



**TIM PARTICIPAÇÕES S.A. Publicly-Held Company**

**CNPJ/MF 02.558.115/0001-21**

**NIRE 33.300.276.963**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**

**HELD ON JUNE 18<sup>TH</sup>, 2013**

**DATE, TIME AND PLACE:** On June 18<sup>th</sup>, 2013, at 1:00pm, at the head offices of TIM Participações S.A. ("Company"), located in the City and State of Rio de Janeiro.

**PRESENCE:** The Board of Directors of the Company was held at the date, time and place above mentioned, in the presence of Mrs., Francesca Petralia and Messrs. Maílson Ferreira da Nóbrega, Manoel Horacio Francisco da Silva, Oscar Cicchetti, Patrizio Graziani, and Rodrigo Modesto de Abreu, either in person or by means of audio or video conference, as provided in paragraph 2, Article 25 of the Company's By-laws. Justified absence of Messrs. Adhemar Gabriel Bahadian and Piergiorgio Peluso. The meeting was also attended by Messrs. Claudio Zezza, *Chief Financial Officer*; Mario Girasole, *Regulatory and Institutional Affairs Officer*; Daniel Junqueira Pinto Hermeto, *Purchasing & Supply Chain Officer*; Carlo Filangieri, Responsible for the Network Area; Ana Cristina Menezes, Responsible for the Quality Area; Flávio Morelli, Human Resources Officer; and Jaques Horn, Legal Officer and Secretary. **BOARD:** Mr. Manoel Horacio Francisco da Silva – Interim Chairman; and Mr. Jaques Horn – Secretary.

**AGENDA:** (1) Presentation about the development of the quality improvement plan; (2) To resolve on the Policy of Intangible Assets Management; (3) To resolve on the Climate Change Policy; (4) To resolve on the Corporate Policy of Risk Management; (5) To resolve on the amendments of the Internal Rules of the Internal Control and Governance Corporative Committee, as well as to elect its members; (6) To resolve on the indication of the members to the Director Council and to the Fiscal Council of the Instituto TIM; (7) To resolve on the subjects regarding to the property where is installed the Polo Industrial de Santo Andre; (8) To resolve on the



modification of the head office of Intelig Telecomunicações Ltda., as well as the respective amendment of its Articles of Association; **(9)** To resolve on the modification of the Intelig Telecomunicações Ltda.'s organizational structure and its Board of Officers; and **(10)** Other matters of general interest of the Company.

**RESOLUTIONS:** Upon review and discussion of the subjects included on the Agenda, the Board Members, by unanimous decision of the presents and with the expressed abstention of the legally restricted, registered their decisions, as follows:

**(1) To acknowledge** about the development of the quality improvement plan of TIM Celular S.A. ("TCEL"), Company's wholly-owned subsidiary, in accordance with the material presented and filed at the Company's head offices;

**(2) To approve** the Policy of Intangible Assets Management, in accordance with the material presented and filed at the Company's head offices;

**(3) To approve** the Climate Change Policy, in accordance with the material presented and filed at the Company's head offices;

**(4) To approve** the Corporate Policy of Risk Management, in accordance with the material presented and filed at the Company's head offices;

**(5) (5.1) To approve** the amendments of the Internal Rules of the Internal Control and Governance Corporative Committee, which shall be denominated Control and Risk Committee, as provided in the Management proposal and in accordance with the material presented and filed at the Company's head offices; and **(5.2)** The Board of Directors elects to compose the Control and Risk Committee Messrs. Franco Bertone, as Chairman of the Control and Risk Committee; Adhemar Gabriel Bahadian; Patrizio Graziani; Maílson Ferreira da Nóbrega; and Francesca Petralia. It shall be registered that Mr. Franco Bertone will take place in the position of Chairman of the Control and Risk Committee after he has fulfilled all the legal formalities required for a permanent visa;



