

SHAREHOLDERS' MEETING MANUAL



2019

Information about:

**Annual and Extraordinary Shareholders'
Meeting**

March 28th, 2019

Time: 11h00

Location: Avenida João Cabral de Melo Neto, nº 850, Torre Sul
13º andar, Barra da Tijuca, Rio de Janeiro, RJ

1. Message from the Management

Dear Shareholder,

TIM Participações S.A. (“Company” or “TIM”) reinforce its commitment with the best practices of corporate governance, with the management professionalism and work in order to offer a direct and objective communication with its shareholders and with the market in general. While conducting its business guided by good faith, as well as ethics and loyalty, the Company search to: (i) act with transparency in business; (ii) promote loyalty with peers; (iii) world-class market competitiveness; (iv) serve the well-being and growth of the community in which it operates; (v) enhance its human resources; and (vi) promote sustainable growth.

We highlight that TIM is the only telecommunications Company listed on the “Novo Mercado” segment of B3, recognized as the highest level of corporate governance. Among the practices adopted, we reinforce the exclusive negotiation of ordinary shares (with voting rights), permanent Fiscal Council and Statutory Audit Committee, among other Committees, and 100% Tag Along rights.

The effective attendance of shareholders in this Shareholders’ Meeting is an opportunity to discuss and vote the matters to be resolved considering the disclosed information to a conscious decision taking.

For that matter, with the purpose to facilitate and incentive the participation of its shareholders and reinforce the commitment to develop the corporate governance best practices, the Company will adopt the remote voting system established by CVM Instruction Nr. 481/2009, as altered. The guidelines to vote through remote voting form are detailed in this document.

The purpose of this Manual is to present precisely all the information regarding the Companies’ Annual and Extraordinary Shareholders’ Meeting, with the detailed matters to be analyzed and instructions for the shareholders to take part in the Shareholders’ Meeting.

Thus, we have the pleasure to invite you to attend part at the Annual and Extraordinary Shareholders’ Meetings to be held on March 28th, 2019, at 11am, at Avenida João Cabral de Mello Neto, nº 850, South Tower, 13rd floor, Barra da Tijuca, in the City and State of Rio de Janeiro.

Cordially,

The Management

2. Shareholders' Meeting date, time, agenda and local

Date and Time

Annual Shareholders' Meeting: March 28th, 2019, at 11am. It is recommended that the interested arrive at the local 30 (thirty) minutes earlier than the time indicated.

