



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 MAY 14TH, 2012

DATE, TIME AND PLACE: On May 14th, 2012, at 12:30am, at the head offices of TIM Participações S.A. ("Company"), 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 Messrs. Manoel Horacio Francisco da Silva, Stefano de Angelis, Andrea Mangoni, Adhemar Gabriel Bahadrian e Carmelo Furci, either in person or by means of audio-conference, as provided in paragraph 2, section 25 of the Company's By-laws. It was justified the absence of Messrs. Oscar Chiccetti, Gabriele Galateri di Genola e Suniglia e Maílson Ferreira da Nóbrega. The meeting was also attended by Messrs. Alberto Emmanuel Carvalho Whitaker, Chairman of the Company's Statutory Audit Committee, Claudio Zezza, Chief Financial Officer, Lorenzo Federico Zanotti Lindner, Chief Operations Officer, Roger Sole Rafols, Chief Marketing Officer, Mario Girasole, Regulatory Affairs Officer, Paolo Stoppaccioli, Chief Human Resources Officer, and Jaques Horn, Legal Officer and Secretary.

BOARD: Mr. Manoel Horacio Francisco da Silva – Chairman; and Mr. Jaques Horn – Secretary.

AGENDA: To acknowledge Mr. Claudio Zezza, Chief Financial Officer of the Company, as principal Officer of the Company by the Board of Directors of the Company for the purposes of Securities Exchange Commission ("SEC")'s regulations.

RESOLUTIONS: Upon the discussion of the legal aspects concerning the SEC's regulations, the Board Members acknowledged Mr. Claudio Zezza, Chief Financial Officer of the Company, as the



main officer of the Company (acting principal executive officer), for the specific purpose of representing the Company before SEC. Therefore he is authorized to sign the Form 20-F, the Certificates relating to Sections 302 and 906, required for filing on Form 20-F with SEC, as well as any other documents or statements related to the implementation of acts specifically related to this resolution.

CLOSING: With no further issues to discuss, the meeting was adjourned and these minutes drafted as summary, read, approved and signed by all attendees Board Members: Messrs. Manoel Horacio Francisco da Silva, Stefano de Angelis, Andrea Mangoni, Adhemar Gabriel Bahadian e Carmelo Furci.

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

Rio de Janeiro (RJ), May 14th, 2012.

JAQUES HORN
Secretary and Legal Officer