reflecting higher third party expenses related to the ongoing business combination between Portugal Telecom and Oi and also higher indirect costs related to those expenses.

Net other gains of Euro 126 million in 1H13 include mainly a gain resulting from the settlement of contractual obligations related to the acquisition of the investment in Oi in 2011, by a lower amount than the liability recognized.

Net interest income amounting to Euro 10 million in 1H14 and Euro 8 million in 1H13 relate mainly to term deposits held by Portugal Telecom and Bratel Brasil, as Portugal Telecom's debt prior to the Oi share capital increase was transferred to Oi as part of PT Assets.

Losses in joint ventures correspond to Portugal Telecom's share in the losses of joint ventures up to 5 May 2014, based on the equity method of accounting, since as from that date the investment in Oi is measured at fair value based on the share price of Oi's shares with the related changes in fair value being included under the caption Net losses on financial assets and other investments. PT's share in the losses of joint ventures decreased to Euro 38 million in 1H14 as compared to Euro 60 million in 1H13, reflecting mainly a capital gain recorded by Oi in the first quarter of 2014 relating to the disposal of mobile telecommunication towers, amounting to R\$ 1,247 million (equivalent to approximately Euro 60 million corresponding to PT's share, net of taxes), and lower interest expenses

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from Oi's controlling shareholders, which in 2014 relate to only four months as compared to six months in 2013. These effects were partially offset by higher interest costs, higher net other financial expenses and lower revenues.

Net losses on financial assets and other investments in 1H14 correspond to the loss resulting from the reduction in the fair value of the investment in Oi between 5 May and 30 June 2014, since as from 5 May 2014 this investment is classified as held for distribution to owners and accordingly measured at fair value based on the quote price of Oi's shares.

Net other financial losses reflect mainly certain bank commissions and other financial services, including in 2Q14 certain financial costs incurred in connection with the business combination between Portugal Telecom and Oi, namely financial taxes paid for the transfer of funds to Brasil.

Income taxes amounted to a gain of Euro 4 million in 1H14, corresponding basically to the tax effect on operating costs and other financial expenses net of interest income recorded in the period. The change compared to the same period of last year reflects mainly higher operating and net other financial costs.

Net income from discontinued operations in 1H14 includes primarily a gain recorded in connection with Oi's share capital increase, totalling Euro 701 million, partially offset by the write-off of tax losses of Euro 208 million recorded on the same date due to the discontinuing of Portuguese businesses that supported the recognition of that deferred tax loss. Adjusting for these effects, discontinued operations reported a net loss of Euro 9 million in 1H14, as compared to a net income of Euro 259 million in 1H13 that reflects primarily the gain recorded in connection with the disposal of the equity investment in CTM in 2Q13 (Euro 310 million), partially offset by certain provisions and adjustments recorded in the same period to adjust the carrying value of certain assets to their corresponding recoverable amounts.

Net income attributable to non-controlling interests amounted to Euro 14 million in 1H14 and Euro 26 million in 1H13, reflecting mainly lower income from African businesses in 2014 up to 5 May, when these businesses were contributed to Oi's share capital increase.

Net income increased to Euro 345 million in 1H14 as compared to Euro 284 million in 1H13, reflecting primarily (1) the gain recorded in connection with Oi's share capital increase as described above, and (2) lower losses in joint ventures recorded through the equity method of accounting. These effects were partially offset by (1) the net income from discontinued operations in 1H13, amounting to Euro 259 million, which reflected mainly the gain recorded in connection with the disposal of the equity investment in CTM (Euro 310 million), (2) net other gains recorded in 2Q13 (Euro 126 million), related mainly to the settlement of contractual obligations resulting from the acquisition of Oi, and (3) the loss recorded in 2Q14 due to the reduction in the fair value of the investment in Oi as from 5 May (Euro 71 million).

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Euro million

	30 Jun 2014	31 Dec 2013
ASSETS		
Cash and cash equivalents	109.7	1,659.0
Short-term investments		914.1
Accounts receivable	0.0	1,170.7
Non-current assets held for distribution to owners	2,231.5	
Investments in joint ventures		2,408.2
Investments in associated companies		511.3
Goodwill		380.6
Intangible assets		717.7
Tangible assets	0.2	3,438.5
Deferred taxes	1.4	564.9
Other assets	6.6	255.4
Total assets	2,349.4	12,020.4
LIABILITIES		
Gross debt	0.1	7,371.1
Accounts payable	2.1	587.7
Accrued expenses	19.8	534.7
Post retirement benefits		960.9
Deferred taxes	1.7	243.8
Provisions	26.9	91.1
Other liabilities	7.5	364.3
Total liabilities	58.2	10,153.6
Equity excluding non-controlling interests	2,291.2	1,641.3
Non-controlling interests		225.5
Total equity	2,291.2	1,866.8
Total liabilities and shareholders equity	2,349.4	12,020.4

The decrease in **total assets** and **total liabilities** reflect the assets and liabilities of the businesses that were contributed to Oi share capital on 5 May 2014, explaining the reduction across the majority of captions of the consolidated statement of financial position.

Non-current assets held for distribution to owners as at 30 June 2014 correspond to the fair value of the investment in Oi based on quote prices of Oi's shares as of that date. The investment in Oi is classified in accordance with the provisions of IFRS 5 and accordingly measured at fair value based on the quote prices of Oi's shares, since this fair value is lower than the previous carrying amount.

Shareholders equity excluding non-controlling interests amounted to Euro 2,291 million as at 30 June 2014, compared to Euro 1,641 million as at 31 December 2013, an increase of Euro 650 million reflecting (1) the net income generated in the period (Euro 345 million), (2) positive foreign currency translation adjustments of Euro 213 million, related mainly to the impact of the appreciation of the Brazilian Real against the Euro, and (3) the reversal of treasury shares related to 10% interest in Portugal Telecom held by Oi (Euro 159 million), following the remeasuring of this investment from the equity accounting to fair value. These effects were partially offset by dividends attributed to PT's shareholders on 30 April 2014 (Euro 86 million) and paid on 30 May.

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Business performance

The Business Combination

Following the memorandum of understanding disclosed to the market on October 2, 2013 (the Memorandum of Understanding), Portugal Telecom, Oi and the main shareholders of both companies announced their intention to implement a combination of the businesses of Portugal Telecom and Oi (the Business Combination) into a single listed company governed by the laws of Brazil, which has now been determined to be CorpCo.

The Business Combination transaction, as initially considered, involved three principal steps:

- A first step involving a share capital increase of Oi (the Oi Capital Increase), completed on May 5, 2014, with the issuance of common shares and preferred shares in a subscription offer totaling R\$8,250 million in cash, including the proceeds resulting from the exercise of the greenshoe option, and the issuance of common shares and preferred shares to Portugal Telecom in exchange for Portugal Telecom s transferring to Oi (i) all of Portugal Telecom s operational assets, except for interests held directly or indirectly through Bratel Brasil, SA (Bratel Brasil) and PTB2 SA (PTB2) - in Oi, Contax Participações, SA, and Bratel BV, and (ii) substantially all of Portugal Telecom s liabilities at the time of transfer, which the valuation report valued at a net value (i.e. assets minus liabilities) of R\$5,709.9 million. Concurrently with the Oi Capital Increase, Portugal Telecom subscribed, through its Brazilian subsidiaries, convertible debentures issued by companies within the chain of control of AG Telecom Participações SA (AG Telecom) and of LF Tel SA (LF Tel), and these companies subscribed convertible debentures of TmarPart. All of such debentures have been converted, and, as a result, PT acquired an additional stake in these companies within the chain of control of AG Telecom and LF Tel and, indirectly, in TmarPart and Oi;
- A second step involving a Brazilian law incorporation of shares (the Merger of Shares), pursuant to which, subject to the approval of holders of Oi and CorpCo common shares, all Oi shares, other than those held by CorpCo, would be exchanged for CorpCo common shares, with Oi thereby becoming a wholly-owned subsidiary of CorpCo. At the same time, CorpCo would become listed on the Novo Mercado segment of the BM&FBOVESPA, SA Bolsa de Valores, Mercadorias e Futuros (the BM&FBOVESPA). Concurrently with the Merger of Shares, the control structure of CorpCo was expected to be simplified through the corporate reorganization of the various holding companies having direct and indirect shareholder interests in CorpCo, as a result of which, among other effects, PT would directly hold the Oi shares corresponding to its indirect interest in CorpCo (the Corporate Reorganization); and
- A third step involving the later merger through incorporation, under Portuguese and Brazilian law, of Portugal Telecom by and into CorpCo, with the latter being the surviving company (the Merger), and as a result of which the shareholders of Portugal Telecom would receive a total amount of shares of CorpCo equal to the amount of shares of that company held by Portugal Telecom immediately prior to the Merger. The shares of CorpCo, the entity resulting from the abovementioned transactions, would be

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listed on the Novo Mercado segment of the BM&FBOVESPA, on the NYSE Euronext Lisbon regulated market (Euronext Lisbon), and on the New York Stock Exchange (NYSE).

The transaction was thus characterized as a friendly merger, and it was left to the management of both companies (which included certain members exercising management positions at both companies as a result of the cross-shareholdings between the companies) to implement such transactions, subject to approval by the shareholders at general meetings. With respect to PT, the first and third steps of the Business Combination were to be subject to the approval of PT's shareholders at general meetings.

