

**DAYSE PATRICIA ALVES BOECHAT**  
TRADUTORA PÚBLICA JURAMENTADA E INTÉRPRETE COMERCIAL

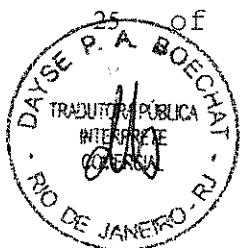
I, the undersigned, Sworn Public Translator and Commercial Interpreter in and for the City and State of Rio de Janeiro, Federal Republic of Brazil, appointed by the Board of Trade of Rio de Janeiro and registered therein under No. 5 205, hereby CERTIFY that a document written in Portuguese was submitted to me for translation into English, which I have done as follows:

**TRANSLATION No.:** 1.338/13

**EXHIBIT II, PUBLIC REQUEST FOR POWER OF ATTORNEY** .....

10 **JVCO PARTICIPAÇÕES LTDA.**, CNPJ n° 02.609.580/0001-44, NIRE 3320637421-3 .....

**JVCO PARTICIPAÇÕES LTDA.**, a limited liability company with head office in the City of Rio de Janeiro/RJ, at Praia de Botafogo, n° 228, sala 404 (parte), registered with the 15 CNPJ Corporate Taxpayers' Roll under n° 02.609.580/0001-44 ("JVCO" or "Shareholder"), in its capacity as the shareholder owning 21,734,771 (twenty-one million, seven hundred and thirty-four thousand, seven hundred and seventy-one) shares issued by TIM Participações S.A. ("TIM" 20 or "Company"), representing 0.9% of the Company's capital stock, duly represented herein according to its corporate charter, hereby, in view of articles 22 and following of CVM Instruction n° 481/09 ("ICVM 481/09"), publicly requests to the Company's shareholders the grant of a power 25 of attorney for its representation at the Company's



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Ordinary and Extraordinary Shareholders' Meeting, to be held on April 11, 2013, at 11:00 a.m., at the Company's head office ("Shareholders' Meeting"), empowering the grantee to vote as follows: .....

5 (i) **Ordinary Shareholders' Meeting:** (a) to request the adoption of the separate voting system for the election of a member of the Company's Board of Directors, according to the provisions in art. 141, par. 4, of Law n° 6404/76; (b) to appoint and elect Mr. Sérgio Rosa, qualified in Exhibit  
10 V to this Public Request for Power of Attorney, as a member of the Company's Board of Directors; (c) to request the adoption of the separate voting system for the election of a member of the Company's Audit Committee, and his or her alternate, according to the provisions in art. 161, par. 4,  
15 of Law n° 6404/76; (d) to appoint and elect Mr. Rubens Branco da Silva, qualified in Exhibit V to this Public Request for Power of Attorney, as a member of the Company's Audit Committee; and (d) to appoint and elect Mr. Daniel Oliveira Branco Silva, qualified in Exhibit V to this  
20 Public Request for Power of Attorney, as an alternate member of the Company's Audit Committee; .....

(ii) **Extraordinary Shareholders' Meeting:** to vote against the proposal of extension of the Cooperation and Support Agreement, to be executed between Telecom Italia S.p.A., on  
25 the one side, and TIM Celular S.A. and Intelig



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Telecomunicações Ltda., on the other side, subject to the  
Company's intervention. ....

[attached] **EXHIBIT III, INFORMATION REQUIRED UNDER EXHIBIT  
23, REQUEST FOR POWER OF ATTORNEY** .....

5 1. Inform the company's name .....

**TIM PARTICIPAÇÕES S.A.**, a publicly-held company with head  
office in the City of Rio de Janeiro/RJ, at Av. das  
Américas, n° 3434, bloco I, 6° andar, Barra da Tijuca, CEP  
22640-102, registered with the CNPJ Corporate Taxpayers'  
10 Roll under n° 02.558.115/0001-21. ....

2. Inform the matters for which the power of attorney is  
being requested .....

The power of attorney is being requested in order to vote  
on the following matters: .....

15 **Ordinary Shareholders' Meeting:** item 1 on the meeting  
agenda - To deliberate on the organization of the Company's  
Board of Directors and elect its members: .....

