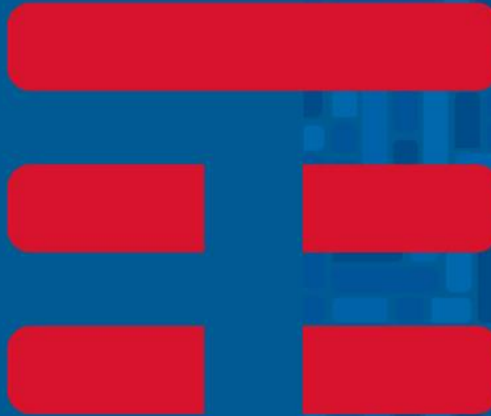


SHAREHOLDERS' MEETING MANUAL



2018

Information about:

Annual and Extraordinary Shareholders' Meeting

Abril 19th, 2018

Time: 11h00

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

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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 April 19th, 2018, 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: April 19th, 2018, 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

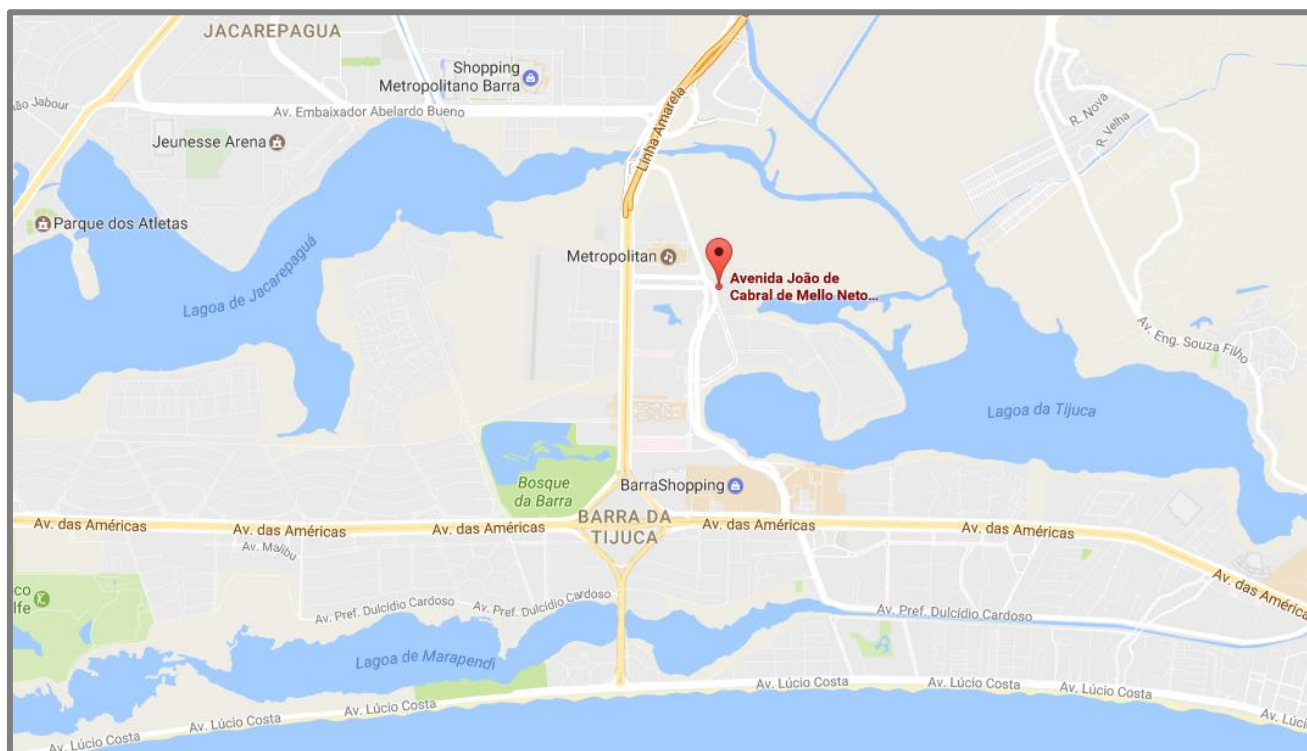
11:00h Beginning of the Shareholders' Meeting