Oi Capital Increase

In the context of the Business Combination, the Oi Capital Increase has already taken place, whereby, as expected, part of the new shares issued by Oi were subscribed by Portugal Telecom through a contribution in kind corresponding to all of the shares of PT Portugal, SGPS, SA (PT Portugal), a company that held all the operational assets corresponding to the businesses of the companies of the Portugal Telecom group (Portugal Telecom Group) (with the exception of the interests held, directly or indirectly, in Oi, Contax Participações, SA, and Bratel BV) and the respective liabilities on the date of their contribution (PT Assets). The PT Assets were contributed based on the value set forth in a proposal of the Board of Directors of Oi to the general meeting of Oi's shareholders based on a valuation report issued by an independent, specialized institution - Banco Santander (Brasil) SA, engaged by Oi for that purpose in accordance with applicable Brazilian legislation, which valuation report was approved at the Oi general shareholders' meeting held on March 27, 2014. For more information regarding the valuation methods and criteria used by Banco Santander (Brasil) SA for the issuance of the valuation report, see the copy attached as Annex 1 to the proposal of the PT Board of Directors to the general shareholders' meeting held last March 27, and available at www.cmvm.pt.

As indicated above, given its importance, PT's subscription to the Oi Capital Increase was subject to and approved by the shareholders of PT at a general shareholders' meeting.

Upon completion of the Oi Capital Increase, Oi became a company with significant presence in the principal segments of the telecommunications markets in Portugal and Brazil, while at the same time holding the interests previously held by PT in Africa.

Given the strong complementarity and convergence of PT and Oi's infrastructures, there is a significant potential for joint operation of their businesses, with the resulting development of products and services that are innovative and more far-reaching, as well as for the capture of operational and financial synergies.

On March 27, 2104, the general meeting of Oi's shareholders approved the aforementioned valuation report and the contribution of the PT Assets to Oi, which assets were valued at R\$5,709.9 million - corresponding to Euro 1,750 million, using the conversion rate from Reais to Euros on February 20, 2014 (that is, R\$3.2628 per Euro), as set forth in the previous agreements - the amount for which the general shareholders' meeting of Portugal Telecom, also held on March 27, approved the contribution of the PT Assets in the context of the Oi Capital Increase.

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The Oi Capital Increase was completed on May 5, 2014, where Portugal Telecom subscribed for 1,045,803,934 common shares and 1,720,252,731 preferred shares of Oi in exchange for the contribution of all of the shares of PT Portugal, owner of the PT Assets. As a result, Portugal Telecom currently owns, as its sole material asset, a direct and

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indirect interest of 39.7% of Oi's share capital, including 39.0% of the voting share capital (excluding indirect interests through TmarPart, AG Telecom and LF Tel in Oi).

The PT Assets contributed by PT in the context of the Oi Capital Increase included a creditor position with respect to Rio Forte Investments, SA (Rioforte) - a company within GES - corresponding to certain short-term investments subscribed for or acquired by two companies which at the time were wholly-owned subsidiaries of Portugal Telecom - namely, PT Portugal and Portugal Telecom International Finance, BV (PTIF) - in the aggregate amount of Euro 897 million, as further detailed below (the Rioforte Investments).

On July 15, 2014, the Rioforte Investments held by the above mentioned subsidiaries in the amount of Euro 847 million matured. On July 17, the additional portion of Euro 50 million of the Rioforte Investments also matured.

Rioforte failed to repay the amounts due under the Rioforte Investments on their respective maturity dates, and on July 22 and 24, 2014, the additional grace periods during which the payment of the Rioforte Investments due on July 15 and 17, respectively, could have been made, also lapsed without the amounts due having been paid.

Shareholder agreements

Under the agreements relating to the Business Combination as currently in effect, if the second step of the Business Combination, which includes the Merger of Shares and the Corporate Reorganization, is not completed by December 31, 2014, the parties will no longer be bound to exercise their respective voting rights in the applicable companies in favor of approving all the steps for Corporate Reorganization and the Merger of Shares expected to occur during this second step, or of the Merger which was expected to occur during the third step of the Business Combination.

In this case, the shareholders' agreements relating to TmarPart (the TmarPart Shareholder Agreements) entered into or amended on January 25, 2011, and on February 19, 2014, will remain in force, with the quorum requirements provided for in the agreements to be adjusted in consideration of the percentage interests held by BNDES Participações SA - BNDESPAR (BNDESPAR), Caixa de Previdência dos Funcionários do Banco do Brasil (PREVI), Fundação Petrobras de Seguridade Social - PETROS (PETROS), and Fundação dos Economistas Federais - FUNCEF (FUNCEF) on December 31, 2014, in order to ensure that the voting rights of such shareholders are equal to those on February 19, 2014, and provided they have not reduced their respective shareholder interests before December 31, 2014 through the sale of shares to third parties that are not original signatories of the Global Shareholders' Agreement (as defined below) or their related parties.

The TmarPart Shareholder Agreements included (a) a general shareholders' agreement, entered into by all TmarPart shareholders - AG Telecom, LF Tel, Fundação Atlântico de Seguridade Social (FATL), Bratel Brasil, BNDESPAR, PREVI, PETROS, and FUNCEF - as parties, and by TmarPart and Portugal Telecom, as intervening parties (Global Shareholders' Agreement) and (b) a separate shareholders' agreement entered into only among AG Telecom, LF Tel, and FATL as parties, and TmarPart as intervening party (Control Group Shareholders' Agreement).

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The TmarPart Shareholder Agreements provide for the following relevant rights and obligations:

(1) Global Shareholders Agreement

(i) The initial term for the Global Shareholders Agreement expires on April 25, 2048, or on the expiration date of the last to expire of the concessions or authorizations held by TmarPart or any of its subsidiaries, whichever occurs last, subject to the agreement of the parties to the Global Shareholders Agreement. The Global Shareholders Agreement may be extended for successive periods of ten years with the consent of all the parties.

(ii) The following provisions apply to the election of members of the board of directors and the executive officers, and the voting of their shares, in TmarPart and every TmarPart subsidiary that has net operating revenues equal to or in excess of R\$ 100 million, which will be referred to as the controlled subsidiaries :

a. The board of directors of TmarPart will consist of eleven effective members and an equal number of alternates;

b. AG Telecom, LF Tel, and FATL will, together, have the right to designate a majority of the members of the board of directors of TmarPart, and of each of the controlled subsidiaries;

c. Each increment of 7% of the voting share capital of TmarPart held by a party to the Global Shareholders Agreement will entitle such party to designate one member of the board of directors of TmarPart and of each of the controlled subsidiaries, as well as the respective alternate;

d. So long as Portugal Telecom holds at least 7% of the voting share capital of TmarPart, it will be entitled to designate two members of the board of directors of Oi, and the respective alternates, from among the directors and executive officers of Portugal Telecom;

e. Each increment of 7% of the voting share capital of TmarPart held by BNDESPAR, PREVI, PETROS, and FUNCEF will entitle these entities to collectively designate (a) one member of the board of directors of TmarPart and of each of the controlled subsidiaries, as well as the respective alternate; and (b) one effective member of the Oi board of directors and its respective alternate;

f. TmarPart management will consist of four executive officers;

g. AG Telecom, LF Tel, and FATL shall be entitled, together, to appoint the CEO of TmarPart and another member of TmarPart's management;

h. so long as they hold, together, at least 12% of the voting share capital of TmarPart, PREVI, PETROS, and FUNCEF will be entitled, together, to nominate a member of TmarPart management;

i. So long as it holds at least 12% of the voting share capital of TmarPart, Portugal Telecom will be entitled to nominate a member of TmarPart management;

j. AG Telecom, LF Tel, BNDESPAR, Bratel Brasil, FATL, PREVI, PETROS and FUNCEF will, together, elect the CEO for each of the controlled subsidiaries pursuant to the rules established in the Global Shareholders Agreement;

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k. BNDESPAR, PREVI, PETROS, and FUNCEF have the right, together, to designate a member of TmarPart's fiscal board, and one for each of the controlled subsidiaries; and

l. AG Telecom, LF Tel, BNDESPAR, Bratel Brasil, FATL, PREVI, FUNCEF, and PETROS will hold pre-meetings prior to shareholders' and board of directors' meetings of TmarPart and the controlled subsidiaries, and will exercise their voting rights in TmarPart and the controlled subsidiaries, and instruct their representatives on these boards of directors to vote in accordance with the decisions made at the pre-meetings. Such parties will not be entitled to exercise their voting rights, including for the interests held directly in Oi and in the other controlled subsidiaries, against matters already approved at a pre-meeting held pursuant to the Global Shareholders' Agreement.

(iii) Under the Global Shareholders' Agreement, each of the parties agreed:

a. Not to enter into other shareholders' agreements with respect to TmarPart shares, other than (i) the Global Shareholders' Agreement, (ii) the Control Group Shareholders' Agreement, (iii) the shareholders' agreements entered into among Bratel Brasil, Andrade Gutierrez SA (AGSA) and Jereissati Telecom SA (Jereissati Telecom), and (iv) the shareholders' agreement entered into among BNDESPAR, PREVI, FUNCEF and PETROS;

b. Not to amend the Global Shareholders' Agreement, the Control Group Shareholders' Agreement, the shareholder agreements entered into among Bratel Brasil, AGSA and Jereissati Telecom, and the shareholders' agreement entered into among BNDESPAR, PREVI, FUNCEF and PETROS, without the consent of all the parties to the Global Shareholders' Agreement;

c. Not to grant any encumbrances on the shares held in TmarPart;

d. To grant certain pre-emptive rights and tag-along rights to the other parties to the Global Shareholders' Agreement in relation to any transfer of shares held in TmarPart;

e. That the other parties to the Global Shareholders' Agreement have the right to sell, and Portugal Telecom (via Bratel Brasil) has the obligation to buy, up to all of the other parties' shares of TmarPart, in the event that Bratel Brasil acquires control of TmarPart;

f. To offer its shares of TmarPart to the other parties to the Global Shareholders' Agreement in the event of a transfer of control of such party; and

g. That the other shareholders have the right to acquire all TmarPart shares held by Bratel Brasil in the event of a change in the control of PT.

(2) Control Group Shareholders' Agreement

(i) The initial term of the Control Group Shareholders' Agreement expires on April 25, 2048 and can be extended for successive ten-year terms with the consent of all the parties.