(a) to request the adoption of the separate voting system  
for the election of a member of the Company's Board of  
20 Directors, according to the provisions in art. 141, par. 4,  
of Law n° 6404/76; .....

(b) to appoint and elect Mr. Sérgio Rosa, qualified in  
Exhibit V to this Public Request for Power of Attorney, as  
a member of the Company's Board of Directors .....

2 on the meeting agenda - To deliberate on the



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organization of the Company's Audit Committee and elect its members and their alternates: .....

(a) to request the adoption of the separate voting system for the election of a member of the Company's Audit Committee, and his or her alternate, according to the provisions in art. 161, par. 4, of Law n° 6404/76; .....

(b) to appoint and elect Mr. Rubens Branco da Silva, qualified in Exhibit V to this Public Request for Power of Attorney, as a member of the Company's Audit Committee; and

(c) to appoint and elect Mr. Daniel Oliveira Branco Silva, qualified in Exhibit V to this Public Request for Power of Attorney, as an alternate member of the Company's Audit Committee .....

**Extraordinary Shareholders' Meeting:** item 1 on the meeting

agenda - To deliberate on the proposal of extension of the Cooperation and Support Agreement, to be executed between Telecom Italia S.p.A., on the one side, and TIM Celular S.A. and Intelig Telecomunicações Ltda., on the other side, subject to the Company's intervention: to vote against the extension .....

3. Identify the individuals or legal entities that promoted, organized or funded the request for power of attorney, albeit in part, informing: .....

a. Name and address .....

**JVCO PARTICIPAÇÕES LTDA.**, a limited liability company with



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head office in the City of Rio de Janeiro/RJ, at Praia de Botafogo, n° 228, sala 404 (parte), registered with the CNPJ Corporate Taxpayers' Roll under n° 02.609.580/0001-44

b. How long has he/she/it been a shareholder of the company  
5 Shareholder since 12/30/2009. ....

c. Number and percentile of shares of each kind and class held by same .....

JVCO is a shareholder owning **21,734,771** (twenty-one million, seven hundred and thirty-four thousand, seven  
10 hundred and seventy-one) shares issued by TIM, representing **0.9% of the Company's capital stock.** .....

d. Number of shares taken on loan .....

JVCO has no shares taken on loan. ....

e. Full exposure in derivatives based on the company's  
15 shares .....

JVCO holds no derivatives based on shares issued by TIM. ..

f. Corporate, business or family relations existing or maintained during the past 3 years with the company or with parties related to the company, as defined by the  
20 accounting laws referencing this matter .....

On 04/16/2009 a shareholders' agreement was executed between JVCO and TIM's controlling shareholder, which was terminated by Tim Brasil Serviços e Participações S.A. on 12/21/2012. ....

25 4. Inform if any of the persons listed in item 3, or any of



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their controlling shareholders, subsidiaries, affiliates or associated companies has a special interest in the approval of the matters for which the power of attorney is being requested, detailing the nature and the extent of any such interest .....

JVCO, in its capacity as a minority shareholder, is interested in electing 1 (one) member of the Board of Directors and 1 (one) member and 1 (one) alternate of the Audit Committee, all being independent members and fully qualified, so that they may supervise TIM, and defend the interests of the minority shareholders and, consequently, the interests of the Company itself. For more information, please refer to the justification in Exhibit IV of the voting request .....

5. Inform the estimated cost of the request for power of attorney .....

Since TIM accepts electronic powers of attorney remitted over the worldwide web of computers, the costs of the request for power of attorney are limited to the legal advisory services to be provided, which we have estimated at, approximately, R\$ 20,000.00 (twenty thousand Reais). ..

6. Inform if (a) the company has funded the request for power of attorney or (b) the parties presenting it will seek the reimbursement of such costs from the company .....

The Company did not fund this request for power of attorney



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and JVCO will not seek the reimbursement of the expenses from the Company. ....

7. Inform: .....

b. If the company accepts powers of attorney remitted over the worldwide web of computers, the instructions for the grant of the power of attorney .....