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, 2017;

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 2017, 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 2017 amounted to R\$1,060,288,067.80

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

Dividends and IOC (liquid):	R\$265,072,016.95
% Dividends and IOC (liquid) over adjusted net income:	25.0%

(3) To confirm the appointments of the Board of Directors' Members made at the Board of Directors' Meetings held on November 29th, 2017 and March 16th, 2018, pursuant to Article 150 of Law Nr. 6,404/1976 and to Article 20, Section 2 of the Company's By-laws;

The management elected and suggests the ratification of 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, 2018.

Candidate	Mandate	Independency
Mario Di Mauro	New indication	-
João Cox Neto	New indication	-
Celso Luis Loducca	New indication	Independent Candidate
Piergiorgio Peluso	New indication	-

(4) To appoint the new Board Members in replacement of the Board Members who resigned on March 16th, 2018 as per the Material Fact published on the same date;

The management indicates the names below 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, 2018.

Candidate	Mandate	Independency
Agostino Nuzzolo	New indication	-
Raimondo Zizza	New indication	-
Giovanni Ferigo	New indication	-

(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 below 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, 2018.

Candidate	Regular/Alternate	Independency	Elected by Controlling Shareholder
Walmir Kesseli	Regular	Independent	Yes
Oswaldo Orsolin	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 2018.

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\$2,556,000.00
Fiscal Council	R\$504,000.00
Board of Officers	R\$ 35,703,000.00
Committee	R\$1,134,000.00

On Extraordinary Shareholders’ Meeting:

(1) To resolve on the proposal for the extension of the Cooperation and Support Agreement, through the execution of the 11th 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 11th 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, specifically the long-distance ones;
- Transfer of know-how, experience and best practices on 700Mhz and 5G technologies;
- Implementation of CPE management tool of Tim Live clients – aiming cost reductions from CPEs’ management and an increase on customers’ quality perception;
- Consulting services to Support and share know-how of digital channels in terms of strategy, sales operations and technical Support in service operations;
- Sharing experience in the implementation of IFRS 15/16;
- Development of common and structural initiatives to prevent and restrain revenue losses through controls and performance improvements in the analysis of Revenue Assurance KPIs (Finance, Network and IT).

(2) To resolve on the proposal of the Long Term Incentive Plan of the Company:

In 2017 the Company started a restructuring process of the Long-Term Incentive Program and propose for the years 2018-2020 a new design of program. The plan proposes to remunerate the participants with shares issued by the Company, subject to certain conditions of time and / or performance.

The 2018-2020 program have the main objective of stimulating the expansion, success and achievement of the Company's social objectives and aligning the interests of the Company's managers and employees with the interests of its shareholders.

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/ri, www.cvm.gov. and www.bmfbovespa.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: 4010.acecustodia@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.tim.com.br/ir

MANAGEMENT PROPOSAL:

