



**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’ MEETINGS**

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’ Meetings to be held on April 19<sup>th</sup>, 2017, at 11am, at Avenida João Cabral de Melo Neto, nº 850, South Tower, 13<sup>rd</sup> floor, 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 financial statements of the Company, dated as of December 31<sup>st</sup>, 2016; **(2)** To resolve on the management’s proposal for the allocation of the results related to the fiscal year of 2016, and on the dividend distribution by the Company; **(3)** To resolve on the composition of the Company’s Board of Directors and to elect its regular members; **(4)** To resolve on the composition of the Fiscal Council of the Company and to elect its regular and alternate members; and **(5)** 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 2017.

**On Extraordinary Shareholders’ Meeting:**

**(1)** To resolve on the proposal for the extension of the Cooperation and Support Agreement, through the execution of the 10<sup>th</sup> amendment to this agreement, to be entered into between Telecom Italia S.p.A., on the one hand, and TIM Celular S.A. ("TCEL ") and Intelig Telecomunicações Ltda. ("Intelig"), on the other hand, with the Company's intervention.

**General Instructions:**

1. All the documents and information regarding the subjects to be analyzed and resolved on at the Shareholders' Meetings are at the shareholders' disposal at the Company's head offices, as well as in the websites [www.tim.com.br/ri](http://www.tim.com.br/ri), [www.cvm.gov.br](http://www.cvm.gov.br) and [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).

2. The Shareholders' may participate either in person or represented by a duly constituted proxy, as provided by Article 126 of Law Nr. 6,404/1976 and by the sole paragraph of Article 12 of the Company's Bylaws, as well as via remote voting form, following the detailed guidelines bellow:

- a. **In person:** A Shareholder who chooses to participate in person must send a copy of the identity document and of the respective shareholding statement, issued at least five (5) business days prior to the Shareholders' Meetings, within two (2) business days prior to the Shareholders' Meetings;
- b. **By proxy:** The Shareholder to be represented at the Shareholders' Meetings must send to the Company's Head Offices the respective supporting documentation of its representation, including the power of attorney and/or the articles of incorporation related to the appointment, as the case may be, and the identification documents of the representative, within two (2) business days prior to the Shareholders' Meetings;
- c. **Via Remote Voting Form:** The Shareholder that, pursuant to CVM's Instruction Nr. 481/09, opts to participate via remote voting form, must send the instructions for filing the form to its respective custodian agents or the depositary institution of the Company's shares, or must send the form directly to the Company, in any case, up to 07 (seven) days prior to the Shareholders' Meetings, as informed in the Management's Proposal.



3. The documents mentioned herein shall be forwarded to the following address: TIM Participações S.A., Investor Relations Officer, Mr. Rogério Tostes Lima, Avenida João Cabral de Melo Neto, nº 850, North Tower, 12<sup>nd</sup> floor, Barra da Tijuca, in the City and State of Rio de Janeiro.

Rio de Janeiro (RJ), March 17<sup>th</sup>, 2017.

**Franco Bertone**

Chairman of the Board of Directors