Agenda

10:00h: Shareholders access will be liberated and attendants accredited

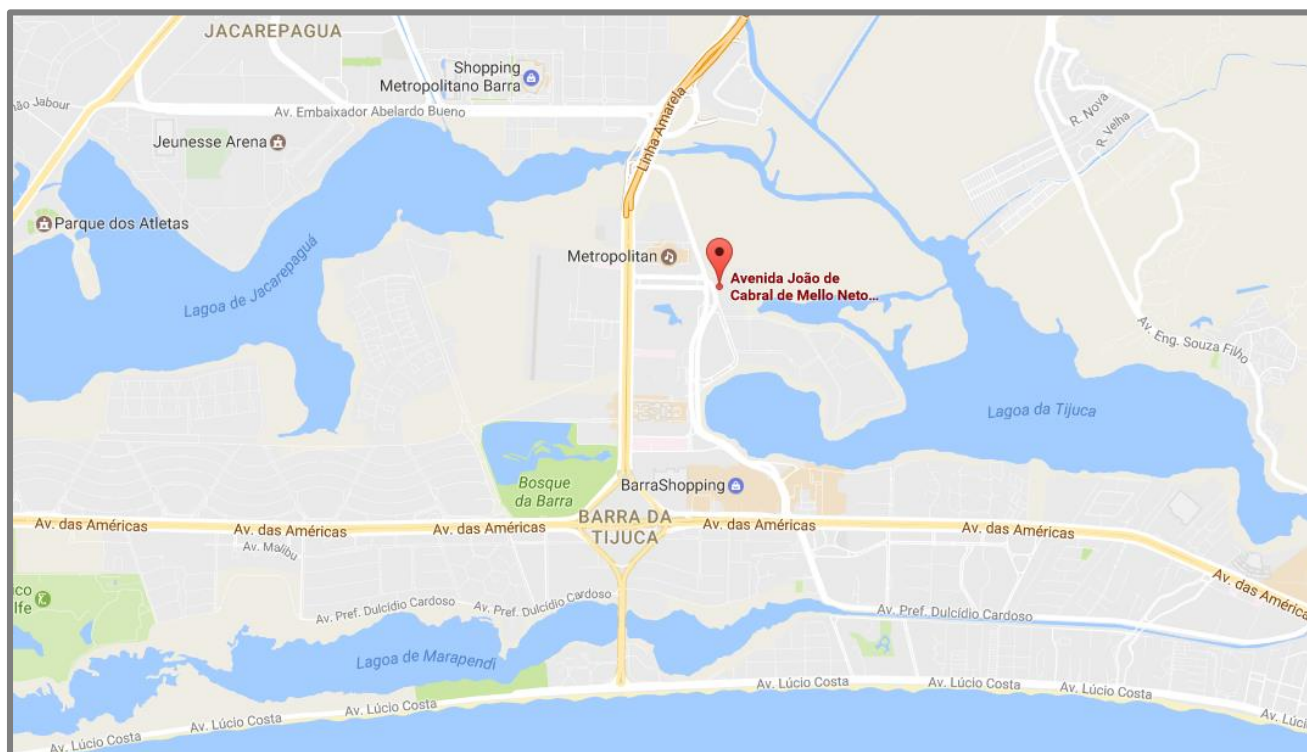
11:00h Beginning of the Shareholders' Meeting

12:30h Forecast for the Shareholders' Meeting closure *

* Estimated closure time considering the historical times of previous Meeting, can have modification

Local

TIM Participações S.A. - Avenida João Cabral de Melo Neto, nº 850, Torre Sul, 13º andar, Barra da Tijuca, Rio de Janeiro, RJ. The access to the meeting é through the Companies' social entrance.



3. Information about the matters to be resolved

On Annual Shareholders' Meeting:

(1) To resolve on the management's report and the financial statements of the Company, dated as of December 31st, 2018;

In compliance with the Circular Letter CVM/SEP/Nº02/2018, and as set forth in the CVM Instruction Nr. 481/2009, TIM Participações S.A. inform that the Opinion of the Fiscal Council is available on the site of *Comissão de Valores Mobiliários* (Brazilian Securities and Exchange Commission) filled under the category "Reunião da Administração", type "Conselho Fiscal", species "Ata", subject "Parecer acerca das Demonstrações Financeiras".

The Financial Statements, Opinions of the Independent Auditor and the DFP Form, for the year of 2018, are available on the site of *Comissão de Valores Mobiliários* (Brazilian Securities and Exchange Commission), and on the Companies site of Investors Relations, on the sites below:

www.cvm.gov.br

www.tim.com.br/ir

(2) To resolve on the management's proposal for the allocation of the results related to the fiscal year of 2017, and on the dividend distribution by the Company;

The Companies' net income, that represents the fiscal year deducted of legal reserve and tax incentives not to be distributed, related to the fiscal year 2018 amounted to R\$2,278,714,146.49.

The Management's propose to allocate the results as follows:

Dividends and IOC (liquid):	R\$724,236,999.60
% Dividends and IOC (liquid) over adjusted net income:	31.8%

(3) To confirm the appointments of the Board of Directors' Members;

The management propose the composition of the Board of Directors with 10 (ten) regular members.

(4) To appoint the new Board Members;

The management indicates the names bellow to compose the Board of Directors with mandate until the Annual Shareholders' Meeting which approve the Financial Statements of the fiscal year ended in December 31st, 2020.