www.tim.com.br/ir

7. Attachment I

Distance Voting Ballot Model

DISTANCE VOTING BALLOT

Annual General Meeting (AGM) - TIM PARTICIPACOES S.A. to be held on 04/19/2018

Shareholder's Name
Shareholder's CNPJ or CPF
E-mail
Instructions on how to cast your vote <p>This ballot should be filled out if the shareholder chooses to exercise his right to proxy vote, pursuant to CVM Instruction Nr. 481/2009, as amended.</p> <p>In this case, it is imperative that the above fields be filled out with the shareholders full name (or corporate name) and the number of the Register in the Ministry of Finance, whether corporate entity (CNPJ) or individual (CPF), in addition to an email address for eventual contact.</p> <p>Additionally, in order for this voting ballot to be considered valid and the votes casted herein be counted in the quorum of the Annual Meeting:</p> <ul style="list-style-type: none">- all fields below must be completed;- all your pages must be initialed;- at the end, the shareholder or his legal representative(s), as the case may be, and in accordance with current legislation, shall sign the ballot.
Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider <p>The Shareholder who, pursuant to CVM Instruction Nr. 481/2009, as amended, chooses to participate through the distance voting ballot shall transmit the ballot's completing instructions to its respective depository agents or to the bookkeeping agent of the Companys shares, or should send the ballot directly to the Company, in any case, up to seven (07) days prior to the Annual Meeting.</p>
Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company <p>The shareholder who chooses to send the distance voting ballot directly to the Company may also, if he chooses, send the scanned copies of the voting ballot duly completed, initialed and signed, and the authenticated identification and/or representation documents to the email ri@timbrasil.com.br, but in this case it will also be necessary to send the original voting ballot and certified copy of the other required documents, up to 07 (seven) days before the Annual Meeting, to Avenida João Cabral de Melo Neto 850, North Tower, 12th floor, Barra da Tijuca, City and State of Rio de Janeiro.</p>
Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number <p>The shareholder who chooses to exercise the voting right through the bookkeeping agent of the Companys shares should attend any branch of Banco Bradesco S.A. in Brazil, holding the identification document or the legal representation. The list of available branches can be verified through the website www.bradesco.com.br</p> <p>The Bradesco's Shares and Custody Department is available to shareholders for further clarification and service on the following channels:</p> <p>Department of Shares and Custody</p> <p>Email: 4010.acecustodia@bradesco.com.br Phone: 0800 701 1616</p>
Resolutions concerning the Annual General Meeting (AGM)
Simple Resolution <p>1. To resolve on the managements report and the financial statements of the Company, dated as of December 31st, 2017</p> <p>[] Approve [] Reject [] Abstain</p>
Simple Resolution <p>2. To resolve on the managements proposal for the allocation of the results related to the fiscal year of 2017, and on the dividend distribution by the Company</p> <p>[] Approve [] Reject [] Abstain</p>

DISTANCE VOTING BALLOT

Annual General Meeting (AGM) - TIM PARTICIPACOES S.A. to be held on 04/19/2018

Simple Resolution

3. To confirm the appointment of the member of the Board of Directors of the Company, Mr. Mario Di Mauro, at the Board of Directors meeting held on November 29th, 2017, pursuant to Article 150 of Law Nr. 6,404/1976 and Article 20, Paragraph 2, of the Companys By laws

Approve Reject Abstain

Simple Resolution

4. To confirm the appointment of the member of the Board of Directors of the Company, Mr. João Cox Neto, at the Board of Directors meeting held on March 16th, 2018, pursuant to Article 150 of Law Nr. 6,404/1976 and Article 20, Paragraph 2, of the Companys By laws

Approve Reject Abstain

Simple Resolution

5. To confirm the appointment of the member of the Board of Directors of the Company, Mr. Celso Luis Loducca at the Board of Directors meeting held on March 16, 2018, pursuant to Article 150 of Law Nr. 6,404/1976 and Article 20, Paragraph 2, of the Companys By laws

Approve Reject Abstain

Simple Resolution

6. To confirm the appointment of the member of the Board of Directors of the Company, Mr. Piergiorgio Peluso, held on the Board of Directors Meeting held on March 16 of 2018, pursuant to Article 150 of Law Nr. 6,404/1976 and Article 20, Paragraph 2, of the Companys By laws

Approve Reject Abstain

Simple Resolution

7. To elect as new member of the Board of Directors of the Company, Mr. Agostino Nuzzolo, replacing one of the Board members who resigned on March 16th, 2018, as disclosed in the Material Fact of the Company of the same date

Approve Reject Abstain

Simple Resolution

8. To elect as new member of the Board of Directors of the Company, Mr. Raimondo Zizza, replacing one of the Board members who resigned on March 16th, 2018, as disclosed in the Material Fact of the Company of the same date