(6) (6.1) To compose the Directors Council of Instituto TIM, for the mandate until the Annual General Meeting to be held in the year of 2015, the Board of Directors approves the indication of Messrs.: (i) **Manoel Horacio Francisco da Silva**, Brazilian citizen, married, Bachelor in Administration, bearer of the identity card Nr. 3.098.648, issued by IFP on November 21<sup>st</sup>, 1975, enrolled before the CPF/MF under Nr. 066.526.978-15, domiciled at Rua Dr. Renato Paes de Barros, Nr. 1017, 12<sup>th</sup> Floor, Itaim Bibi, in the City and State of São Paulo; (ii) **Mario Girasole**, Italian citizen, married, Bachelor in Economics, bearer of the RNE n° V396929-V, issued by CGPI/DIREX/DPF, valid until August 21<sup>st</sup>, 2018, enrolled with the CPF/MF under Nr. 059.292.237-50, domiciled at Avenida das Américas, Nr. 3434, 1<sup>st</sup> Building, 5<sup>th</sup> Floor, Barra da Tijuca, in the City and State of Rio de Janeiro; (iii) **Roger Sole Rafols**, Spanish citizen, married, Bachelor in Administration, bearer of the RNE n° V345882-T, issued by CGPI/DIREX/DPF, valid until September 20<sup>th</sup>, 2016, enrolled with the CPF/MF under Nr. 057.977.907-69; domiciled at Avenida das Américas, Nr. 3434, 1<sup>st</sup> Building, 4<sup>th</sup> Floor, Barra da Tijuca, in the City and State of Rio de Janeiro; (iv) **Jaques Horn**, Brazilian citizen, married, Lawyer, bearer of the Identity Card Nr. 70.654, issued by OAB/RJ, enrolled with the CPF/MF under Nr. 846.062.237-15, domiciled at Avenida das Américas, Nr. 3434, 1<sup>st</sup> Building, 5<sup>th</sup> Floor, Barra da Tijuca, in the City and State of Rio de Janeiro; and (v) **Flávio Lacerda Morelli**, Brazilian citizen, single, Bachelor in Administration, bearer of the Identity Card Nr. 8.726.178, issued by SSP/MG, enrolled with the CPF/MF under Nr. 011.784.696-11, domiciled at Avenida das Américas, Nr. 3434, 1<sup>st</sup> Building, 2<sup>th</sup> Floor, Barra da Tijuca, in the City and State of Rio de Janeiro. The position of Chairman of the Directors Council of the Instituto TIM will be held by Mr. Manoel Horacio Francisco da Silva and the position of Vice-Chairman by Mr. Mario Girasole; and (6.2) To compose the Fiscal Council of Instituto TIM, for the mandate until the Annual General Meeting to be held in the year of 2014, the Board of Directors approves the indication of Messrs.: (i) As effective member and Chairman of the Fiscal Council: **Claudio Zezza**, Italian citizen, married, Bachelor in Economics, bearer of the RNE Nr. V561718-0, issued by CGPI/DIREX/DPF on April 28<sup>th</sup>, 2011, enrolled with the CPF/MF under Nr. 060.808.147-73; and as substitute member: **Alexandre Leal Gomes**, Brazilian citizen, married, Economist, bearer of the Identity Card Nr. 1.250.050, issued by SSP/SC, enrolled with the CPF/MF under Nr. 807.224.669-00; (ii) As effective member: **Gustavo Baptista Alves**, Brazilian citizen, married, Lawyer, bearer of the Identity Card Nr. 148.118, issued by OAB/RJ, on



November 11<sup>th</sup>, 2007, enrolled with the CPF/MF under Nr. 014.801.357-04; and as substitute member: **Bruno Cordeiro Justo**, Brazilian citizen, married, Accountant, bearer of the Identity Card Nr. 00184221690, issued by DETRAN/RJ, on June 30<sup>th</sup>, 1997, enrolled with the CPF/MF under Nr. 052.228.814-09; and (iii) As effective member: **Paulo Roberto Cruz Cozza**, Brazilian citizen, married, Accountant, bearer of the Identity Card Nr. 11366607, issued by SSP/SP, enrolled with the CPF/MF under Nr. 027.524.328-10; and as substitute member: **Wilka Maria Rodrigues**, Brazilian citizen, divorced, Accountant, bearer of the Identity Card Nr. M – 1689446, enrolled with the CPF/MF under Nr. 366.255.586-72, all domiciled at Avenida das Américas, Nr. 3434, 1<sup>st</sup> Building, 6<sup>th</sup> Floor, Barra da Tijuca, in the City and State of Rio de Janeiro. All the above Board of Directors' indications shall be ratified by the General Meeting of Incorporation of the Instituto TIM;

(7) **To acknowledge** about the issues regarding to the property of Pirelli S.A, where is installed the Polo Industrial de Santo André (“PISA”);

(8) **To approve** the proposal of changing the head offices of Intelig Telecomunicações Ltda. ("Intelig"), which will be have its head offices at Rua Fonseca Teles, Nr. 18/30, São Cristóvão, in the City and State of Rio de Janeiro, and consequently amendment of its Articles of Association;

(9) **To approve** the proposal of modification of the organizational structure of Intelig, in accordance with the material presented and filed at the Company's head offices;

(10) Regarding other matters of general interest of the Company, the Board Members **acknowledges** about the Independence Statement sent by PricewaterhouseCoopers (“PwC”), Company's independent auditors, pursuant to Rule 3526 of the Public Company Accounting Oversight Board (“PCAOB”), which obligates PwC to set forth its independence in relation to the Company and its management.

**CLARIFICATION AND CLOSING:** In view of the other appointments previously scheduled, Mrs. Maílson Ferreira da Nóbrega left the meeting and did not attend the discussions regarding the items from 8 to 10 of the agenda. With no further issues to discuss, the meeting was adjourned and



these minutes drafted as summary, read, approved and signed by all the attendees Board Members: Mrs. Francesca Petralia and Messrs. Mailson Ferreira da Nóbrega, Manoel Horacio Francisco da Silva, Oscar Cicchetti, Patrizio Graziani and Rodrigo Modesto de Abreu.

I herein certify that these minutes are the faithful copy of the original version duly recorded in the respective book.

Rio de Janeiro, June 18<sup>th</sup>, 2013.

**JAQUES HORN**

Secretary and Legal Officer