

Voting Instructions EGM

AUGUST 31, 2020

TIMP
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 **TIM**

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1. Message from the Management

Dear Shareholder,

TIM Participações S.A. (“Company” or “TIM”) reinforces its commitment to the best corporate governance practices, with the professionalism of its management and works to offer direct and objective communication with its shareholders and with the market in general. In conducting its guided businesses, in addition to ethics and loyalty, in good faith, the Company seeks to: (i) act with transparency in business, (ii) promote loyalty in competition; (iii) excellence in market competitiveness; (iv) attend to the well-being and growth of the community in which it operates; (v) enhance its human resources; and (vi) promoting sustainable development.

We highlight that TIM is the only company in the telecommunications sector to be part of the special listing segment Novo Mercado of B3 S.A. - Brazil, Bolsa, Balcão (“B3”), a category of excellence in corporate governance. Among the practices adopted, we highlight the exclusive trading of common shares (with voting rights), the presence of a permanent Fiscal Council and Statutory Audit Committee, among other Committees, and the granting of 100% “Tag Along”.

The effective participation of shareholders in this Meeting is an opportunity to discuss and vote on matters brought to deliberation, given the information disclosed for conscious decision-making.

In this sense, in order to facilitate and encourage the participation of its shareholders and reinforcing the commitment to foster the best corporate governance practices, the Company will adopt the remote voting system established by CVM Instruction 481/2009, as amended. The guidelines for voting by means of the remote voting ballot are detailed throughout this document.

The purpose of this Manual is to accurately present all information related to the Company's Extraordinary General Meeting, with details of the proposals to be analyzed and instructions for the participation of shareholders in said Meeting.

We are therefore pleased to invite you to attend the Extraordinary General Meeting of TIM Participações SA, which will be held on August 31, 2020, at 2:30 pm, at Avenida João Cabral de Mello Neto, 850, Torre Sul, Ground Floor - Auditorium, in the city and state of Rio de Janeiro.

Sincerely,

The administration

2. Date, time, agenda and place of the Assembly

Date and Time

Extraordinary General Meeting: August 31, 2020, at 2:30 pm. Interested parties are recommended to arrive at the location 30 (thirty) minutes in advance of the indicated time.

