



**TIM PARTICIPAÇÕES S.A.**

Publicly-Held Company

CNPJ/MF 02.558.115/0001-21

NIRE 33.300.276.963

**CALL NOTICE – ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders of TIM Participações S.A. (“Company”) are called upon, as set forth in the Section 124 of the Brazilian Law Nr. 6,404/1976, to attend the Company’s Annual and Extraordinary Shareholders’ Meeting to be held on April 12<sup>th</sup>, 2016, at 11am, at the Company’s head office, located at Avenida das Américas, Nr. 3,434, 1<sup>st</sup> Building, 6<sup>th</sup> floor, Barra da Tijuca, in the City and State of Rio de Janeiro, in order to resolve on the following Agenda:

**On Annual Shareholders` Meeting:**

(1) To resolve on the management’s report and the financial statements of the Company, dated as of December 31<sup>st</sup>, 2015; (2) To resolve on the management’s proposal for the allocation of the results related to the fiscal year of 2015 and distribution of dividends by the Company; (3) To resolve on the composition of the Fiscal Council of the Company and to elect its regular and alternate members; and (4) To resolve on the proposed compensation for the Company’s Administrators and the members of the Fiscal Council, for the year of 2016.

**On Extraordinary Shareholders` Meeting:**

(1) To resolve on the proposed extension of the Cooperation and Support Agreement, to be entered into by and among Telecom Italia S.p.A., on one side, and TIM Celular S.A., Intelig Telecomunicações Ltda. And the Company, on the other side; and (2) To resolve on the Company’s By-laws amendment and consolidation to adjust the wording of the provisions concerning the Company's headquarters address.

**General Instructions:**

1. All the documents and information pertinent to the subjects to be analyzed and resolved on at the Shareholders’ Meeting are at the shareholders’ disposal at the Company’s head office, as well as in the websites [www.tim.com.br/ir](http://www.tim.com.br/ir), [www.cvm.gov.br](http://www.cvm.gov.br) and [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).

2. The Shareholder interested in exercising its voting right in this Shareholder's Meeting may do it through the website [www.tim.com.br/ir](http://www.tim.com.br/ir).

3. The shareholders or their qualified representatives shall observe, for participation in the Shareholders' Meeting called upon herein, the provisions set forth in the Section 126 of the Brazilian Law Nr. 6,404/1976 and the sole paragraph of the Section 12 of the Company's By-Laws. Accordingly, the shareholders to be represented at the Shareholders' Meeting shall deposit at the Company's headquarter the respective documentation which support such shareholders' representation, including the power of attorney and/or articles of incorporation and corporate acts related to the appointment, as the case may be, and the representative's identification document, in up to two (02) business days prior to the Shareholders' Meeting. Within the same term, the holders of book entry shares or shares held in custody shall deposit copies of the identity card and the respective share statement issued at least five (05) business days prior to the Shareholders' Meeting. The documentation mentioned herein shall be forwarded to the following address: TIM Participações S.A., Investor Relations Officer, Mr. Rogério Tostes Lima, Avenida das Américas, Nr. 3,434, 1<sup>st</sup> Building, 6<sup>th</sup> floor, Zip Code: 22.640-102, Barra da Tijuca, in the City and State of Rio de Janeiro.

Rio de Janeiro (RJ), March 11<sup>th</sup>, 2016.

**Franco Bertone**

Chairman of the Board of Directors