The shareholder may vote through the "proxy voting" system made available by the Company on its website, at: <http://ri.tim.com.br/>, following the instructions provided on said website. ....

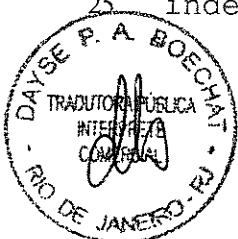
[attached] **EXHIBIT IV, JUSTIFICATION OF VOTE** .....

Organization of the Board of Directors and Independence ...

Currently, the Board of Directors of TIM Participações S.A. ("Company") consists of 8 members, all elected by the controlling shareholder, Telecom Itália, represented by its indirect subsidiary, TIM Brasil Serviços e Participações S.A. ("TIM Brasil"). ....

Out of that total, 3 members, in view of compliance with the provisions in the New Market Regulation and the Company's By-laws, must be independent. ....

Since the Company's controlling shareholder owns more than 2/3 of the shares issued and, approximately, one half of the *free float* is tied to ADRs, whose titleholders usually do not vote in the election of the board members, the independent members of the Board of Directors have been



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elected by the controlling shareholder itself. ....

However, we believe that the voice of the minority shareholders should be heard, with the participation in the Board of Directors and the Audit Committee of an

5 independent member elected by the minority shareholders themselves. And the only way to ensure the right to the separate election of a member of the Board of Directors and a member of the Audit Committee is through the mobilization of the minority shareholders, which is being attempted with

10 this Public Request for Power of Attorney. ....

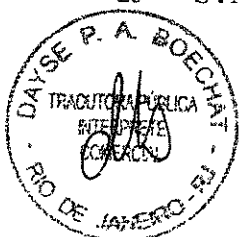
The proposed candidates must be individuals whose qualities encompass technical qualification, experience, availability to carry out the duties, and the familiarity with the Brazilian reality, in addition, naturally, to the fact that

15 they can have no relationship to the controlling shareholder. ....

So, we appoint to the office of member of the Board of Directors, Mr. Sergio Rosa, an experienced professional who has presided over the Board of Directors of Vale S.A. and

20 has been a member of the Board of Directors of Brasil Telecom S.A., and to the office of member of the Audit Committee, Mr. Rubens Branco, who for more than 20 years was a partner in Arthur Andersen, a member of the Audit Committee of Mills Estruturas e Serviços de Engenharia

25 S.A., of the American Chamber of Commerce for Brazil - Rio





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de Janeiro, and of the Mediation and Arbitration Chamber of  
Rio de Janeiro. ....

Cooperation and Support Agreement .....

JVCO votes against the extension of the Cooperation and

5 Support Agreement executed between Telecom Italia S.p.A.  
and TIM Celular S.A. and Intelig Telecomunicações Ltda.  
("Agreement"), based on the following: .....

01. Although the administration's proposal uses most the  
material presented to justify the price of the services  
10 that are the subject of the Agreement, referencing the  
opinion issued by the advisory company Accenture, which was  
hired to produce a "comparison of the prices found on the  
market", no information is provided as to the effective  
advantage to the Company resulting from the Agreement  
15 Company. ....

With few lines and unintelligible language, no more than a  
number of slides were presented, titled "Benefits produced  
2012". Just by reading those slides it is impossible to  
understand, clearly and objectively, the benefit to the  
20 Company resulting from the Agreement. ....

Since this is a deliberation in the controlling  
shareholder's interest, we found it odd that the Company's  
administration did not hire an assessment of the actual  
advantages to the Company that would result from the  
25 contract executed by its Controlling Shareholder, which is



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crucial for the deliberations by the shareholders, instead of merely justifying its price, as expressed in the slide titled "Purposes of the Document and Basic Premises": .....  
"(...) However, this analysis includes no evaluation of the  
5 specific contents of any associated services or deliveries. In the following pages, the services/activities that are formally planned will be reviewed to determine if the prices adopted are competitive and compatible with similar services/activities available on the Italian and Brazilian  
10 markets.(...)" (emphases ours) .....  
So, the hired opinion fails to clarify the effective benefits to the Company associated with and resulting from the technical contribution by the Controlling Shareholder to the Company. ....  
15 The Company has in Brazil a mobile telephony subscriber base that is more than double its Controlling Shareholder's and an infinitely larger geographic operating area. Moreover, Brazil is now one of the largest, most promising, complex markets in the worldwide mobile telephony market,  
20 in addition to being one of the most innovative markets, with a very specific dynamic, operating very differently from the so-called "mature markets", such as its Controlling Shareholder's market. ....  
The disastrous case of the "Da Vinci Plan", released by TIM  
in Brazil, is an example that the strategy of "importing"



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Italian business models, or even Italian references, is not applicable to the Brazilian reality. ....

