

From: [REDACTED] <[REDACTED]@sidley.com>

Sent: Friday, December 28, 2018 3:27 PM

To: [REDACTED] <[REDACTED]@jpmorgan.com>; [REDACTED] <[REDACTED]@jpmorgan.com>; [REDACTED] <[REDACTED]@jpmorgan.com>; [REDACTED] <[REDACTED]@CliffordChance.com>; [REDACTED] <[REDACTED]@CliffordChance.com>; [REDACTED] <[REDACTED]@CliffordChance.com>; [REDACTED] <[REDACTED]@jpmorgan.com>

Cc: [REDACTED] <[REDACTED]@dechert.com>; [REDACTED] <[REDACTED]@fticonsulting.com>; [REDACTED] <[REDACTED]@fticonsulting.com>; [REDACTED] <[REDACTED]@sidley.com>; [REDACTED] <[REDACTED]@padisadv.com.br>; [REDACTED] <[REDACTED]@dechert.com>; [REDACTED] <[REDACTED]@HL.com>

Subject: [EXT] RE: Samarco - Supporting Creditor Counterproposal

JPM/Clifford Chance:

[REDACTED] and the Steering Committee of the Ad Hoc Bondholder Group have reviewed Samarco's December 19, 2018 counterproposal, and although we appear to be far apart on a number of important issues, we appreciate the Company's efforts to date. The creditors wish to inform the Company that the proposed treatment of the Shareholder Debentures and RROs as senior or *pari passu* debt as contemplated therein is a fundamental gating issue from their perspective – those obligations must be equitized or structurally subordinated as part of any negotiated restructuring. The creditors believe that addressing this fundamental issue first will expedite resolution of the additional issues in an overall restructuring. While [REDACTED] and the Steering Committee remain open to pursuing negotiations regarding proposals that provide for such equitization or structural subordination, without first resolving this fundamental issue they do not believe further discussion of economic terms will be productive.

Thanks,
[REDACTED]