

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 11th, 2012, at 11 am, at the Company's headquarter, located at Avenida das Américas, Nr. 3,434, 1st Building, 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 individual and consolidated financial statements of the Company, dated as of December 31st, 2011; (2) To resolve on the proposal for the allocation of the results related to the fiscal year 2011 and distribution of dividends by the Company; (3) To resolve on the proposed Company's capital budget; (4) To resolve on the proposed compensation to the Company's managers during the year 2012; (5) To resolve on the composition of the Statutory Audit Committee of the Company, to appoint its regular and alternate members, as well as to fix the proposed compensation to those members.

On Extraordinary Shareholders' Meeting: (1) To resolve on the proposed for extension of the Cooperation and Support Agreement, to be entered between Telecom Italia S.p.A., on one side, and TIM Celular S.A., Intelig Telecomunicações Ltda., TIM Fiber RJ S.A. and TIM Fiber SP Ltda., on the other side, with the Company as intervener; (2) To resolve on celebration of the Agreement of Stipulation and Sale Insurance, to be entered between Generali Brasil Seguros S.A. and TIM Celular S.A.; and (3) To resolve on the amendment of Section 5 of the Company's By-laws.

General Instructions:

1. All the documents and information pertinent to the matters to be analyzed and resolved on at the Shareholders' Meeting are at the shareholders' disposal at the Company's headquarter office, as well as in the websites www.tim.com.br/ir, www.cvm.gov.br and 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.
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, 1st Building, 6th floor, Zip Code: 22.640-102, Barra da Tijuca, in the City and State of Rio de Janeiro.

Rio de Janeiro (RJ), March 27th, 2012.
Manoel Horácio Francisco da Silva
Chairman of the Board of Directors