



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 NOVEMBER 5TH, 2019

DATE, TIME AND PLACE: November 5th, 2019, at 11.30 a.m., at the head office of TIM Participações S.A. ("Company"), domiciled at Avenida João Cabral de Mello Neto, 850, Torre Norte, 12° floor, room 1212, Barra da Tijuca, in the city and State of Rio de Janeiro.

PRESENCE: The Board of Directors' Meeting of the Company was held at the date, time and place mentioned above, with the presence of Messrs. Nicandro Durante, Agostino Nuzzolo, Carlo Nardello, Elisabetta Romano, Flavia Maria Bittencourt, Gesner José de Oliveira Filho, Herculano Aníbal Alves, Pietro Labriola and Raimondo Zizza, either in person or by means of audio or videoconference, as provided in paragraph 2nd, Article 25 of the Company's By-laws. Justified absence of Mr. Piergiorgio Peluso.

BOARD: Mr. Nicandro Durante - Chairman; and Mr. Jaques Horn – Secretary.

AGENDA: **(1)** To acknowledge on the activities carried out by the Statutory Audit Committee; **(2)** To acknowledge on the activities carried out by the Control and Risks Committee; **(3)** To acknowledge on the activities carried out by the Compensation Committee; **(4)** To acknowledge on the Quarterly Financial Report ("ITRs") of the 3rd quarter of 2019, dated as of September 30th, 2019; **(5)** To acknowledge on the summary of the results and status of all the Company's Long-Term Incentive Plans; and **(6)** To acknowledge on the results of the Company's Long-Term Incentive Plan ("Plan") for the 2013 and 2016 grants and resolve on the conditions for the exercise of the options for the purchase of shares of 2016.

RESOLUTIONS: Upon the review of the material presented and filed at the Company's head office, and based on the information provided and discussions of the subjects included on the Agenda, the Board Members, unanimously by those present and with the abstention of the legally restricted, decided to register the discussions as follows:

(1) Acknowledged on the activities carried out by the Statutory Audit Committee (“CAE”) at its meetings held on November 4th and 5th, 2019, as per Mr. Gesner Oliveira’s report, Coordinator of the CAE.

(2) Acknowledged on the absence of meetings held by the Control and Risks Committee (“CCR”) since the last report made by Mr. Herculano Aníbal Alves, Chairman of the CCR.

(3) Acknowledged on the activities carried out by the Compensation Committee (“CR”) at its meeting held on November 4th, 2019, as per Mr. Nicandro Durante’s report, Chairman of the CR.

(4) Acknowledged on the Company’s Quarterly Financial Report (“ITRs”) for the 3rd quarter of 2019, dated as of September 30th, 2019 according to the information provided by the Company’s administration and independent auditors, Ernst & Young Auditores Independentes S/S (“EY”), and were informed of the favorable assessments of the Company’s Fiscal Council and CAE, reported by Mr. Walmir Kesseli, Chairman of the Fiscal Council, and Mr. Gesner Oliveira, Coordinator of the CAE. According to the information provided by Mr. Fernando Magalhães, representative of EY, the referred report was subject to limited review by the independent auditors.

(5) Acknowledged on the summary of the results and the status of each one of the Company’s Long Term Incentive Plans, duly approved at the Shareholders’ Meeting held on August 5th, 2011 (for the period 2011-2013), April 10th, 2014 (for the period 2014-2016), and April 19th, 2018 (for the period 2018-2020).

(6) Within the scope of the Company's Long-Term Incentive Plan (“Plan”), duly approved at the Shareholders’ Meetings held on, respectively, August 5th, 2011 (Plan 2011-2013); and April 10th, 2014 (Plan 2014-2016), the Board members **acknowledged** on the results evaluated for **(i)** the 2013 Grant, of the 2011-2013 Plan, and of the impossibility of exercising the options of this grant, due to the non-achievement of the minimum absolute performance established; and **(ii)** the 3rd vesting period of the 2016 Grant, of the 2014-2016 Plan, and **approved** the conditions for exercising the 2016 options, as



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follows: (a) the opening of the exercise period for the full term of the respective instruments of granting options, respected the blocking periods for the trade of shares; (b) the delivery of shares held in treasury or acquired through a share repurchase plan for the Plan's beneficiaries exercising their options; (c) the definition of a term of up to ten (10) business days for the beneficiary to be able to pay the acquisition cost of the shares; and (d) the non-exercise of preemptive rights by the Company. As previously reported by the CR's Chairman, this Committee is in favor of the approval of the conditions herein described. The Company's Board of Executive Officers and/or the Company's attorneys in fact are hereby authorized to perform all necessary acts to carry out the resolutions herein approved.

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. Nicandro Durante, Agostino Nuzzolo, Carlo Nardello, Elisabetta Romano, Flavia Maria Bittencourt, Gesner José de Oliveira Filho, Herculano Aníbal Alves, Pietro Labriola and Raimondo Zizza.

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), November 5th, 2019.

JAQUES HORN

Secretary