The Company's professionals are absolutely qualified and capable of ensuring its growth, while its indebted

5 Controlling Shareholder has nothing to contribute, especially through the provision of services to the Company. ....

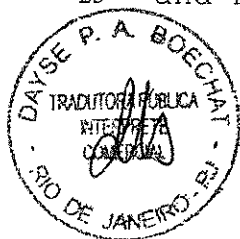
The Agreement may have been beneficial in the past, but there is no longer reason to justify its renewal, as it is  
10 unnecessary in light of the Brazilian reality and the qualification of the Company's technicians. ....

JVCO votes against the extension of the Cooperation and Support Agreement, and proposes that the funds to be invested therein be allocated by the administration to the  
15 improvement of the Company's telecommunications network infrastructure and/or to the technical qualification of its professionals, which will surely ensure the greater satisfaction of its clients by enhancing the quality of the services provided. ....

20 [attached] **EXHIBIT V, SUMMARIZED CURRICULUM VITAE OF THE APPOINTED MEMBERS** .....

**Appointed as Member of the Board of Directors - CPF/ME n° 003.580.198-00** .....

**Sérgio Rosa** is a journalist who graduated from the School  
25 and Arts and Communications of the University of São Paulo



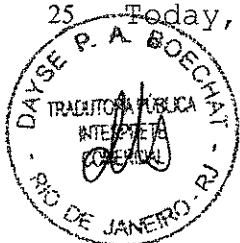
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(USP). He presided over the Board of Directors of Vale S.A, between 2003 and 2010. During the same period, he was the president of Valepar S.A and Litel S.A. He also presided over 521 Participações, and was a member of the Board of Directors of Brasil Telecom S.A. He was the Director of Investments of ABRAPP; a member of the Social and Economic Development Board (Conselho de Desenvolvimento Econômico e Social, CDES); Founder and Member of the Board of PRI (Principles for Responsible Investment), a program created by the United Nations Organization. He acted as the Director of the Bank Workers' Union, President of the National Confederation of Bank Workers at CUT and of the Latin-American Confederation of Bank Workers. He served a term as Town Councilman of the City of São Paulo between 1994 and 1996. He is currently a member of the Board of Directors of América Latina Logística S.A. ....

**Appointed as Member of the Audit Committee - CPF/MF n° 120.049.107-63 .....**

**Rubens Branco da Silva** graduated from the Law School of the Federal University of Rio de Janeiro (UFRJ) and the Accounting college of Faculdade de Ciências Contábeis e Administrativas Moares Junior. He was employed at Arthur Andersen for 29 years, and during 20 of those years he was the partner responsible for the Tax and Legal Department.

Today, he is a member of the Advisory Board of SR-Rating,



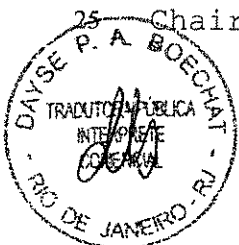
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of the American Chamber of Commerce for Brazil - Rio de Janeiro, and of the Mediation and Arbitration Chamber of Rio de Janeiro. He is also a member of the Brazilian Institute of Financial Executives (Instituto Brasileiro de Executivos Financeiros, IBEF), of the Brazilian Association of Financial Law (Associação Brasileira de Direito Financeiro, ABDF), and of the International Fiscal Association (International Fiscal Association, IFA), of the Brazil-Germany Chamber of Commerce and Industry (AHK), of the Entrepreneurial Board of the Commercial Association of Rio de Janeiro (Conselho Empresarial da Associação Comercial do RJ, ACRJ), and voting member of the Commercial Registry of the State of Rio de Janeiro. He is currently a partner in Branco Consultores Tributários Ltda. ....