Candidate	Mandate	Independency
Agostino Nuzzolo	1	No
Alberto Emmanuel Carvalho Whitaker	4	Yes
Carlo Nardello	New indication	No
Elisabetta Romano	New indication	No
Gesner José de Oliveira Filho	New indication	Yes
Herculano Aníbal Alves	2	Yes
Nicandro Durante	New indication	Yes
Piergiorgio Peluso	1	No
Pietro Labriola	New indication	No
Raimondo Zizza	1	No

(5) To resolve on the composition of the Fiscal Council of the Company;

The management propose the composition of the Fiscal Council with 3 (three) regular members and 3 (three) alternate members.

(6) To appoint the regular and alternate members of the Fiscal Council of the Company; and

The management indicate the single group of candidates bellow to compose the Fiscal Council with mandate until the Annual Shareholders' Meeting which approve the Financial Statements of the fiscal year ended in December 31st, 2019.

Candidate	Regular/Alternate	Independency	Elected by Controlling Shareholder
Walmir Kesseli	Regular	Independent	Yes
Heinz Egon Löwen	Alternate	Independent	Yes
Josino de Almeida Fonseca	Regular	Independent	Yes
João Verner Juenemann	Alternate	Independent	Yes
Jarbas Tadeu Barsanti Ribeiro	Regular	Independent	Yes
Anna Maria C. Gouvea Guimaraes	Alternate	Independent	Yes

(7) To resolve on the compensation proposal for the Company's administrators, the members of the Committees and the members of the Fiscal Council, for the fiscal year of 2019.

The management propose the Companies' administrator a fixed compensation to be paid during the fiscal year 2018 with the following amounts:

Board	Amount:
Board of Directors	R\$ 4,860,000
Fiscal Council	R\$ 504,000
Board of Officers	R\$ 29,988,000
Committee	R\$ 1,944,000

On Extraordinary Shareholders' Meeting:

(1) To resolve on the proposal for the extension of the Cooperation and Support Agreement, through the execution of the 12nd amendment to this agreement, to be entered into between Telecom Italia S.p.A., on the one hand, and the Company and its controlled companies, TIM Celular S.A. ("TCEL") and TIM S.A., on the other hand:

The management propose the approval of the 12nd Amendment of the Cooperation and Support Agreement with Telecom Italia S.p.A. that has as main benefits the following aspects:

- Support in the implementation of the innovative micro technology solutions in fiber optic networks (FTTC e FTTH), specifically the long-distance ones;
- Transfer of know-how, experience and best practices on 700Mhz, 5G and IOT technologies;
- Implementation of network and operations automation tools;
- Consulting services to Support and share know-how of digital channels in terms of strategy, sales operations and technical Support in service operations;
- Development of common and structural initiatives to prevent and restrain revenue losses through controls and performance improvements in the analysis of KPIs.

4. General Information

Ordinary general Assembly

Pursuant to Article 132 of Law 6,404/1976, stock companies must hold an Annual Shareholders' Meeting annually within a period of four months after the end of the fiscal year. The fiscal year of TIM Participações S.A. starts on January 1 and ends on December 31 of each year. Thus, annually, the Company must hold the Annual Shareholders' Meeting until April 30.

Installation Quorum

Pursuant to Article 125 of Law 6,404/1976, the installation of the General Meeting will require the presence of at least 1/4 (one fourth) of the Company's capital. Should this quorum not be reached, the Company shall publish a new Call Notice announcing the new date for the General Meeting on second call, which may be installed with the presence of any number of shareholders. The participation shareholders may be personal, by a duly constituted attorney or by means of sending a distance voting ballot, under the terms of CVM Instruction 481/2009.

Support Documents

All documents and information pertinent to the matters to be examined and resolved at the Shareholders' Meeting are available to shareholders at the Company's headquarters, as well as at the electronic addresses: www.tim.com.br/ir, www.cvm.gov. and www.b3.com.br.