(ii) Under the Control Group Shareholders' Agreement, each of the parties agreed:

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- a. To hold pre-meetings between themselves prior to the pre meetings to be held pursuant to the Global Shareholders Agreement and to vote their TmarPart shares in accordance with the decisions made at such pre-meetings;
- b. That any TmarPart common shares sold by a party to the Control Group Shareholders Agreement to any other party to this agreement will remain subject to the terms of this agreement; and
- c. If one of the parties to the Control Group Shareholders Agreement sells all or part of its common shares of TmarPart to any other party or a third party, the purchaser(s) and the seller, as applicable, will be considered one voting block for the purposes of exercising voting rights under the Control Group Shareholders Agreement (even if the purchaser(s) is/are already a party to the agreement), and such voting block will hold pre-meetings to the pre-meetings of the parties to the Control Group Shareholders Agreement.

In addition to the TmarPart Shareholders Agreements, if the second step of the Business Combination between Portugal Telecom and Oi, which includes the Merger of Shares and the Corporate Reorganization, is not completed by December 31, 2014, the shareholder agreements entered into among Bratel Brasil, AGSA and Jereissati Telecom, which include the following shareholder agreements entered into by such parties on January 25, 2011, will remain in force: (i) the shareholders agreement entered into between Jereissati Telecom and Bratel Brasil in relation to EDSP75 Participações (EDSP), with EDSP, LF Tel, Pasa Participações (PASA), Andrade Gutierrez Telecomunicações Ltda. (which later merged with and into AGSA), AG Telecom and Portugal Telecom as intervening parties (the EDSP Shareholders Agreement), and (ii) the shareholders agreement entered into between AGSA and Bratel Brasil in relation to PASA, with PASA, AG Telecom and Portugal Telecom as intervening parties (the PASA Shareholders Agreement). The initial terms of these shareholder agreements also expire on April 25, 2048 but can be extended for successive ten-year periods with the consent of all the parties thereto.

These EDSP and PASA shareholder agreements are intended to coordinate PASA and EDSP s corporate governance and to simplify the decision-making process among Jereissati Telecom, AGSA and Portugal Telecom as shareholders of TmarPart. Under these shareholders agreements, among other things:

- Pre-meetings are to be held between the shareholders to decide in advance the matters to be analyzed during pre-meetings to be held under the Global Shareholders Agreement and the Control Group Shareholders Agreement;
- The approval of certain issues is subject to a qualified majority vote of the shareholders, including:
 - Approval of, and amendments to, the annual budget of PASA, EDSP, AG Telecom, and LF Tel, which are subject to a qualified majority of 83% of the votes;
 - The entering by PASA, EDSP, AG Telecom, or LF Tel, into any financing agreements in excess of R\$50 million, or the entering of any agreement imposing a pecuniary obligation on PASA, EDSP, AG Telecom, or LF Tel in excess of R\$50 million, or the granting of any guarantees by PASA, EDSP, AG Telecom, or LF Tel in excess of R\$50 million, which are subject to a qualified majority of 90% of votes; and
 - Any amendments to the Global Shareholders Agreement or the issuance of preferred shares by PASA, AG Telecom, or LF Tel, the approval of any decision subject to a qualified majority under the scope Global Shareholders Agreement (defined as a material decision according to the PASA Shareholders Agreement and the EDSP Shareholders Agreement), among other issues, which are subject to a unanimous vote of the shareholders.

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- Rights of first offer are granted to the shareholders with respect to the transfer of shares issued by PASA and EDSP;
- Tag-along rights are granted in favor of Portugal Telecom, in the event of the sale of PASA and EDSP shares by AGSA or Jereissati Telecom, as applicable; and
- A general restriction on the sale of shares issued by PASA and EDSP by AGSA or Jereissati Telecom, as applicable, to competitors of Portugal Telecom.

If the Business Combination is not completed by December 31, 2014, any of the shareholders party to the PASA Shareholders Agreement or the EDSP Shareholders Agreement may send a notification of non-occurrence of the reorganization and require the adoption of the necessary measures in order for Bratel Brasil, PTB2, AGSA and Jereissati Telecom to receive shares of capital stock of Oi held by AG Telecom and LF Tel, in proportion to their respective direct and indirect capital interests in those entities.

The implementation of the second step of the Business Combination, which includes the Corporate Reorganization and the Merger of Shares, requires a further pre-meeting of the shareholders of CorpCo to approve the accounting valuation reports required for the implementation of such transactions, among other matters.

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Employees

As at 30 June 2014, PT's employees were 27, which include 7 executive directors, 16 non-executive directors and 4 members of the Compensation Committee.

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04

Main events

Events of the first half 2014

Shareholder remuneration

30. April.14 | PT's shareholders approved at the Annual General Meeting held on 30 April 2014 the application of the 2013 net income of Euro 341,808,031, as follows:

- Payment to the Shareholders of the overall amount of Euro 89,651,250, corresponding to Euro 0.10 per share in respect of the total number of issued shares. The above mentioned amount of Euro 0.10 per share was paid to the Shareholders on 30 May 2014 (ex-dividend date: 27 May 2014; record date: 29 May 2014).

Debt

7. February.14 | PT announced that it had made available a consent solicitation memorandum regarding the solicitation of consents from the holders of its 400 million 6.25% per cent. Notes due 2016 issued under its Euro Medium Term Note programme and the 750 million 4.125% per cent. Exchangeable Bonds due 2014 issued by Portugal Telecom International Finance B.V.. The consent solicitation was made in connection with the transaction between PT and Oi that was announced on 2 October 2013.

3. March.14 | PT announced that it has obtained the consent from the holders of all the notes issued by Portugal Telecom International Finance B.V. (PTIF) under its Euro Medium Term Note (EMTN) programme. PT has also obtained the consent from the holders of the Euro 750 million 4.125% per cent. Exchangeable Bonds due 2014 issued by PTIF.

18. March.14 | PT announced that it has obtained the consent from the holders of its 400 million 6.25% per cent. Notes due 2016 issued under its Euro Medium Term Note programme.

Business Combination

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20. February.14 | PT and Oi announced the execution of definitive agreements relating to the combination of their businesses, that govern the steps necessary to implement the transaction that will culminate in the business combination of Portugal Telecom, Oi, Telemar Participações S.A. (TmarPart) and the Brazilian controlling shareholders of TmarPart, with a view to creating a single, integrated Brazilian listed company, CorpCo, which the Definitive Documents have determined to be TmarPart.

27. March.14 | PT announced that its shareholders, at the General Meeting, approved PT 's participation in Oi capital increase, through the contribution of assets representing all of the operating assets held by the Portugal Telecom

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Group and the related liabilities, with the exception of the shares of Oi, the shares of Contax Participações S.A. and the shares of Bratel B.V., held directly or indirectly by PT.

28. March.14 | PT informed on the material fact disclosed by Oi on the suspension of the public offering, according to the company's announcement.

31. March.14 | PT informed on the announcement made by Oi on the result of this company's General Shareholders Meeting and the approval by the Brazilian National Telecommunications Agency of the corporate reorganisation which will allow the consolidation of the industrial alliance between Oi and PT.

3. April.14 | PT informed on the material fact disclosed by Oi on the revocation of the suspension of the public offering, according to the company's announcement.

3. April.14 | PT informed on the material fact disclosed by Oi on the maximum number of shares that may be issued in the primary offering of shares of Oi, according to the company's announcement.

3. April.14 | PT informed on the material fact disclosed by Oi on the recent interactions between Oi and the underwriters of the public offering, according to the company's announcement.

29. April.14 | PT announced that the period for the subscription of shares under the share capital increase of Oi had ended.

5. May.14 | Following the announcement disclosed to the market on 29 April 2014, PT announced that on 5 May 2014 it had transferred to a securities account in the name of Oi, with the settlement of Oi's share capital increase, all the shares it held representing PT Portugal, SGPS, S.A. (PT Portugal)'s share capital.

Additionally, pursuant to the agreements implementing the changes approved at the meeting held on 18 March 2014 by the holders of the 400,000,000 6.25 per cent Notes due 2016, issued by PT under its 7,500,000,000 Euro Medium Term Note Programme (Notes), as of 5 May 2014 PT Portugal became the issuer and principal obligor of such Notes.

Rioforte Investments

30. June.14 | PT provided some clarifications regarding the media reports relating to the financial investment in commercial paper of Rio Forte Investments SA (Rioforte), a company of Grupo Espírito Santo (GES).

PT subscribed, through its former subsidiaries PT International Finance BV and PT Portugal a total of Euro 897 million in commercial paper of Rioforte with an average annual remuneration of 3.6%. All treasury applications in commercial paper of Rioforte matured on 15 and 17 July 2014 (Euro 847 million and Euro 50 million, respectively).

Towers from mobile services operations

25. June.14 | PT informed on the material fact disclosed by Oi on the signing of a contract between Telemar Norte Leste S.A. and BRT Serviços de Internet S.A. with SBA Torres Brasil, Limitada, through which Telemar Norte Leste S.A. and BRT Serviços de Internet S.A. committed to transfer shares representing 100% of the share capital of the

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controlled entity, owning 1,641 telecommunication towers from mobile services operations, and receiving in return a total amount of R\$ 1,172,493,238.00.

MEO

27. January.14 | PT announced that all services rendered by TMN will be provided under the MEO brand with TMN having changed its designation to MEO - Serviços de Comunicações e Multimédia, S.A..

Subsequent events

Corporate bodies

1. July.14 | PT announced that Fernando Magalhães Portella and Otávio Marques de Azevedo resigned to the respective offices as non-executive member of PT's Board of Directors.

30. July.14 | PT announced that Amílcar Carlos Ferreira de Moraes Pires resigned from the respective office as non-executive member of PT's Board of Directors.

4. August.14 | PT announced that Joaquim Aníbal Brito Freixial de Goes resigned from the respective office as non-executive member of PT's Board of Directors.

