



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 11th, 2017

DATE, TIME AND PLACE: May 11th, 2017, at 11:00 a.m., in the City and State of Rio de Janeiro.

PRESENCE: The Board of Directors' Meeting of TIM Participações S.A. ("Company") was held at the date, time and place above mentioned, with the presence of Messrs. Alberto Emmanuel Carvalho Whitaker; Elisabetta Colacchia; Enrico Barsotti; Enrico Zamponi; Herculano Aníbal Alves; Manoel Horacio Francisco da Silva; Mario Cesar Pereira de Araujo; Nicoletta Montella; Sabrina Valenza and Stefano De Angelis, either in person or by means of videoconference, as provided in paragraph 2, Section 25 of the Company's By-laws. The meeting was also attended by Mr. Jaques Horn, Legal Officer and Secretary.

BOARD: Mr. Mario Cesar Pereira de Araujo – Chairman; and Mr. Jaques Horn – Secretary.

AGENDA: **(1)** To acknowledge on the activities carried out by the Compensation Committee; **(2)** To resolve on the criteria revision proposal for the allocation of the administration's annual global compensation (distribution); **(3)** To resolve on the proposal of the Management by Objectives ("MBO") of the Company for the year of 2017; **(4)** To resolve on the provision of guarantee of the Company in favor of TIM Celular S.A.

RESOLUTIONS: Upon review and discussion of the subjects included on the Agenda, the Board Members, unanimously by those present at the meeting and with the expressed abstention of the legally restricted, decided to register the discussions as follows:

(1) Acknowledged on the activities carried out by the Compensation Committee ("CR") at its meetings held on April 26th and May 11th, 2017, in accordance with the report presented by Mr. Mario Cesar Pereira de Araujo, Chairman of the CR.

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(2) Approved the criteria revision proposal for the allocation of the administration's annual global compensation (distribution), approved by the Company's Annual Shareholders' Meeting held on April 19th, 2017, based on the favorable evaluation of the Company's Compensation Committee ("CR") and on the material presented by Mr. Flávio Morelli, Director of Human Resources, which is filed at the Company's head offices, with the abstention of Messrs. Alberto Emmanuel Carvalho Whitaker, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva and Mario Cesar Pereira de Araujo, specifically in relation to their respective compensation.

(3) Approved the proposal of the Managements by Objectives ("MBO") of the Company for the year of 2017, based on the favorable assessment of the CR and the material presented by Mr. Flávio Morelli, Director of Human Resources, which is filed at the Company's head offices.

(4) Approved the contract of a Guarantee Letter or Guarantee Insurance by TIM Celular S.A. ("TCEL"), a wholly-owned subsidiary of the Company, depending on the judicial decision to be obtained, to guarantee a legal proceeding of tax origin. All in accordance with the material presented by Messrs. Adrian Calaza, Chief Financial Officer, and Ronaldo de Moura Estevão, and Ms. Virgínia Joazeiro Ribeiro, representatives of the Company's Tax area, which is filed at the Company's head offices.

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. Alberto Emmanuel Carvalho Whitaker; Elisabetta Colacchia; Enrico Barsotti; Enrico Zampone; Herculano Aníbal Alves; Manoel Horacio Francisco da Silva; Mario Cesar Pereira de Araujo; Nicoletta Montella; Sabrina Valenza and Stefano De Angelis.

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 11th, 2017.

JAQUES HORN

Secretary