

TIM PARTICIPAÇÕES S.A.
Public-held Company
CNPJ/MF n° 02.558.115/0001-21
NIRE n° 33.300.276.963

NOTICE TO SHAREHOLDERS

TIM Participações S.A., a public-held company, headquartered at Avenida das Américas, n° 3434, Block 1, Barra da Tijuca, in the City and State of Rio de Janeiro (“**Company**”), in addition to the resolutions of the Extraordinary General Meeting (“**AGE**”) and Preferred Stock Holders Special Meeting (“**AESP**”) both held on June 22nd, 2011, communicates to its shareholders and to the market in general, the procedures to be adopted related to the exercise of the withdrawal right by the dissenting preferred shareholders, as follows:

(1) Starting and end of the period for exercise of the withdrawal right: The term of thirty (30) days for the exercise of the withdrawal right starts on (June 27th, 2011), and ends on July 26th, 2011, since the AESP minutes held on June 22nd, 2011, will be published in the newspapers regularly used by the Company on June 23rd, 24th and 27th, 2011. The right of withdrawal which is not exercised in the period determined for its respective shareholder will expire.

(2) To whom the withdrawal right applies: To the shareholders holding preferred shares issued by the Company that dissented from the AESP resolution, which approved the conversion of the total number of preferred shares into common shares of the Company, in the proportion of 0,8406 newly issued common shares, for each preferred share of the Company, pursuant to the subparagraph 1 of article 136, combined with the subparagraph 1 of article 137, both of Law n° 6.404/1976. Additionally, regarding to the exercise of the withdrawal right, the shares purchased until, and including, May 5th, 2011, will grant to its holders the right of exercising the withdrawal right under the conditions set forth above.

(3) Procedures that shall be adopted by the dissenting shareholder: The shareholders that intend to exercise the withdrawal right shall manifest their dissenting, in writing, notarized, mentioning the number of shares held by such shareholder, together with a certified copy of the following documents: (a) Individuals: CPF, ID and updated proof of address; (b) Legal Entity: CNPJ, Records, By-laws and respective amendments, as well as the documents of partners/legal representatives (CPF, ID and proof of address). The request shall be made by the shareholders in any of the agencies of Banco Bradesco S.A. (“Bradesco”) or through their own brokers. Eventual doubts and/or clarifications related to the procedures shall be addressed to the following e-mail of Bradesco:
4010.acecustodia@bradesco.com.br

(4) Reimbursement value per share: The amount of the reimbursement of the Company’s preferred shares owned by the shareholders dissenting from the approval of subjects of the shareholders’ meeting, calculated by the value of net worth comprised in the Company’s Balance Sheet of December 31st, 2010, is of R\$ 4,1628 by share.

(5) Date foreseen for the payment of reimbursement: In case of the exercise of the withdrawal right, the payment of the reimbursement value is foreseen for August 3rd, 2011. The Company will keep its shareholders and the market informed about the developments regarding this subject.

(6) Notice to the Shareholders regarding the exercise of the withdrawal right: In view of the exercise of the withdrawal right, the number of shares by which the Company’s capital is divided may be reduced. Therefore, in the period of up to five (05) business days, starting from the date in which the exercise of the withdrawal right expires, the Company will communicated the Shareholders regarding the final number of shares in which the Company’s capital will be divided.

Rio de Janeiro, June 22nd, 2011.

Claudio Zezza
CFO and Investor Relations Officer