7. August.14 | PT announced that Henrique Granadeiro, PT's Chairman and CEO, informed the PT's Board of Directors that, having conducted affairs to the point of being able to convene a fully informed Shareholder Assembly, he has tendered his resignation from all roles in PT's Board of Directors.

Rioforte Investments

16. July.14 | PT and Oi announced that they remain committed to the full completion of their business combination and have signed a new Memorandum of Understanding (MOU).

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The MOU has been signed following the non-repayment by Rioforte, a company of GES, of the Euro 847 million matured portion of the outstanding Euro 897 million treasury applications (Rioforte debt) subscribed to by the PT group. The Rioforte debt is currently held in subsidiaries that were contributed to Oi on 5 May 2014 in the context of the business combination announced on 2 October 2013.

28 July.14 | PT and Oi announced that they have reached an agreement on the final terms of the key contracts following the MOU announced on 16 July 2014.

The execution of the definitive documentation is subject to the approval by the General Shareholders Meeting of PT and the Board of Directors of Oi. The documentation establishes that:

- PT will exchange (Exchange) with Oi the Euro 897 million treasury applications in Rio Forte Investments SA (Rioforte debt) for 474,348,720 Oi ON shares plus 948,697,440 Oi PN shares (the Oi Call Shares);
- PT will be granted a non-transferrable American-type call (Call) to repurchase the Oi Call Shares (strike prices of R\$2.0104 ON and R\$1.8529 PN), which will be adjusted by the Brazilian CDI rate plus 1.5% per

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year;

- The Call on the Oi Call Shares will become effective on the date of the Exchange, will have a 6-year maturity, and the Oi Call Shares that PT has the right to call will be reduced by 10% at the end of the 1st year and by 18% per year thereafter;
- Any proceeds received as a result of a monetization of the Call through the issuance of derivatives or back to back instruments must be used to exercise the Call;
- PT can only acquire Oi or CorpCo shares through the exercise of the Call;
- The Call would be cancelled should (i) PT's bylaws be voluntarily amended to remove the 10% voting limitation, (ii) PT act as a competitor to Oi, or (iii) PT breach certain obligations under the definitive documentation, and
- The contracts will be executed as soon as all corporate approvals have been obtained and the Exchange is subject to the approval of Comissão de Valores Mobiliários in Brazil and should be executed on or before March 2015.

The terms of the agreements to be submitted by the Board to the General Shareholders Meeting until 21 days before the Meeting will also include an agreed alternative structure to the incorporation of PT into CorpCo as previously announced aimed at achieving the following objectives:

- Allow for the merger of Oi and CorpCo and migration to the Novo Mercado to be implemented as soon as possible, with the listing of CorpCo on BM&F Bovespa, Euronext Lisboa and NYSE;
- Subject to shareholder approval at a General Shareholders Meeting to be specifically convened for such purpose, PT shareholders will receive all shares of CorpCo held by PT, corresponding to the ownership interest in CorpCo of 25.6%, adjusted for the treasury shares resulting from the execution of the Exchange, and prior to any exercise of the Call, and
- PT to remain listed with the interest in the Rioforte debt and the Call as its only material asset.

13. August.14 | PT disclosed the proposal and information statement relating to the single item on agenda (to deliberate, under the proposal of the Board of Directors, on the terms of the agreements to be executed between PT and Oi within the business combination of these two companies) for the Shareholders General Meeting to be held on 8 September 2014.

Below is a summary of some of the information contained in the information statement disclosed on 13 August 2014:

Agreement on the terms for proceeding with the Business Combination

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On July 28, 2014, PT and Oi defined the terms of the principal definitive agreements (the *Definitive Agreements*) that, subject to the approval by the General Shareholders Meeting of PT of the execution of the agreements to be entered into with Oi for proceeding with the implementation of the Business Combination with the necessary adjustments, and subject to the approval of the board of directors of Oi, will be entered into between, on the one hand, PT, and on the other hand, Portugal Telecom International Finance B.V. and PT Portugal, SGPS, S.A. (collectively, the *Oi Subsidiaries*), as well as with Oi and CorpCo, and the purpose of which is to establish the terms and conditions pursuant to which the transactions agreed upon between Oi and PT for proceeding with the second step of the Business Combination, including the Merger of Shares and the Corporate Reorganization, may be enacted, as described above. The *Definitive Agreements* are governed by Brazilian law.

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The Definitive Agreements provide for (i) an exchange pursuant to which PT will acquire the Rioforte Investments from the Oi Subsidiaries, and in exchange, PT will transfer to the Oi Subsidiaries common and preferred shares issued by Oi (or by CorpCo, if the exchange is implemented after the Merger of Shares); and (ii) the Oi Subsidiaries will grant PT a call option to acquire Oi shares.

Given that the transactions described above involve Oi shares that will be treasury shares, the consummation of the Exchange (as defined below) and the subsequent effectiveness of the Call Option (as defined below) are subject to approval by the Brazilian Securities Commission (*Comissão dos Valores Mobiliários* or CVM) of (a) the receipt of the Exchange Shares by the Oi Subsidiaries; (b) the maintenance of Oi treasury shares (and, after the Merger of Shares, of CorpCo shares) in an amount equivalent to the maximum number of Exchange Shares (as defined below); and (c) the grant of a call option by the Oi Subsidiaries to PT for an amount equivalent to the maximum number of Exchange Shares. If CVM approval cannot be obtained by March 31, 2015, the Exchange will not be consummated and the Call Option will not become effective in accordance with the terms set forth in the Definitive Agreements.

Principal terms of the Exchange Agreement and Other Covenants (Exchange Agreement)

The Oi Subsidiaries and PT will effect an exchange whereby PT will transfer to the Oi Subsidiaries 474,348,720 common shares and 948,697,440 preferred shares of Oi, it being specified that both classes of shares are listed (Exchange Shares), and the Oi Subsidiaries will, in exchange, deliver the Rioforte Investments to PT (Exchange). If the Exchange takes place only after the Merger of Shares, PT will deliver 1,348,193,932 common shares of CorpCo (which will also be listed) to the Oi Subsidiaries. The Rioforte Investments we will acquire under the Definitive Agreements to be considered by the General Shareholders Meeting may ultimately have no value.

The consummation of the Exchange, with the transfer of the Exchange Shares to the Oi Subsidiaries and of the Rioforte Investments to PT must be completed within 3 (three) business days after the date of CVM approval.

The Exchange Agreement further provides that once the Exchange will have been consummated, Oi, CorpCo and the Oi Subsidiaries will grant PT and its directors a release in relation to the subscription for or acquisition of the treasury applications in the Rioforte Investments and their later contribution to the Oi Capital Increase, as well as an express waiver by Oi and the Oi Subsidiaries of any right to file a claim or to claim indemnification (with the express and exclusive exception of claims relating to the right of recourse against PT with respect to third-party claims) by virtue of the Rioforte Investments and their contribution in the context of the Oi Capital Increase or any omissions or incomplete information related specifically to the Rioforte Investments, their situation and the risks involved.

Principal terms of the Call Option Agreement and Other Covenants (Call Option Agreement)

Pursuant to the Call Option Agreement, the Oi Subsidiaries will grant to PT a non-transferable, American type call option (the Call Option) to acquire 474,348,720 common shares and 948,697,440 preferred shares of Oi (or 1,348,193,932 common shares of CorpCo, after the Merger of Shares) (the Call Option Shares).

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PT may exercise the Call Option, in whole or in part, at any time, during a period of six years, as from the date of the consummation of the Exchange. The original number of Call Option Shares that PT is entitled to purchase pursuant to the Call Option will be reduced by 10% upon the first anniversary of the effective date of the Call Option and by 18% on each successive anniversary.

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The Call Option exercise price will be R\$1.8529 per preferred share and R\$2.0104 per common share issued by Oi (and, if applicable, R\$2.0104 per common share issued by CorpCo), in each case adjusted by the Brazilian CDI rate plus 1.5% per annum, calculated *pro rata temporis*, from the date of the Exchange and through the date of effective payment of the price of exercise, in full or in part, of the Call Option. The exercise price of the Call Option must be paid in cash, in immediately available funds, on the date of the transfer of the Call Option Shares.

If PT Portugal, SGPS, S.A., Portugal Telecom International Finance B.V., and/or any subsidiary of Oi does not hold, in treasury, a sufficient number of Call Option Shares to deliver to PT, the Call Option may be settled by payment in cash by the Oi Subsidiaries to PT of the amount corresponding to the difference between the market price for the Call Option Shares on the business day immediately preceding the exercise of the Call Option and the applicable exercise price corresponding to these shares.

So long as the Call Option is in effect, PT will be precluded from acquiring Oi shares or CorpCo shares, directly or indirectly, other than through the exercise of the Call Option. PT may not assign or transfer the Call Option and may not grant any rights associated with the Call Option, including any guarantees without Oi's consent. If PT issues, directly or indirectly, derivative instruments indexed, backed by or related to shares of Oi or CorpCo, it must immediately use all the financial proceeds received, directly or indirectly, in these transactions for the acquisition of Call Option Shares.

Oi may terminate the Call Option if (i) the bylaws of PT are voluntarily amended to delete or amend the provision that limits the voting rights of any shareholder to 10% of the total voting rights of PT; (ii) PT begins to compete with Oi; or (iii) PT breaches certain obligations under the Call Option Agreement.

The Call Option will automatically expire if the Exchange is not implemented by March 31, 2015.

Other information related to the operation, corporate approvals, and the Business Combination

The terms and conditions of the Definitive Agreements were approved on July 28, 2014 by the Board of Directors of PT. The execution of the Definitive Agreements, the implementation of the Exchange and the grant of the Call Option described above are subject to certain conditions, including, among other corporate approvals, approval by the General Shareholders' Meeting of PT and the board of directors of Oi.