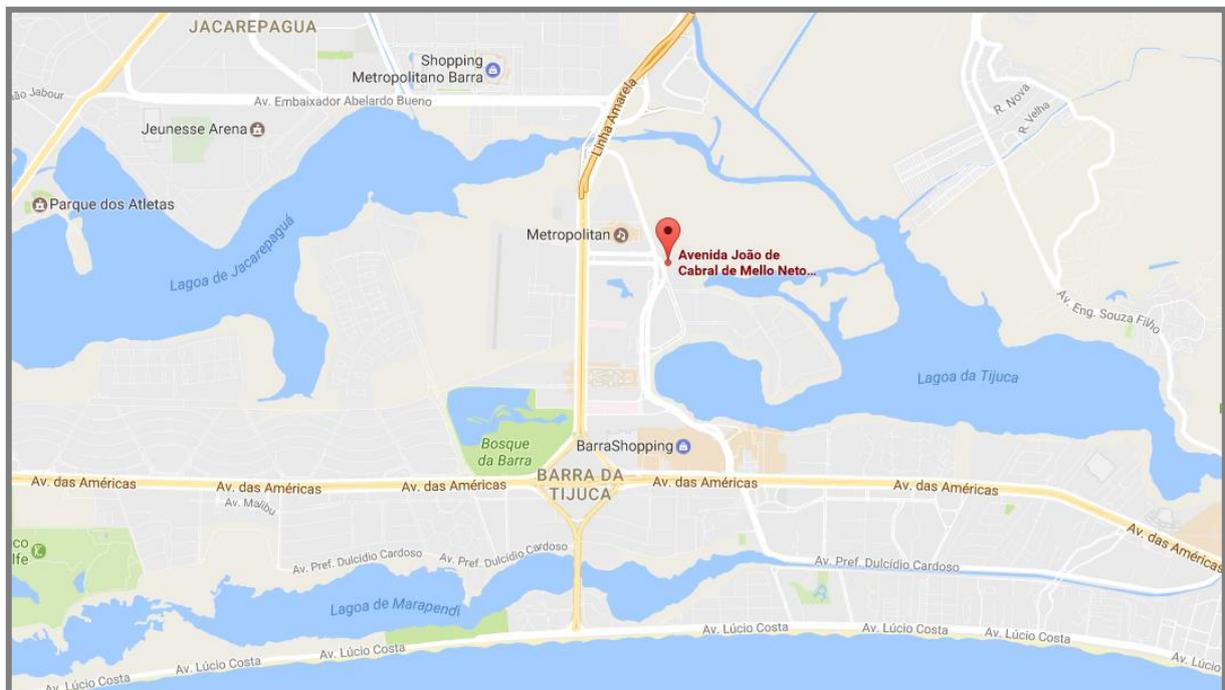
Schedule

01:30pm	Release of access to shareholders and start of accreditation of those present
02:30pm	Beginning of the Assembly
04:00pm	Assembly closing forecast*

*Estimated closing time based on the history of previous Meetings, which may change.

Local

TIM Participações S.A. - Avenida João Cabral de Mello Neto, nº 850, Torre Sul, Ground Floor - Auditorium, Barra da Tijuca, Rio de Janeiro, RJ. Access to the meeting will be through the Company's social entrance .



3. Information on the matters to be resolved

At the Extraordinary General Meeting:

(1) To examine, discuss and resolve on the approval of the “Protocol and Justification of the Merger of TIM Participações S.A. into TIM S.A.”, executed on July 29th, 2020 by the management of the Company and of TIM S.A. (respectively, “TSA” and “Protocol”), which establishes the terms and conditions of the proposal of the merger of the Company into TSA (“Merger”);;

As provided for in the Corporate Law, the terms and conditions of the Merger must be included in a protocol negotiated and signed between the management bodies of the companies involved. The “Protocol and Justification for the Merger of TIM Participações S.A.”, which embodies the terms and conditions and the justification for the Merger.

(2) To examine, discuss and resolve on the ratification of the appointment and hiring of Apsis Consultoria e Avaliações Ltda. and of Apsis Consultoria Empresarial Ltda., specialized companies responsible for preparing, respectively, the appraisal report of the Company’s equity at book value and the appraisal reports of the shareholders’ equity of the Company and TSA at market price, for the purposes of the Merger (respectively, “Appraisal Report at Book Value”, “Appraisal Reports at Market Price” and, together, “Appraisal Reports”);

The Companies' administrators recommended the appointment of the specialized companies Apsis Consultoria e Avaliação Ltda., A company registered with CNPJ / ME under number 08.681.365/0001-30, and CRC under number 005112/O-9, and Apsis Consultoria Empresarial Ltda., Company registered with CNPJ/ME under No. 27.281.922/0001-70, both with headquarters in the City and State of Rio de Janeiro (RJ), at Rua do Passeio, 62 - 6th floor, Cinelândia, CEP 20021 -280,, (“Appraisers”), for the preparation of the appraisal report of the Company's shareholders' equity at book value and the appraisal reports of the shareholders' equity of the Company and TSA at market price.

(3) To examine, discuss and resolve on the approval of the Appraisal Reports;

It is proposed that the Appraisal Reports, which constitute Attachments I and II to this Proposal, be approved at the Company's Extraordinary General Meeting.

(4) To examine, discuss and resolve on the approval of the Merger, under the terms of the Protocol and subject to compliance with the suspensive condition established therein;

(5) To examine, discuss and resolve on the authorization for the performance, by the officers and attorneys-in-fact of the Company, of all necessary measures for the consummation of the Merger, under the terms of the Protocol; and

Upon approval of the Merger, it is proposed to approve the authorization for the Company's managers to perform any and all acts and measures that are necessary for the implementation of the Merger.

(6) Examine, discuss and deliberate on the proposal to change the Company's Long-Term Incentive Plans, so that TSA starts to figure exclusively as the company responsible for their obligations arising from them.