5. Participation Guidelines

The Shareholder's participation may be in person or by a duly constituted attorney, as provided for in Article 126 of Law 6,404/1976 and in the Sole Paragraph of Article 12 of the Company's Bylaws, as well as via a distance ballot paper, according to the guidelines described below:

- I. **In Person:** A Shareholder who chooses to participate in person shall deposit a copy of its identity and the respective share statement issued at least five (5) business days prior to the Shareholders' General Meeting, within two (2) business days prior to the General Meeting;
- II. **Representation:** The Shareholder who wishes to be represented at the General Meeting shall deposit at the Company's headquarters the respective supporting documentation of its representation, including the power of attorney and/or the constitutive and corporate acts related to the appointment, as the case may be, and the identification of the representative, within two (2) business days prior to the General Meeting;
- III. **Distance Voting Ballot:** A Shareholder who, pursuant to CVM Instruction Nr. 481/2009, chooses to participate through the distance voting ballot must transmit the instructions for completing the ballot to its respective custodian or the depositary institution of the Company's shares, or send the ballot directly to the Company, in any case up to seven (07) days prior to the General Meeting.
 - i. A shareholder who chooses to exercise his right to vote through a third party service provider shall transmit his voting instructions to his respective custody agent, observing the rules determined by them, which, in turn, shall forward such vote statements to the Depositary Central of B3. In order to do so, shareholders should contact their custodian agents to verify the procedures established by them for the issuance of voting instructions via ballot, as well as the required documents and information.
 - ii. The shareholder who chooses to exercise its right to vote through the Company's depositary institution shall attend any branch of Banco Bradesco bank in Brazil in possession of the identification document or legal representation.

The list of available agencies can be verified through the website www.bradesco.com.br

Bradesco's Stock and Custody Department is available to shareholders for further clarification and service on the following channels:

Department of Shares and Custody

E-mail: dac.escrituracao@bradesco.com.br
Phone: 0800 701 1616

- iii. The shareholder who chooses to send the ballot paper directly to the Company may also send a digitized copy of the properly completed, initialed and signed ballot paper together with the authenticated identification and/or representation documents to the electronic address ri@timbrasil.com.br, in which case, it will also be necessary to send the original ballot paper and certified copy of the other required documents, up to seven (07) days prior to the General Meeting to the following address: Avenida João Cabral de Melo Neto, nº 850, Torre Norte, 12º andar, Barra da Tijuca, Rio de Janeiro – RJ (CEP: 22775-057).

Once the documents are received, the Company will notify the shareholder its receipt and acceptance or not, pursuant to CVM Instruction Nr. 481/2009, as amended.

If the ballot paper is eventually sent directly to the Company but is not fully completed or is not accompanied by the supporting documents described, it will be disregarded and the shareholder will be notified through the electronic address indicated on the ballot paper.

The required documents mentioned above must be filed in the Company no later than 2 days before the date of the General Meeting. Any ballot papers received by the Company after this date will be disregarded.

In case there is any divergence between a distance voting ballot received directly by the Company and voting instructions contained in the consolidated voting map sent by the depositary under the same CPF or CNPJ registration number, the voting instruction contained in the voting map shall prevail and the ballot received directly by the Company shall be disregarded in accordance with the exception rule provided for in CVM Instruction Nr. 481/2009.

The documents mentioned herein must be addressed as follows: TIM Participações SA, Departamento de Relações com Investidores, Sr. Adrian Calaza; Av. João Cabral de Melo Neto, 850, Torre Norte, 12º andar, Barra da Tijuca, Rio de Janeiro (RJ).

6. Links of interest

INVESTOR RELATIONS WEBSITE:

www.tim.com.br/ir

ANNUAL FINANCIAL STATEMENTS AND INDEPENDENT AUDIT REPORT ON FINANCIAL STATEMENTS:

www.cvm.gov.br

www.tim.com.br/ir

CALL NOTICE:

www.cvm.gov.br

www.tim.com.br/ir

MANAGEMENT PROPOSAL:

www.cvm.gov.br

www.tim.com.br/ir