The following matters will also be submitted to a pre-meeting of the shareholders of CorpCo: (i) the proposed alternative structure under analysis for the integration of the shareholder bases of PT and CorpCo upon completion of the incorporation of Oi's shares not covered by the Exchange, and, if viable, the admission to trading of CorpCo shares on the BM&FBOVESPA, NYSE and Euronext Lisbon; (ii) amendments to the bylaws of CorpCo to include a limitation of 7.5% on the voting rights applicable to (a) PT, and (b) any other shareholder who receives a percentage interest in CorpCo greater than 15% of CorpCo's share capital as a result of the potential integration of the shareholder bases of PT and CorpCo, excluding any shares of CorpCo already held by that shareholder or that are acquired through other means; and (iii) amendments to the deadlines and other provisions of the amendments to the shareholders' agreements, the temporary voting agreement and the agreements relating to the termination of the shareholders' agreements, all of which were entered into on February 19, 2014.

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Following the consummation of the Exchange, PT intends to pursue, to the full extent permitted by the law, the available legal and procedural options against Rioforte and any relevant related parties with a view to obtaining

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repayment of the Rioforte Investments, including in any debt restructuring under the controlled management (*gestion contrôlée*) procedures in accordance with Luxembourg law.

Finally, PT intends to maintain its shares listed on the Euronext Lisbon market after the consummation of the Exchange and the grant of the Call Option, to the extent the listing requirements for such market continue to be met.

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Main risks and uncertainties

The events and circumstances described below could result in a significant or material adverse effect on the financial condition of Portugal Telecom and a corresponding decline in the market price of the ordinary shares of Portugal Telecom or the Portugal Telecom ADSs, as the case may be.

Exchange rates

Foreign currency exchange rate fluctuations on Brazilian Real against the Euro affect the translation of the results attributable to Portugal Telecom and therefore can impact its results and asset position. As mentioned in Note 16, a gain of Euro 58 million was recorded in other comprehensive income, reflecting the impact of the appreciation of the Brazilian Real against the Euro between 5 May 2014 and 30 June 2014.

Oi stock price

Oi's stock price fluctuation can impact Portugal Telecom results and assets position, since as mentioned in Note 3 of the financial statements, this investment is measured at fair value based on the quote price of Oi's shares.

At 30 June 2014, a loss of Euro 71 million was recorded in the Consolidated Income Statement under the caption Net Losses on financial assets and other investments, corresponding to the impact of the reduction in the price of Oi's share.

Credit

Risks related to treasury activities result mainly from cash deposits made by Portugal Telecom. In order to dilute these risks, Portugal Telecom's treasury policy is based on the following guidelines:

- Investments on available funds are only made in bank deposits, therefore any other type of investment is excluded;
- The counterparty financial institutions must have credit rating;
- Implementation of a threshold by counterparty of 34% of total amount of bank deposits;

New Memorandum of Understanding (MoU) signed between Portugal Telecom and Oi

On 28 July 2014, following the non-repayment by Rio Forte of the Euro 897 million treasury applications, Portugal Telecom and Oi reached an agreement on the final terms of the key contracts following the new MoU signed in 16 July 2014. The execution of the definitive documentation is subject to the approval by the General Shareholders Meeting of Portugal Telecom scheduled for 8 September 2014, the Board of Director of Oi and Brazilian Securities

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Commission (Comissão de Valores Mobiliários Brasileira) regarding the Exchange Agreement and the Call Option Agreement.

As a result, we draw your attention to the following risk factors and warnings related to the approval of the execution of such agreements, as well as of their non-approval:

- The Rioforte Investments that we will acquire in the proposed Exchange are in default, and we may not be able to recover any of the amounts outstanding under these investments;
- Upon completion of the transactions contemplated by the Definitive Agreements, the Call Option will be one of our only assets, and its value will be affected by a number of factors beyond our control;
- We may not have sufficient financial resources to exercise the Call Option;
- The Definitive Agreements contain significant restrictions on our activities and contemplate limits on the voting rights of any shareholder of CorpCo;
- The Merger is no longer expected to occur, but the specific terms of an alternative structure to implement the Business Combination have not yet been determined. The implementation of the Business Combination remains subject to uncertainty and may not lead to the benefits that we, Oi and CorpCo expect to achieve;
- You should not make any decision regarding an alternative structure to implement the Business Combination unless and until the specific terms of an alternative structure have been determined and submitted for shareholder approval, in which case you should not make any decision until you review the materials provided in connection with that shareholder meeting;
- The Exchange and the grant of the Call Option may be completed without the Call Option ever being exercised or without the remaining steps of the Business Combination ever being implemented;
- We may not be able to maintain our listing on the Euronext Lisbon regulated market after the implementation of the Exchange and the grant of the Call Option and/or if an alternative structure to the Business Combination is implemented thereafter in which our shareholders receive shares of CorpCo;
- Portugal Telecom may be liable for taxes for fiscal year 2014 or subsequent fiscal years as a result of the execution of the Definitive Agreements;
- Portugal Telecom could be subject to liabilities relating to any future litigation or governmental or regulatory inquiries relating to the Rioforte Investments or the Business Combination;
- Portugal Telecom could be subject to liabilities and restrictions relating to future disputes that may arise if no agreement is reached with Oi;
- The negotiations relating to the execution of the Definitive Agreements were led by the Board of Directors of PT, which has decided to submit its decision for approval by the shareholders.

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Detailed information regarding the risks factors associated with the execution or non execution of the Definitive Agreements are set forth in section 6 Risk Factors and Warnings on the information statement regarding the agreements between Portugal Telecom, SGPS, SA, and Oi, SA in relation to the terms for proceeding with the Business Combination, the execution of which will be submitted for approval at the General Shareholders Meeting Scheduled for 8 September 2014.

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06

Qualified holdings**Qualified holdings**

Pursuant to article 9, paragraph 1(c) of Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários* or CMVM) Regulation no. 5/2008, PT provides the following information regarding qualified holdings held by shareholders in PT's share capital as communicated to PT by reference to 30 June 2014 or earlier as mentioned below:

- On 2 June 2011, PT informed that RS Holding, SGPS, S.A. (RS Holding) indirectly held a qualified holding and a long position corresponding to 90,111,159 PT shares, representing 10.05% of the share capital and voting rights in PT, as set out in the following table:

Entities	No. of shares
Nivalis Holdings BV (Nivalis)	90,099,969
Nuno Rocha dos Santos Almeida Vasconcellos	11,190
Total	90,111,159

PT was informed that: (i) Insight Strategic Investments, SGPS, S.A. (Insight) and Ongoing Strategy Investments, SGPS, S.A. (Ongoing) are the sole shareholders of Nivalis, holding, respectively, 62.55% and 37.45% of the voting rights in such company; (ii) Ongoing is the majority shareholder of Insight; and (iii) RS Holding is the majority shareholder of Ongoing. Additionally, Mrs. Isabel Rocha dos Santos is the majority shareholder of RS Holding. The shareholder Nuno Rocha dos Santos Almeida Vasconcellos is director of Insight, Ongoing and RS Holding.

On 21 August 2014, PT further disclosed a partial change in the composition of the qualified holding held by RS Holding and Ongoing pursuant to which, however, RS Holding's and Ongoing's overall interest in PT, corresponding to 90,111,159 ordinary shares and representing 10.05% of PT's share capital, remained unchanged.

- On 31 December 2013, Banco Espírito Santo Group (BES Group) held a qualified holding corresponding to 90,056,485 PT shares, representing 10.05% of the share capital and voting rights in PT. BES Group's holding in PT, calculated in accordance with article 20 of the Portuguese Securities Code (CVM), is set out in the following table:

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Entities	No. of shares
Banco Espírito Santo, S.A. (BES)	4,218
Companies in a control or group relationship with BES	90,033,955
Members of BES corporate bodies	17,444
Total	90,056,485

On 29 July 2014, PT further disclosed a change in the composition of the qualified holding held by BES pursuant to which a qualified holding corresponding to 90,145,122 ordinary shares, representing 10.06% of the share capital and corresponding voting rights in PT, is now attributed to BES as follows:

Entities	No. of shares
Banco Espírito Santo, S.A. (BES)	90,004,218
Companies in a control or group relationship with BES	120,688
Members of BES corporate bodies	20,216
Total	90,145,122

As is public knowledge, on 3 August 2014 an announcement was made regarding the transfer of assets, liabilities, off-balance sheet items and assets under management from Banco Espírito Santo, S.A. to Novo Banco, S.A. Until today, PT was not informed of any transfer, to any other entity, of shares representing its share capital, or of the corresponding voting rights, which were held by Banco Espírito Santo, S.A.

- On 31 May 2012, PT informed that Telemar Norte Leste S.A. (TMAR) held a qualified holding corresponding to 89,651,205 shares representing 10.0% of PT's share capital and corresponding voting rights. TMAR's sole shareholder is OI S.A., which is directly controlled by Telemar Participações S.A.. Telemar Participações S.A., in turn, is jointly controlled by the following entities: AG Telecom Participações S.A., L.F. Tel S.A., Fundação Atlântico de Seguridade Social, BNDES Participações S.A. - BNDESPar., Caixa de Previdência dos Funcionários do Banco do Brasil - PREVI, Fundação dos Economistas Federais - FUNCEF, Fundação Petrobrás de Seguridade Social - PETROS and Bratel Brasil, S.A.

- On 20 March 2014, PT informed that UBS AG held, directly and indirectly, a qualified holding in PT corresponding to 45,736,067 shares, representing 5.10% of PT's share capital and voting rights, as set out below:

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Entities	No. of shares
UBS AG	29,492,450
UBS AG on behalf of several of its clients	7,032,261
CCR Asset Management	1,265,840
UBS Financial Services Inc.	23,569
UBS Fund Management (Switzerland) AG	767,420
UBS Fund Services (Luxembourg) SA	5,545,370
UBS Global Asset Management (Australia)	12,538
UBS Global Asset Management (Hong Kong) Ltd	729,693
UBS Global Asset Management (Japan) Ltd	366,447
UBS Global Asset Management (Singapore) Ltd	27,438
UBS Global Asset Management (UK) Ltd	352,322
UBS Global Asset Management Life Ltd	120,718
Total	45,736,067

On 8 August 2014, PT further disclosed that UBS AG held directly and indirectly, a qualified holding in PT corresponding to 42,837,197 shares, representing 4.78% of PT's share capital and voting rights.