15 **Alternate Member of the Audit Committee - CPF/MF n°:**  
**080.968.467-52** .....

**Daniel Oliveira Branco Silva** graduated from the Law School of Pontifícia Universidade Católica do Rio de Janeiro (PUC-Rio) in 2004 and completed a post-graduate course in Business Law, with emphasis on Tax Law, at Fundação Getúlio Vargas (FGV), and has published a number of articles in Jornal do Brasil. Mr. Daniel is legal manager at the firm Branco Consultores Tributários, and has been an associate at Branco Advogados since 2003. He is the alternate to the

25 Chairman of the Audit Committee of Mills Estruturas e



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Serviços de Engenharia S.A. ....

[attached] **EXHIBIT VI, FORM OF POWER OF ATTORNEY FOR THE  
PUBLIC REQUEST FOR POWER OF ATTORNEY** .....

**POWER OF ATTORNEY** .....

5 **1. Grantors:** .....

[Name or company name], [qualification], [address] .....

**2. Grantees:** .....

**FÁBIO LEMOS DE OLIVEIRA**, a Brazilian citizen, married,  
attorney-at-law, registered with the Brazilian Bar  
10 Association, Rio de Janeiro Chapter (OAB/RJ), under n°  
110.502 and with the CPF/MF Individual Taxpayer Roll under  
n° 072.656.407-99; **MARIANA GRANDI MONTEIRO DE TANCREDO**, a  
Brazilian citizen, single, attorney-at-law, registered with  
the Brazilian Bar Association, Rio de Janeiro Chapter  
15 (OAB/RJ), under n° 142.050 and with the CPF/MF Individual  
Taxpayer Roll under n° 042.696.197-83; and **JOÃO GABRIEL  
ALEIXO LUSTOSA CLARK MAGON**, a Brazilian citizen, single,  
attorney-at-law, registered with the Brazilian Bar  
Association, Rio de Janeiro Chapter (OAB/RJ), under n°  
20 145.105 and with the CPF/MF Individual Taxpayer Roll under  
n° 095.536.997-58, all having business offices at Av. Rio  
Branco n° 110 - 40° andar, Centro, Rio de Janeiro/RJ, CEP  
20040-001, telephone: (21) 3861-5800 and fax (21) 2224-  
2139, which may act regardless of their order of  
25 appointment herein, according to the voting instructions



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hereunder: .....

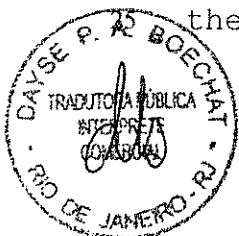
(i) in case of vote for the approval of any of the deliberations established in item 3 (a), above, Mr. **Fábio Lemos de Oliveira**, qualified above, will be appointed as attorney-in-fact, for the purposes of art. 24, item I, of CVM Instruction n° 481/09. ....

(ii) in case of vote for the rejection of any of the deliberations established in item 3 (a), above, Ms. **Mariana Grandi Monteiro de Tancredo**, qualified above, will be appointed as attorney-in-fact, for the purposes of art. 24, item I, of CVM Instruction n° 481/09. ....

(iii) in case of vote of abstention concerning any of the deliberations established in item 3 (a), above, Mr. **João Gabriel Aleixo Lustosa Clark Magon**, qualified above, will be appointed as attorney-in-fact, for the purposes of art. 24, item I, of CVM Instruction n° 481/09. ....

**3. Powers:** .....

To represent the Grantor(s) in its capacity as the shareholder owning [•] common shares issued by TIM Participações S.A., a publicly-held company with head office in the City of Rio de Janeiro/RJ, at Av. das Américas, n° 3434, bloco I, 6° andar, Barra da Tijuca, CEP 22640-102, registered with the CNPJ/MF Corporate Taxpayers' Roll under n° 02.558.115/0001-21 ("Company"), as regards the Company's Ordinary and Extraordinary Shareholders'



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Meeting to be held on April 11, 2013, at 11:00 a.m., at the Company's head office ("Shareholders' Meeting"), provided that they may therefor: .....

