



**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 28<sup>TH</sup>, 2013**

**DATE, TIME AND PLACE:** On June 28<sup>th</sup>, 2013, at 9:00am, 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 Messrs. Adhemar Gabriel Bahadian, Francesca Petralia, Mailson Ferreira da Nóbrega, Manoel Horacio Francisco da Silva, Patrizio Graziani, Piergiorgio Peluso 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 Mr. Oscar Cicchetti. The meeting was also attended by Messrs. Daniel Junqueira Pinto Hermeto, *Purchasing & Supply Chain Officer*; Claudio Zezza, *Chief Financial Officer*; 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) To acknowledge about the activities carried out by the Compensation Committee; (2) To resolve on the proposal of the Managements by Objectives ("MBO") of the Company for the year of 2013; (3) To resolve on the purchasing of handsets ("mobile phones and tablets") to supply the stock and the operation of TIM Celular S.A. and acquiring goods and services of network to compliance the plan of quality and network coverage; (4) To resolve on the subjects regarding to the property where is installed the Polo Industrial de Santo Andre; and (5) 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 activities carried out by the Compensation Committee in the meeting held on June 21<sup>st</sup>, 2013, when the members of the committee issued an favorably opinion about the proposal of the MBO of the Company for the year of 2013;

(2) **To approve** the proposal of the MBO of the Company for the year of 2013, in accordance with the material presented and filed at the Company's head offices;

(3) In view of the occurrence of subsequent events to the convening notice of this meeting, the appraisal of this item of the agenda was impaired and will be reassessed by the Board in due course;

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

(8) No other matter was discussed by the Board Members.

**CLARIFICATION AND CLOSING:** 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: Messrs. Adhemar Gabriel Bahadian, Francesca Petralia, Maílson Ferreira da Nóbrega, Manoel Horacio Francisco da Silva, Patrizio Graziani, Piergiorgio Peluso 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 28<sup>th</sup>, 2013.

**JAQUES HORN**

Secretary and Legal Officer