- On 6 February 2012, PT informed that Norges Bank held a qualified holding corresponding to 44,442,888 PT shares, representing 4.96% of the share capital and voting rights in PT.

- On 31 December 2010, Grupo Visabeira SGPS, S.A. (Visabeira Group) held, directly and indirectly, a qualified holding corresponding to 23,642,885 PT shares, representing 2.64% of PT's share capital and voting rights, as set out below:

Entities	No. of shares
Visabeira Group	11,523,213
Visabeira Investimentos Financeiros, SGPS, S.A. (company 100% owned by Visabeira Estudos e Investimentos, S.A., which was 100% owned by Visabeira Serviços, SGPS, S.A., which in turn was 100% owned by Visabeira Group)	12,119,672
Total	23,642,885

On 2 January 2014, PT further disclosed a change in the composition of the qualified holding held by Visabeira Group. On 27 December 2013, Visabeira Investimentos Financeiros, SGPS, S.A., was merged into Visabeira Estudos e Investimentos, S.A.. As a result of said merger, 12,119,672 ordinary shares representing 1.352% of PT's share capital and corresponding voting rights which were held directly by Visabeira Investimentos Financeiros, SGPS, S.A. are now held directly by Visabeira Estudos e Investimentos, S.A..

Visabeira Estudos e Investimentos, S.A., is 100% owned by Visabeira Participações Financeiras, SGPS, S.A., which is 100% owned by Visabeira Group, which also holds directly 11,523,213 ordinary shares representing 1.285% of PT's share capital and corresponding voting rights.

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Therefore, a qualified holding corresponding to 23,642,885 ordinary shares representing 2.637% of PT's share capital and corresponding voting rights was attributed to the Visabeira Group. This qualified holding remained above the 2% threshold as was previously disclosed.

PT was further informed that a holding corresponding to 78.2642% of the share capital of Visabeira Group and corresponding voting rights is directly held by the company NCFGEST, SGPS, S.A., which in turn is 100% owned by Mr Fernando Campos Nunes. Therefore, Visabeira Group's qualified holding is also attributed to these entities.

- On 6 May 2014, PT informed that Instituto de Gestão de Fundos de Capitalização da Segurança Social, IP in the capacity of manager of Fundo de Estabilização Financeira da Segurança Social held 20,260,743 PT shares, corresponding to 2.26% of the share capital and voting rights in PT.

PT was further informed that this situation resulted of a share capital reduction executed by PT, on 10 December 2008, from Euro 28,277,855.31 to Euro 26,895,375.00. Following this transaction, FEFSS held 20,474,902 ordinary shares representing 2.28% of PT's share capital and corresponding voting rights.

- On 3 February 2010, Controlinveste International Finance, S.A. held 20,419,325 PT shares, corresponding to 2.28% of the share capital and voting rights in PT.

PT was informed that Controlinveste International Finance, S.A. was fully owned by Controlinveste International, S.à.r.l., which was owned by Controlinveste Comunicações, SGPS, S.A. and Olivedesportos Publicidade, Televisão e Media, S.A., and that Controlinveste Comunicações, SGPS, S.A. was fully owned by Olivedesportos Publicidade, Televisão e Media, S.A., which, in turn, was fully owned by Sportinveste, SGPS, S.A. This latter company was fully owned by Controlinveste, SGPS, S.A., which, in turn, was fully owned by Mr. Joaquim Francisco Alves Ferreira de Oliveira. Pursuant to paragraph 1 of article 20 of the CVM, the voting rights corresponding to the above mentioned 20,419,325 PT shares representing 2.28% of PT's share capital continued to be attributed to Mr. Joaquim Francisco Alves Ferreira de Oliveira.

- On 4 April 2014, PT informed that Morgan Stanley held a qualified holding and a long position in PT representing 2.26% of PT's share capital and voting rights, as set out below:

Entities	No. of shares
Morgan Stanley & Co. International plc	8,589,777
Morgan Stanley & Co. LLC	11,565,892
Morgan Stanley Smith Barney LLC	87,344
Total	20,243,013

PT also informed that Morgan Stanley & Co. International plc held 50,505 ordinary shares via financial instruments, representing 0.01% of the share capital and voting rights in PT.

PT was informed that the parent company Morgan Stanley controls Morgan Stanley & Co. International plc, Morgan Stanley & Co. LLC and Morgan Stanley Smith Barney LLC, through the following chains of companies:

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- Morgan Stanley & Co. International plc: Morgan Stanley International Holdings Inc., Morgan Stanley International Limited, Morgan Stanley Group (Europe), Morgan Stanley UK Group and Morgan Stanley Investments (UK);

- Morgan Stanley & Co. LLC: Morgan Stanley Capital Management LLC and Morgan Stanley Domestic Holdings Inc;

- Morgan Stanley Smith Barney LLC: Morgan Stanley Capital Management LLC, Morgan Stanley Domestic Holdings Inc and Morgan Stanley Smith Barney Holdings LLC.

- On 12 June 2013, PT informed that Pictet Asset Management SA held a qualified holding in PT corresponding to 18,246,357 shares representing 2.04% of PT's share capital and voting rights.

- On 22 July 2014, PT further disclosed that Pictet Asset Management SA held less than 2% of the voting rights corresponding to the share capital of PT.

- On 21 May 2013, PT informed that Bestinver Gestión, S.A., SGIIC held a qualified holding in PT corresponding to 17,981,057 shares representing 2.01% of PT's share capital and voting rights, as set out below:

Entities	No. of shares
Bestinver Empleo, F.P.	31,026
Bestinver Bolsa, F.I.M.	5,038,930
Bestinver Ahorro Fondo de Pensiones	749,332
Bestinver Empleo III Fondo de Pensiones	10,122
Bestinver Hedge Value Fund, FIL	1,699,008
Bestinver Prevision F.P.	40,491
Bestinver Grandes Compañías, F.I.	215,141
Bestinver Global F.P.	1,385,218
Bestinver Mixto, F.I.M.	602,161
Bestvalue F.I.	1,183,637
Linker Inversiones SICAV	21,335
Divalsa de Inversiones SICAV	28,043
Bestinver SICAV-Bestifund	506,751
Bestinver Empleo II, F.P.	6,957
Bestinver Futuro EPSV	20,478
Bestinver SICAV - Iberian	916,781
Bestinver Renta F.I.M.	139,620
Bestinver Consolidación EPSV	3,555
Bestifond F.I.M.	4,579,542
Soixa SICAV S.A.	802,929
Total	17,981,057

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- On 7 July 2014, PT further informed that on 27 June 2014, Citigroup held a qualified holding corresponding to 18,779,555 PT shares, representing 2.09% of PT's share capital and voting rights. On the same day, PT additionally informed that on 1 July 2014, Citigroup held less than 2% of the voting rights corresponding to the share capital of PT.

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List of holdings held by the members of PT's corporate bodies, pursuant to article 9, paragraph 1(a) of CMVM Regulation no. 5/2008

Pursuant to article 9, paragraph 1(a) of CMVM Regulation no. 5/2008, PT provides the following information regarding the securities issued by PT, or by companies in a control or group relationship with PT, that are held by the members of PT's Board of Directors and by the Statutory Auditor as of 30 June 2014:

Board of Directors (including the members of the Audit Committee)

Henrique Granadeiro owns 150 PT shares. Henrique Granadeiro resigned to the respective office as Chairman of PT's Board of Directors, as per resignation letter dated as of 7 August 2014.

Alfredo José Silva de Oliveira Baptista owns 8,193 PT shares.

Amílcar Carlos Ferreira de Morais Pires owns 3,242 PT shares. Amílcar Carlos Ferreira de Morais Pires was a board member of BES, which held on 30 June 2014 a qualified holding of 90,056,485 PT ordinary shares, corresponding to 10.05% of PT's share capital and voting rights. Amílcar Carlos Ferreira de Morais Pires resigned to the respective office as non-executive member of PT's Board of Directors, as per resignation letter dated as of 23 July 2014.

Carlos Alves Duarte owns 40 PT shares.

Fernando Magalhães Portella does not own any securities issued by PT or other companies in a control or group relationship with PT. Fernando Magalhães Portella is a Board member of Oi, which held on 30 June 2014 a qualified holding corresponding to 89,651,205 ordinary shares representing 10.0% of PT's share capital and voting rights. Fernando Magalhães Portella resigned to the respective office as non-executive member of PT's Board of Directors, as per resignation letter dated as of 30 June 2014.

Francisco Teixeira Pereira Soares does not own any securities issued by PT or other companies in a control or group relationship with PT.

Gerald Stephen McGowan owns 60,000 PT shares.

João Manuel de Mello Franco owns 12,986 PT shares. His spouse owns 322 PT shares.

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Joaquim Aníbal Brito Freixial de Goes owns 2,437 PT shares. Joaquim Aníbal Brito Freixial de Goes was a board member of BES, which held on 30 June 2014 a qualified holding of 90,056,485 PT ordinary shares, corresponding to 10.05% of PT's share capital and voting rights. Joaquim Aníbal Brito Freixial de Goes resigned to the respective office as non-executive member of PT's Board of Directors, as per resignation letter dated as of 30 July 2014.

José Guilherme Xavier de Basto does not own any securities issued by PT or other companies in a control or group relationship with PT.

Luís Pacheco de Melo owns 45 PT shares.

Manuel Rosa da Silva owns 90 PT shares.

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Maria Helena Nazaré does not own any securities issued by PT or other companies in a control or group relationship with PT.

