

Voting Instructions **AGM/EGM 2020**

MARCH 5, 2020



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1. Message from the Management

Dear Shareholder,

TIM Participações S.A. (“Company” or “TIM”) reinforces its commitment to the best practices of corporate governance, 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 business guided by good faith, in addition to ethics and loyalty, the Company seeks to: (i) act with transparency in its 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 development.

We highlight that TIM is the only telecommunications Company listed in 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 best corporate governance practices, the Company will adopt the remote voting system established by CVM Instruction No. 481/2009, as amended. The guidelines to vote through remote voting form are detailed in this document.

The purpose of these Instructions 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 the Annual and Extraordinary Shareholders’ Meetings to be held on April 07th, 2020, at 02:30pm, at Avenida João Cabral de Mello Neto, nº 850, South Tower, Ground Floor - Auditorium, Barra da Tijuca, in the City and State of Rio de Janeiro.

Cordially,

The Management

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

Date and Time

Annual and Extraordinary Shareholders' Meeting: April 7th, 2020, at 02:30pm. It is recommended that the interested arrive at the local 30 (thirty) minutes earlier than the time indicated.

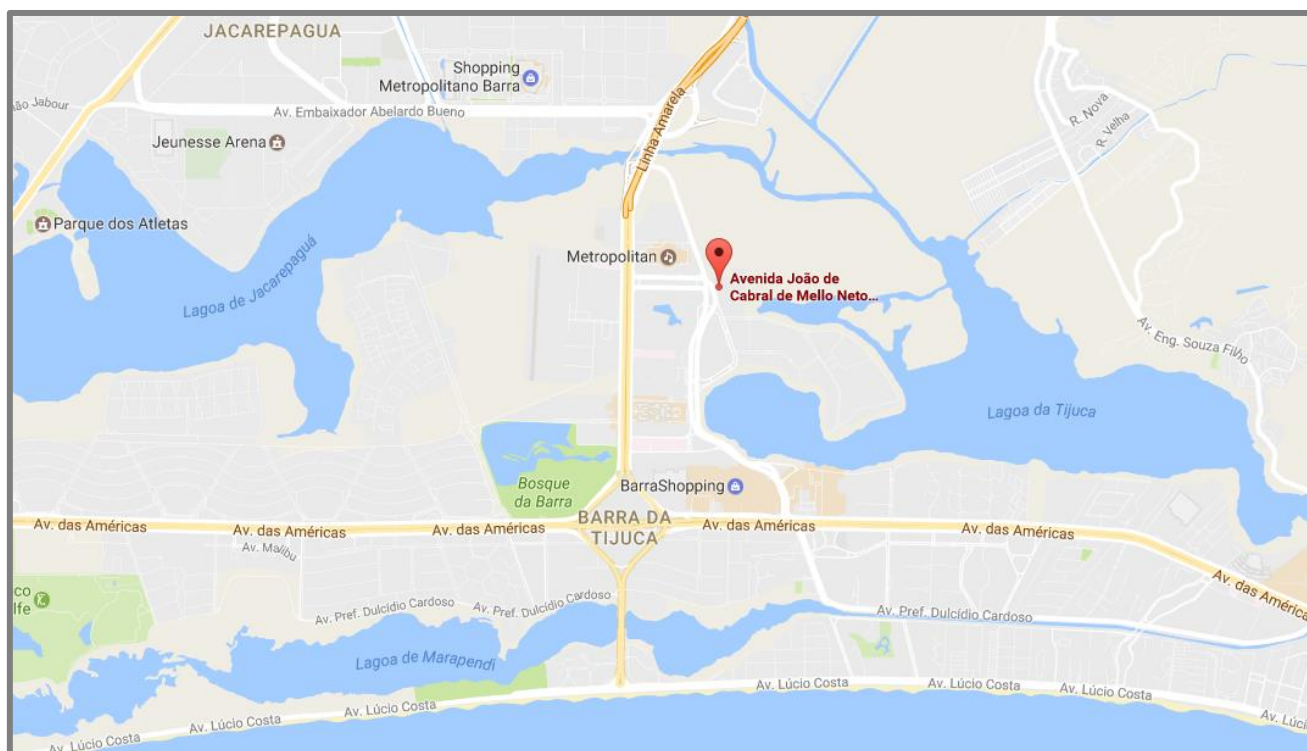
Agenda

01:30pm:	Shareholders access will be granted and attendants accredited
02:30pm	Beginning of the Shareholders' Meeting
04:00pm	Forecast for the Shareholders' Meeting closure *

* Estimated closure time based upon the historical times of previous Meetings, subject to changes.

Local

TIM Participações S.A. - Avenida João Cabral de Mello Neto, nº 850 South Tower, Ground Floor - Auditorium, Barra da Tijuca, Rio de Janeiro (RJ). The access to the meeting will be through the Company's 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, 2019;

In compliance with the Circular Letter CVM/SEP/Nº02/2020, and as set forth in the CVM Instruction No. 481/2009, TIM Participações S.A. informs that the Opinion of the Fiscal Council is available on the site of *Comissão de Valores Mobiliários* (Brazilian Securities and Exchange Commission) filed under the category "*Reunião da Administração*", type "*Conselho Fiscal*", species "*Ata*", subject "*Parecer acerca das Demonstrações Financeiras*".