4. General Information

Installation Quorum

For the installation of the Extraordinary Shareholders' Meeting for deliberation, on first call, the presence of shareholders representing at least 2/3 (two thirds) of the Company's capital stock will be required, based on Article 135 of Law No. 6,404/1976.

If this quorum is not reached, the Company will publish a new Call Notice announcing the new date for the holding of the General Meeting on a second call, which may be installed with the presence of any number of shareholders. Shareholder participation may be personal, by a duly appointed attorney-in-fact or by sending a remote voting ballot, pursuant to CVM Instruction No. 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 appointed attorney-in-fact, as provided for in Article 126 of Law No. 6,404 / 1976 and in the sole paragraph of Article 12 of the Company's Bylaws, as well as via remote voting ballot, the detailed guidelines to follow:

- I. **In person:** The Shareholder who chooses to participate in person must deposit a copy of the identity document and the respective share statement, issued at least 05 (five) business days before the General Meeting, up to 02 (two) business days before the General Meeting;
- II. **By representation:** The Shareholder to be represented at the General Meeting must deposit at the Company's headquarters the respective supporting documentation for his representation, including the power of attorney and / or the constitutive and corporate acts relating to the appointment, as the case may be, and the identification document of the representative , within 02 (two) business days before the General Meeting;
- III. **Remote Voting Ballot:** The Shareholder who, according to CVM Instruction No. 481/2009, chooses to participate by means of the remote voting ballot must transmit the instructions for filling out the ballot to their respective custodians or to the bookkeeping institution of the Company's shares, or must send the bulletin directly to the Company, in any case the Company must receive the bulletin no later than 07 (seven) days before the General Meeting.
 - i. The shareholder who chooses to exercise his right to vote at a distance through service providers must transmit his voting instructions to their respective custody agents, observing the rules determined by them, who, in turn, will forward such manifestations of vote to B3 Depositary Central. To this end, shareholders should contact their custody agents and check the procedures established by them for issuing voting instructions via ballot, as well as the documents and information required by them for this purpose.
 - ii. The shareholder who chooses to exercise the right to vote through the bookkeeping institution for the Company's shares must attend any Banco Bradesco branch in Brazil, in possession of the identification document or legal representation.

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

Bradesco's Shares and Custody Department is available to shareholders for further clarification and assistance in the channels indicated below:

Shares and Custody Department:
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, if he prefers, send the digitalized copies of the ballot paper duly completed, initialed and signed and of the authenticated identification and / or representation documents to the electronic address ri@timbrasil.com.br, and in this case, it will also be necessary to send the original form of the ballot paper and the certified copy of the other required documents, up to 07 (seven) days before the General Meeting, to Avenida João Cabral de Mello Neto, nº 850, Torre Norte, 12th floor, Barra da Tijuca, City and State of Rio de Janeiro.

Once the aforementioned documents are received, the Company will notify the shareholder of their receipt and of their acceptance or not, under the terms of CVM Instruction No. 481/2009, as amended.

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

The required documents mentioned above must be filed with the Company up to 2 days before the date of the General Meeting. Any ballot papers received by the Company after that date will be disregarded.

Except for the exception provided for in CVM Instruction No. 481/2009, if there is a discrepancy between any remote voting ballot received directly by the Company and the voting instruction contained in the consolidated voting map sent by the central depository with respect to the same CPF registration number or CNPJ, the voting instruction contained in the voting map will prevail, and the bulletin received directly by the Company should be disregarded.

The documents mentioned here must be addressed as follows: TIM Participações SA, in the care of the Investor Relations Officer, Mr. Adrian Calaza, Avenida João Cabral de Mello Neto, nº 850, Torre Norte, 12th floor, Barra da Tijuca, City and State of Rio de Janeiro.

6. Links of Interest

INVESTOR RELATIONS SITE :

www.tim.com.br/ri

PROTOCOL AND JUSTIFICATION OF MERGER AND OTHER MANDATORY DOCUMENTS :

www.cvm.gov.br

www.tim.com.br/ri

CALL NOTICE :

www.cvm.gov.br

www.tim.com.br/ri

MANAGEMENT PROPOSAL :

www.cvm.gov.br

www.tim.com.br/ri