Mário João de Matos Gomes does not own any securities issued by PT or other companies in a control or group relationship with PT.

Milton Almicar Silva Vargas does not own any securities issued by PT or other companies in a control or group relationship with PT.

Nuno Rocha dos Santos de Almeida e Vasconcellos owns 11,190 PT shares. Nuno de Almeida e Vasconcellos is the Chairman of the Board of Directors of RS Holding, SGPS, S.A., which held on 30 June 2014 a qualified holding of 90,111,159 PT ordinary shares, corresponding to 10.05% of PT's share capital and voting rights.

Otávio Marques de Azevedo does not own any securities issued by PT or other companies in a control or group relationship with PT. Otávio Marques de Azevedo is the Chairman of the Board of Directors of Telemar Participações S.A., OI's controlling holding which held on 30 June 2014 a qualified holding corresponding to 89,651,205 ordinary shares representing 10.0% of PT's share capital and voting rights. Otávio Marques de Azevedo resigned to the respective office as non-executive member of PT's Board of Directors, as per resignation letter dated as of 30 June 2014.

Paulo José Lopes Varela owns 7,134 PT shares. Paulo José Lopes Varela is a board member of Visabeira Group, which held on 30 June 2014 a qualified holding of 23,642,885 PT ordinary shares, corresponding to 2.64% of PT's share capital and voting rights.

Pedro Humberto Monteiro Durão Leitão owns 758 PT shares.

Rafael Luís Mora Funes does not own any securities issued by PT or other companies in a control or group relationship with PT. His spouse owns 501 PT shares. Rafael Luís Mora Funes is a board member of RS Holding, SGPS, S.A., which held on 30 June 2014 a qualified holding of 90,111,159 PT ordinary shares, corresponding to 10.05% of PT's share capital and voting rights.

Shakhaf Wine does not own any securities issued by PT or other companies in a control or group relationship with PT.

Statutory Auditor

Pedro Matos Silva, Statutory Auditor, does not own any securities issued by PT or other companies in a control or group relationship with PT.

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07

Outlook

In the context of the Business Combination, it is worth mentioning certain corporate events that could be implemented following the execution of the agreements between PT and Oi, including the execution and implementation of the Exchange Agreement and the Call Option Agreement.

Initial scenario

First and foremost, it is worth recalling that, as initially delineated in the Memorandum of Understanding, at the time the PT shareholders were called to consider the contribution in the Oi Capital Increase, it was expected that, in the course of the Business Combination, and after the referred to capital increase operation, the steps listed below and described in section 1.1 would be implemented.

Simplification of the control structure of CorpCo - Corporate Reorganisation

The Business Combination would result in the simplification of the control structure of CorpCo. This simplification would proceed from the corporate reorganisation of the various holding companies having direct and indirect interests in CorpCo, as a result of which, among other effects, PT would directly hold the Oi shares corresponding to its indirect interest in CorpCo. The Corporate Reorganisation would take place simultaneously with the Merger of Shares.

Merger of Shares

Simultaneously, all of the shares of Oi would be incorporated into CorpCo, and Oi's common shares and preferred shares would be exchanged for common shares of CorpCo. As a result of this transaction, Oi would become a wholly-owned subsidiary of CorpCo.

Pursuant to the expected terms of the Merger of Shares, (i) each Oi common share issued and outstanding at the time of the Merger of Shares (excluding Oi common shares held by CorpCo in treasury or by shareholders who exercise any appraisal or withdrawal rights to which they may become entitled) would be automatically converted into one CorpCo common share, and (ii) each Oi preferred share issued and outstanding at the time of the Merger of Shares (excluding Oi preferred shares held by CorpCo or treasury shares) would be automatically converted into 0.9211 CorpCo common share.

It had initially been intended for the shares representing the share capital of CorpCo, the entity resulting from the various transactions constituting the Business Combination, to be listed on the Novo Mercado segment of BM&FBOVESPA, on the Euronext Lisbon regulated market and on the NYSE.

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PT Merger

Finally, the Business Combination would be completed with the merger of PT with and into CorpCo. This international merger would involve the incorporation of PT into CorpCo, as a result of which Portugal Telecom would cease to exist after the definitive commercial registration of the Merger. As a result of this merger, the former shareholders of PT would become direct shareholders of CorpCo.

New structure under analysis

In view of all the circumstances described above, if the agreements between PT and Oi, including the Exchange Agreement and the Call Option Agreement, are approved and entered into, and PT comes to hold the Rioforte Investments and the Call Option as described above, then PT and Oi have come to the conclusion that the implementation of the last step listed above, the Merger, would not be viable.

However, PT and Oi consider it to be in the best interest of both companies and their respective shareholders to proceed with the Business Combination already initiated with the contribution of the PT Assets by Portugal Telecom in the Oi Capital Increase, even if such process may be subject to certain necessary adjustments in light of recent circumstances. In fact, notwithstanding these adjustments, the implementation of the transactions simplifying the shareholder structure of CorpCo, as well as of the Merger of Shares to CorpCo remain valid and are considered positive in enabling the migration of CorpCo to the Novo Mercado segment of BM&FBOVESPA, benefiting from enhanced corporate governance standards, increased liquidity, diffused shareholdings in the market and acceleration of the synergies generated by the transaction.

Therefore, since the Merger cannot be implemented as mentioned, an alternative structure is currently under analysis, seeking to achieve, if possible, the results expected from the Merger, namely: the unification of the shareholder bases of both companies, with the attribution to PT shareholders of shares that Portugal Telecom would hold in CorpCo after the implementation of the Exchange, with the admission to trading of the shares of CorpCo on the BM&FBOVESPA, the Euronext Lisbon and the NYSE. The goal is to achieve these results as soon as possible, such that shareholders of PT come to be, in the shortest timeframe possible but always after the migration of CorpCo to the Novo Mercado holders of shares of CorpCo.

This alternative structure, which will have to be approved by the Board of Directors of PT and presented for the approval of PT shareholders at a general shareholders meeting to be convened specifically for that purpose, would entail a reduction of the share capital of PT, in connection with which PT shareholders would receive CorpCo shares that PT would hold upon consummation of the Exchange. Accordingly, there would be no cash payment to shareholders, who would receive, in exchange for their canceled shares, assets with liquidity, in proportion to their interests held in PT.

As a prerequisite to this transaction, CorpCo shares would need to be listed on the Euronext Lisbon regulated market.

For this purpose, CorpCo must request the admission to trading of its shares on the Euronext Lisbon and prepare the corresponding prospectus to be approved by the Comissão do Mercado de Valores Mobiliários (CMVM) within a timeframe compatible with the overall timetable for the completion of the Corporate Reorganization and the subsequent Merger of Shares and migration of CorpCo to the Novo Mercado segment of the

BM&FBOVESPA.

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If the Board of Directors approves and proposes to PT shareholders a share capital reduction and PT shareholders also approve such transaction, shareholders of PT would, on the one hand, become shareholders in CorpCo as though the Merger of PT had been partially executed while maintaining, on the other hand, their respective shareholder interests in PT, which would still hold the Rioforte Investments, as well as the Call Option in accordance to the terms set forth above, and is expected to remain listed on the Euronext Lisbon, to the extent the listing requirements for such market are met.

Any share capital reduction that may be approved by the Board of Directors and submitted to the shareholders of PT must be approved, at a general shareholders meeting to be convened specifically for that purpose, by shareholders representing two-thirds of Portugal Telecom's outstanding capital, on the first call, with shareholders who hold shares representing at least one-third of the outstanding shares being present or represented. As such, it is possible that, even if PT consummates the Exchange, the capital reduction may not be carried out, namely if it fails to be approved by PT's shareholders. In that event, PT would continue to hold the Rioforte Investments, the Call Option and CorpCo shares corresponding to approximately 25.6% of CorpCo's share capital, subject to PT's being limited to 7.5% of the voting rights of CorpCo, which limitation will be contained in the bylaws of CorpCo and which had previously been agreed upon when the definitive agreements on the terms and conditions of the Business Combination were executed on February 19, 2014.

It is worth bearing in mind that, under the terms of the Memorandum of Understanding, PT had the option to choose not to consummate its subscription to the Oi Capital Increase if its interest in CorpCo would, as a result of the subscription orders for the Oi Capital Increase, after the Merger of Shares, be equal to or less than 36.6% of CorpCo share capital. However, this option related only to the Oi Capital Increase which has already been completed and settled such that the exercise of this option is no longer available to PT.

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Statement by the persons responsible

For the purposes of article 246 of the Portuguese Securities Code, the members of the Board of Directors of Portugal Telecom, SGPS S.A. identified hereunder declare, in the capacity and within their functions as described therein, that, to the best of their knowledge and grounded on the information to which they had access within such Board of Directors and/or Executive Committee, as applicable, while in office:

- The information included in the financial statements concerning the first half of 2014 was prepared in compliance with the requirements of the IAS 34 Interim Financial Reporting standard, in accordance with the applicable law and gives a true and fair view of the assets, liabilities, financial position and profit or loss of Portugal Telecom, SGPS S.A. and of the undertakings included in the consolidation as a whole;
- The interim management report includes a fair review, as an indication, of the important events occurred during the first half of 2014 and their impact on the interim financial statements, together with an accurate description of the principal risks and uncertainties for the second half of the financial year.

Lisbon, 28 August 2014

Henrique Granadeiro, Chief Executive Officer and Chairman of the Board of Directors

Alfredo José Silva de Oliveira Baptista, Executive Director

Carlos Alves Duarte, Executive Director

Francisco Teixeira Pereira Soares, Non-Executive Director

Gerald Stephen McGowan, Non-Executive Director

João Manuel de Mello Franco, Non-Executive Director

José Guilherme Xavier de Basto, Non-Executive Director

Luís Pacheco de Melo, Executive Director

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Manuel Rosa da Silva, Executive Director

Maria Helena Nazaré, Non-Executive Director

Mário João de Matos Gomes, Non-Executive Director

Milton Almicar Silva Vargas, Non-Executive Director

Nuno Rocha dos Santos de Almeida e Vasconcellos, Non-Executive Director

Paulo José Lopes Varela, Non-Executive Director

Pedro Humberto Monteiro Durão Leitão, Executive Director

Rafael Luís Mora Funes, Non-Executive Director

Shakhaf Wine, Executive Director

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Consolidated financial statements

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PORTUGAL TELECOM, SGPS, S.A.