The Financial Statements, Opinions of the Independent Auditors and the DFP Form, for the year of 2019, are available on the site of *Comissão de Valores Mobiliários* (Brazilian Securities and Exchange Commission), and on the Company's 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 2019, and on the dividends 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 2019 amounted to R\$3,256,566,908.69.

The Management proposes to allocate the results as follows:

Dividends and IOC (liquid):	R\$846,122,500.00
% Dividends and IOC (liquid) over adjusted net income:	25.98%

(3) To ratify the appointments of the Company's Board of Directors' Members, previously appointed at the Board of Directors' Meetings held on July, 30th, 2019 and on February, 11th, 2020, under the terms of Section 150 of Law No. 6,404/1976 and Section 20, Paragraph 2 of the Company's By-laws;

The Company's Management proposes to ratify the appointments of the members of the Board of Directors below:

Candidate	Independency	Appointment
Flavia Maria Bittencourt	Yes	07/30/2019
Carlo Filangieri	No	02/11/2020
Sabrina di Bartolomeo	No	02/11/2020

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

The Company's Management proposes the composition of the Fiscal Council with 3 (three) regular members and 3 (three) alternate members.

(5) To elect the regular and alternate members of the Fiscal Council of the Company; and

The Management indicates 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, 2020.

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 Guimarães	Alternate	Independent	Yes

(6) To resolve on the compensation proposal for the Company's Administrators, members of the Committees and the members of the Company's Fiscal Council, for the fiscal year 2020.

The management propose the Companies' administrator a fixed compensation to be paid during the fiscal year 2020 with the following amounts:

Board	Amount:
Board of Directors	R\$ 4,860,000
Fiscal Council	R\$ 546,000
Board of Officers	R\$ 37,913,000
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 13th 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 Company's Management proposes the approval of the 13th Amendment of the Cooperation and Support Agreement with Telecom Italia S.p.A. that has as main benefits the following aspects:

- Execution of structuring projects related to Cyber Security, Testing Automation and risk management and digital protection - which will increase the level of

governance and control, in addition to being relevant for the implementation of the guidelines of the General Data Protection Law - LGPD;;

- Development of a risk management tool to monitor ICT assets;
- Development of common and structural initiatives to prevent and contain revenue losses, through controls and performance improvement in the analysis of KPIs;
- Improved architecture and development of IP and transport networks ;
- Trend analysis and definition of KPIs for transport operation and automation.

(2) To resolve on the proposal of capital stock increase by means of capitalization of the statutory reserve:

According to the second paragraph of Section 46 of the By-laws, the reserve for the expansion of social businesses may not exceed 80% (eighty percent) of the capital stock.

In view of the proposal for net income destination for the fiscal year of 2019, the statutory reserve will reach the amount of R\$ 9,537,051,039.51 (nine billion, five hundred and thirty-seven million, fifty-one thousand, thirty-nine reais and fifty-one cents), which exceeds the statutory limit of 80% (eighty percent) of the Company's capital stock. Therefore, it becomes necessary to distribute additional dividends or to capitalize a portion of said reserve.

In this context, considering that the proposal for net income destination for the fiscal year of 2019 already contemplates the payment to shareholders of amounts that exceed the minimum mandatory dividend provided for in Section 46, first paragraph, item II, of the By-laws, the Company's Management proposes the capitalization of portion of the statutory reserve, in the amount of R\$ 1,644,012,552.52 (one billion, six hundred and forty-four million, twelve thousand, five hundred and fifty-two reais and fifty-two cents).

(3) To resolve on the amendment proposal of the Company's By-laws:

The Company's Management proposes the approval of the proposed By-laws reform, in view of the need to update the By-laws regarding the capital increase proposed at this Extraordinary General Meeting, the monetary update of the amounts contained in the financial limits of the Company's Board of Directors and Board of Officers, as well as other adjustments to adapt the By-laws to the B3 S.A. - Brasil, Bolsa, Balcão ("B3") Novo Mercado Listing Rules and to improve the Company's corporate governance practices.

4. General Information

Annual Shareholders' Meeting

Pursuant to Section 132 of Law No. 6,404/1976, stock companies must hold a General 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 by April 30.

Installation Quorum

Pursuant to Section 125 of Law No. 6,404/1976, for the installation of the Annual Shareholders' Meeting and the Extraordinary Shareholders' Meeting for the resolution of items (1) and (2), the presence of shareholders representing at least 1/4 (one quarter) of the Company's capital stock, on first call, will be required. As for the installation of the Extraordinary Shareholders' Meeting for the resolution of item (3) - Reform of the By-laws Proposal, it will be necessary, on first call, the presence of shareholders representing at least 2/3 (two thirds) of the Company's capital stock, based on Section 135, of Law No. 6,404/1976.

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 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 constituted attorney-in-fact, as provided for in Section 126 of Law No. 6,404/1976 and in the Sole Paragraph of Section 12 of the Company's By-laws, 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 incorporation 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 No. 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, the Company must receive the bulletin no later than 07 (seven) days before 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 his 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 its receipt to the shareholder and acceptance or not, pursuant to CVM Instruction No. 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 Shareholders' 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 No. 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 AUDITORS 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'S PROPOSAL:

www.cvm.gov.br

www.tim.com.br/ir