(a) cast a vote in connection with the Meeting Agenda that is strictly compliant with the voting instructions established hereunder: .....

ORDINARY SHAREHOLDERS' MEETING
(i) to deliberate on the request for the adoption of the separate voting system for the election of a member of the Company's Board of Directors, according to the provisions in art. 141, par. 4, of Law n° 6404/76.
(....) In Favor                      (....) Against                      (....) Abstention
(ii) to deliberate on the appointment of Mr. Sérgio Rosa, qualified in Exhibit [•] to this Public Request for Power of Attorney, as a member of the Company's Board of Directors.
(....) In Favor                      (....) Against                      (....) Abstention
(iii) to deliberate on the appointment of Mr. Rubens Branco da Silva, qualified in Exhibit [•] to this Public Request for Power of Attorney, as a member of the Company's Audit Committee;
(....) In Favor                      (....) Against                      (....) Abstention
(iv) to deliberate on the appointment of Mr. Daniel Oliveira Branco Silva, qualified in Exhibit [•] to this Public Request for Power of Attorney, as an alternate





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member of the Company's Audit Committee;
(....) In Favor                      (....) Against                      (....) Abstention
EXTRAORDINARY SHAREHOLDERS' MEETING
(v) to deliberate on the extension of the Cooperation and Support Agreement, to be executed between Telecom Italia S.p.A., on the one side, and TIM Celular S.A. and Intelig Telecomunicações Ltda., on the other side, subject to the Company's intervention
(....) In Favor                      (....) Against                      (....) Abstention

(b) to sign the Book of Presence of the Company's Shareholders and the minutes of the Shareholders' Meeting; and .....

(c) to subrogate all or any part of the powers granted hereunder. ....

The powers of the attorneys-in-fact will be limited to requesting the adoption of the separate voting system, and attending the Shareholders' Meeting, and casting the vote according to the instructions in this Power of Attorney, provided that they will have no right or obligation to perform any other actions that are not required for the faithful discharge of this mandate. ....

**4. Validity:** .....

This mandate will be valid for the purposes of the Company's Ordinary and Extraordinary Shareholders' Meeting to be held on April 11, 2013, whether the same is installed



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at the first or at the second call, including any preliminary act necessary for the adoption of the separate voting system, provided that the representation during the Shareholders' Meeting will be restricted to the voting instructions provided by the Grantor. This mandate will remain valid until the adjournment of the Shareholders' Meeting. ....

[attached] **EXHIBIT VII, FORM OF POWER OF ATTORNEY FOR THE PUBLIC REQUEST FOR POWER OF ATTORNEY** .....

10 **POWER OF ATTORNEY** .....

**1. Grantors:** .....

[Name or company name], [qualification], [address] .....

**2. Grantees:** .....

**FÁBIO LEMOS DE OLIVEIRA**, a Brazilian citizen, married, attorney-at-law, registered with the Brazilian Bar Association, Rio de Janeiro Chapter (OAB/RJ), under n° 110.502 and with the CPF/MF Individual Taxpayer Roll under n° 072.656.407-99; **MARIANA GRANDI MONTEIRO DE TANCREDO**, a Brazilian citizen, single, attorney-at-law, registered with the Brazilian Bar Association, Rio de Janeiro Chapter (OAB/RJ), under n° 142.050 and with the CPF/MF Individual Taxpayer Roll under n° 042.696.197-83; and **JOÃO GABRIEL ALEIXO LUSTOSA CLARK MAGON**, a Brazilian citizen, single, attorney-at-law, registered with the Brazilian Bar Association, Rio de Janeiro Chapter (OAB/RJ), under n°



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145.105 and with the CPF/MF Individual Taxpayer Roll under  
n° 095.536.997-58, all having business offices at Av. Rio  
Branco n° 110 - 40° andar, Centro, Rio de Janeiro/RJ, CEP  
20040-001, telephone: (21) 3861-5800 and fax (21) 2224-  
5 2139, which may act regardless of their order of  
appointment herein, according to the voting instructions  
hereunder: .....