CONSOLIDATED INCOME STATEMENT

FOR THE SIX AND THREE MONTH PERIODS ENDED 30 JUNE 2014 AND 2013

Euro

	Notes	1H14	1H13 Restated	2Q14	Unaudited 2Q13 Restated
CONTINUING OPERATIONS					
COSTS, LOSSES AND (INCOME)					
Wages and salaries	5	6,523,256	5,995,425	3,340,345	2,747,834
Commercial costs		4,763	18,460	2,535	10,960
Supplies, external services and other expenses	6	4,402,437	1,809,530	3,426,160	862,043
Indirect taxes	7	1,762,446	821,493	1,122,455	507,510
Provisions and adjustments		73,500	(798,592)	73,500	1,050
Depreciation and amortisation		64,499	126,226	18,461	63,196
Losses (gains) on disposal of fixed assets, net		31,690	(18,281)	(1)	(13,558)
Net other gains	8	(922,237)	(125,999,021)	(43,671)	(126,029,274)
		11,940,354	(118,044,760)	7,939,784	(121,850,239)
Income (loss) before financial results and taxes		(11,940,354)	118,044,760	(7,939,784)	121,850,239
FINANCIAL LOSSES AND (GAINS)					
Net interest income	9	(10,457,961)	(8,107,782)	(3,668,692)	(4,662,354)
Net foreign currency exchange losses (gains)		311,401	(4,049,356)	378,116	7,846,459
Net losses on financial assets and other investments	16	71,377,872	47,405	71,377,872	52,361
Equity in losses of joint ventures	17	38,027,775	59,500,503	19,823,458	42,517,735
Net other financial expenses	10	18,550,757	15,495,243	12,761,860	9,067,528
		117,809,844	62,886,013	100,672,614	54,821,729
Income (loss) before taxes		(129,750,198)	55,158,747	(108,612,398)	67,028,510
Income taxes	11	(4,472,274)	4,334,795	(3,163,587)	(1,908,170)
Net income (loss) from continuing operations		(125,277,924)	50,823,952	(105,448,811)	68,936,680
DISCONTINUED OPERATIONS					
Net income from discontinued operations	12	484,071,230	259,428,039	469,382,215	201,581,340
NET INCOME		358,793,306	310,251,991	363,933,404	270,518,020
Attributable to non-controlling interests		13,554,384	26,250,446	3,971,765	13,263,127
Attributable to equity holders of the parent	13	345,238,922	284,001,545	359,961,639	257,254,893
Earnings per share from continuing operations					
Basic	13	(0.16)	0.03	(0.13)	0.07
Diluted	13	(0.16)	0.03	(0.13)	0.07
Earnings per share					
Basic	13	0.40	0.33	0.42	0.30
Diluted	13	0.39	0.32	0.40	0.29

The accompanying notes form an integral part of these financial statements.

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PORTUGAL TELECOM, SGPS, S.A.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX AND THREE MONTH PERIODS ENDED 30 JUNE 2014 AND 2013

Euro

	Notes	1H14	1H13 Restated	2Q14	Unaudited 2Q13 Restated
Net income recognised in the income statement		358,793,306	310,251,991	363,933,404	270,518,020
Income (expenses) recognised directly in shareholders equity					
Items that may be reclassified subsequently to the income statement					
Foreign currency translation adjustments					
Translation of foreign investments (i)		212,989,979	(217,034,724)	106,166,676	(379,323,918)
Transfers to income statement		(3,784,493)	(3,129,234)	(3,784,493)	(3,129,234)
Hedge accounting of financial instruments					
Change in fair value			978,003		469,203
Tax effect			(244,501)		(117,301)
Share in other comprehensive income (loss) of joint ventures		7,183,894	(4,311,256)	(2,282,339)	(2,109,741)
Items that will not be reclassified to the income statement					
Post retirement benefits					
Net actuarial gains (losses)	19	28,349,892	(24,859,327)	19,135	(20,602,303)
Tax effect		(6,520,475)	6,203,517	(4,401)	5,139,261
Other gains (expenses) recognised directly in shareholders equity, net		(8,740,272)	(14,465,228)	(15,346,755)	(1,875,519)
Total earnings and reserves recognised directly in shareholders equity		229,478,525	(256,862,750)	84,767,823	(401,549,552)
Total comprehensive income		588,271,831	53,389,241	448,701,227	(131,031,532)
Attributable to non-controlling interests		12,336,053	14,239,775	2,626,925	4,530,647
Attributable to equity holders of the parent		575,935,778	39,149,466	446,074,302	(135,562,179)

(i) Gains recorded in 2014 and losses recorded in 2013 relate mainly to the impact of, respectively, the appreciation and depreciation of the Brazilian Real against the Euro on the investments in Brazil.

The accompanying notes form an integral part of these financial statements.

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	Notes	30 Jun 2014	31 Dec 2013
ASSETS			
Current Assets			
Cash and cash equivalents	22.e	109,694,867	1,658,950,514
Short-term investments	15		914,128,757
Accounts receivable - trade			762,936,473
Accounts receivable - other		4,908	406,451,496
Inventories			85,872,948
Taxes receivable		6,389,925	70,932,459
Prepaid expenses		162,899	65,244,104
Other current assets			3,985,415
Non-current assets held for sale			4,653,741
Non-current assets held for distribution to owners	16	2,231,489,204	
Total current assets		2,347,741,803	3,973,155,907
Non-Current Assets			
Accounts receivable - trade			204,316
Accounts receivable - other			1,080,306
Taxes receivable		729	24,739
Investments in joint ventures	17		2,408,246,860
Investments in associated companies			511,316,161
Other investments		6,235	22,243,652
Goodwill	18		380,616,265
Intangible assets	18		717,703,676
Tangible assets	18	190,404	3,438,479,384
Post retirement benefits	19		1,834,000
Deferred taxes	11	1,429,622	564,894,918
Other non-current assets			594,998
Total non-current assets		1,626,990	8,047,239,275
Total assets		2,349,368,793	12,020,395,182
LIABILITIES			
Current Liabilities			
Short-term debt	20	75,836	1,491,976,460
Accounts payable		2,086,654	568,270,540
Accrued expenses		19,787,756	534,656,119
Deferred income			246,784,244
Taxes payable		6,599,538	80,107,942
Provisions	21	26,913,008	88,789,844
Other current liabilities		856,548	13,980,981
Total current liabilities		56,319,340	3,024,566,130
Non-Current Liabilities			
Medium and long-term debt	20	70,382	5,879,161,433
Accounts payable			19,470,144
Taxes payable		44,325	
Provisions	21		2,271,075
Post retirement benefits	19		960,880,069
Deferred taxes	11	1,740,804	243,824,693
Other non-current liabilities			23,406,523

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Total non-current liabilities	1,855,511	7,129,013,937
Total liabilities	58,174,851	10,153,580,067
SHAREHOLDERS EQUITY		
Share capital	26,895,375	26,895,375
Treasury shares	(178,071,827)	(337,520,916)
Legal reserve	6,773,139	6,773,139
Reserve for treasury shares	185,042,147	6,970,320
Other reserves and accumulated earnings	2,250,555,108	1,938,201,459
Equity excluding non-controlling interests	2,291,193,942	1,641,319,377
Non-controlling interests		225,495,738
Total equity	2,291,193,942	1,866,815,115
Total liabilities and shareholders equity	2,349,368,793	12,020,395,182

The accompanying notes form an integral part of these financial statements.

Table of Contents**PORTUGAL TELECOM, SGPS, S.A.****CONSOLIDATED STATEMENT OF CHANGES IN EQUITY****FOR THE SIX MONTH PERIODS ENDED 30 JUNE 2013 AND 2014**

Euro

	Share capital	Treasury shares	Legal reserve	Reserve for treasury shares	Other reserves and accumulated earnings	Equity excluding non-controlling interests	Non-controlling interests	Total equity
Balance as at 31 December 2012	26,895,375	(337,520,916)	6,773,139	6,970,320	2,601,464,678	2,304,582,596	232,674,346	2,537,256,942
Dividends (Note 14)					(277,884,293)	(277,884,293)	(18,539,676)	(296,423,969)
Acquisitions, disposals and share capital increases/decreases							(792,784)	(792,784)
Corporate restructuring at Contax					13,260,000	13,260,000		13,260,000
Income (expenses) recognized directly in equity					(244,852,079)	(244,852,079)	(12,010,671)	(256,862,750)
Income recognized in the income statement (restated)					284,001,545	284,001,545	26,250,446	310,251,991
Balance as at 30 June 2013	26,895,375	(337,520,916)	6,773,139	6,970,320	2,375,989,851	2,079,107,769	227,581,661	2,306,689,430

Euro

	Share capital	Treasury shares	Legal reserve	Reserve for treasury shares	Other reserves and accumulated earnings	Equity excluding non-controlling interests	Non-controlling interests	Total equity
Balance as at 31 December 2013	26,895,375	(337,520,916)	6,773,139	6,970,320	1,938,201,459	1,641,319,377	225,495,738	1,866,815,115
Dividends (Note 14)					(85,510,302)	(85,510,302)	(101,991)	(85,612,293)
Acquisitions, disposals and share capital increases/decreases (Note 1)							(237,729,800)	(237,729,800)
Treasury shares relating to the Company's share in Ois 10% interest in Portugal Telecom		159,449,089				159,449,089		159,449,089

(Note 1)