Approve Reject Abstain

Simple Resolution

9. To elect as new member of the Board of Directors of the Company, Mr. Giovanni Ferigo, replacing one of the Board members who resigned on March 16th, 2018, as disclosed in the Material Fact of the Company of the same date

Approve Reject Abstain

Simple Resolution

10. To resolve on the composition of the Companys Fiscal Council with 3 regular members and 3 alternate members

DISTANCE VOTING BALLOT

Annual General Meeting (AGM) - TIM PARTICIPACOES S.A. to be held on 04/19/2018

Approve Reject Abstain

Election of the fiscal board by single group of candidates

Chapa Única

Walmir Kesseli / Oswaldo Orsolin

Josino de Almeida Fonseca / João Verner Juenemann

Jarbas Tadeu Barsanti Ribeiro / Anna Maria Cerentini Gouvea Guimaraes

11. Approval of all names that make up the single group of candidates - Chapa Única

Approve Reject Abstain

12. If one of the candidates leaves the single group to accommodate the election in a separate manner referred in Article 161, Paragraph 4, and Article 240 of Law Nr. 6,404/1976, the votes corresponding to your shares can still be given to the chosen group? -

Yes No Abstain

Simple Resolution

13. To resolve on the compensation proposal for the Companys administrators, the members of the Committees and the members of the Fiscal Council, for the fiscal year of 2018

Approve Reject Abstain

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____

DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - TIM PARTICIPACOES S.A. to be held on 04/19/2018

Shareholder's Name
Shareholder's CNPJ or CPF
E-mail
Instructions on how to cast your vote <p>This ballot should be filled out if the shareholder chooses to exercise his right to proxy vote, pursuant to CVM Instruction Nr. 481/2009, as amended.</p> <p>In this case, it is imperative that the above fields be filled out with the shareholders full name (or corporate name) and the number of the Register in the Ministry of Finance, whether corporate entity (CNPJ) or individual (CPF), in addition to an email address for eventual contact.</p> <p>Additionally, in order for this voting ballot to be considered valid and the votes casted herein be counted in the quorum of the Annual Meeting:</p> <ul style="list-style-type: none">- all fields below must be completed;- all your pages must be initialed;- at the end, the shareholder or his legal representative(s), as the case may be, and in accordance with current legislation, shall sign the ballot.
Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider <p>The Shareholder who, pursuant to CVM Instruction Nr. 481/2009, as amended, chooses to participate through the distance voting ballot shall transmit the ballot's completing instructions to its respective depository agents or to the bookkeeping agent of the Companys shares, or should send the ballot directly to the Company, in any case, up to seven (07) days prior to the Annual Meeting.</p>
Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company <p>The shareholder who chooses to send the distance voting ballot directly to the Company may also, if he chooses, send the scanned copies of the voting ballot duly completed, initialed and signed, and the authenticated identification and/or representation documents to the email ri@timbrasil.com.br, but in this case it will also be necessary to send the original voting ballot and certified copy of the other required documents, up to 07 (seven) days before the Annual Meeting, to Avenida João Cabral de Melo Neto 850, North Tower, 12th floor, Barra da Tijuca, City and State of Rio de Janeiro.</p>
Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number <p>The shareholder who chooses to exercise the voting right through the bookkeeping agent of the Companys shares should attend any branch of Banco Bradesco S.A. in Brazil, holding the identification document or the legal representation. The list of available branches can be verified through the website www.bradesco.com.br</p> <p>The Bradesco's Shares and Custody Department is available to shareholders for further clarification and service on the following channels:</p> <p>Department of Shares and Custody</p> <p>Email: 4010.acecustodia@bradesco.com.br Phone: 0800 701 1616</p>
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Simple Resolution <p>2. To resolve on the proposal of the Long Term Incentive Plan of the Company</p> <p>[] Approve [] Reject [] Abstain</p>

DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - TIM PARTICIPACOES S.A. to be held on 04/19/2018

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____