(i) in case of vote for the approval of any of the  
deliberations established in item 3 (a), above, Mr. **Fábio**  
10 **Lemos de Oliveira** will be appointed as attorney-in-fact,  
for the purposes of art. 24, item I, of CVM Instruction n°  
481/09. ....

(ii) in case of vote for the rejection of any of the  
deliberations established in item 3 (a), above, Ms. **Mariana**  
15 **Grandi Monteiro de Tancredo**, qualified above, will be  
appointed as attorney-in-fact, for the purposes of art. 24,  
item I, of CVM Instruction n° 481/09. ....

(iii) in case of vote of abstention concerning any of the  
deliberations established in item 3 (a), above, Mr. **João**  
20 **Gabriel Aleixo Lustosa Clark Magon**, qualified above, will  
be appointed as attorney-in-fact, for the purposes of art.  
24, item I, of CVM Instruction n° 481/09. ....

**3. Powers:** .....

To represent the Grantor(s) in its capacity as the  
25 shareholder owning [•] common shares issued by TIM



**DAYSE PATRICIA ALVES BOECHAT**  
TRADUTORA PÚBLICA JURAMENTADA E INTÉRPRETE COMERCIAL

Participações S.A., a publicly-held company with head office in the City of Rio de Janeiro/RJ, at Av. das Américas, nº 3434, bloco I, 6º andar, Barra da Tijuca, CEP 22640-102, registered with the CNPJ/MF Corporate Taxpayers' Roll under nº 02.558.115/0001-21 ("Company"), as regards the Company's Ordinary and Extraordinary Shareholders' Meeting to be held on April 11, 2013, at 11:00 a.m., at the Company's head office ("Shareholders' Meeting"), provided that they may therefor: .....

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10 (a) cast a vote in connection with the Meeting Agenda that is strictly compliant with the voting instructions established hereunder: .....

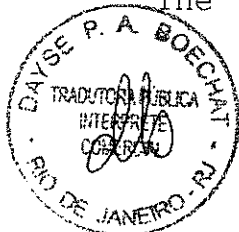
EXTRAORDINARY SHAREHOLDERS' MEETING		
(i) to deliberate on the extension of the Cooperation and Support Agreement, to be executed between Telecom Italia S.p.A., on the one side, and TIM Celular S.A. and Intelig Telecomunicações Ltda., on the other side, subject to the Company's intervention.		
(....) In Favor	(....) Against	(....) Abstention

(b) to sign the Book of Presence of the Company's Shareholders and the minutes of the Shareholders' Meeting;

15 and .....

(c) to subrogate all or any part of the powers granted hereunder. ....

The powers of the attorneys-in-fact will be limited to



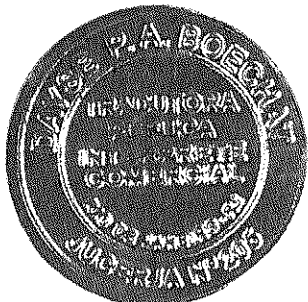
**DAYSE PATRICIA ALVES BOECHAT**  
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voting on the extension of the Cooperation and Support Agreement, to be executed between Telecom Italia S.p.A., on the one side, and TIM Celular S.A. and Intelig Telecomunicações Ltda., on the other side, subject to the Company's intervention, and attending the Shareholders' Meeting, and casting the vote according to the instructions in this Power of Attorney, provided that they will have no right or obligation to perform any other actions that are not required for the faithful discharge of this mandate. . .

**4. Validity:** .....

This mandate will be valid for the purposes of the Company's Ordinary and Extraordinary Shareholders' Meeting to be held on April 11, 2013, whether the same is installed at the first or at the second call, including any preliminary act necessary for the adoption of the separate voting system, provided that the representation during the Shareholders' Meeting will be restricted to the voting instructions provided by the Grantor. This mandate will remain valid until the adjournment of the Shareholders' Meeting. ....

THIS WAS THE full text of said document, the true translation of which I hereby CERTIFY and ATTEST. ....  
IN WITNESS WHEREOF, given in Rio de Janeiro, April 10, 2013. Fee Paid: R\$ 1,848.00 .....



*Dayse P.A. Boechat*