



TIM PARTICIPAÇÕES S.A.
Publicly Held Company
CNPJ/MF 02.558.115/0001-21
NIRE 33.300.276.963

MINUTES OF THE BOARD OF DIRETORS' MEETING
HELD ON OCTOBER 06th, 2014

DATE, TIME AND PLACE: October 6th 2014, at 01:30pm, at the headquarters of TIM Participações S.A. ("Company"), in the city and state of Rio de Janeiro.

PRESENCE: The Board of Directors' Meeting was held at the date, time and place above mentioned, with the presence of Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, Mario Di Mauro and Oscar Cicchetti, either in person or by means of video conference, as provided in paragraph 2, Article 25 of the Company's By-laws. Justified the absence of Messrs. Piergiorgio Peluso and Rodrigo Modesto de Abreu. Mr. Jaques Horn also attended this meeting as Legal Officer and Secretary.

BOARD: Mr. Franco Bertone – Chairman; and Mr. Jaques Horn – Secretary.

AGENDA: (1) To resolve on the capital increase related to the Long Term Incentive Plan of the Company; (2) To resolve on amendments of the Compensation Committee's attributions; (3) To resolve on the composition of the Board of Executive Officers of the Company and its subsidiaries; and (4) Presentation about the Instituto TIM.

RESOLUTIONS: Upon review and discussion of the subject included in 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 approve** the capital increase, irrespective of an amendment to these By-laws, within the limits of the authorized capital, as provided in Section 7 of the Company's By-laws and in Section 168 of Law No. 6,404/76, in the amount of R\$7,226,875.81 (Seven million, two hundred and twenty-six thousand, eight hundred and seventy-five Brazilian Reais and eighty-one cents), through the issuance of 896,479 (Eight hundred and ninety-six thousand, four hundred and seventy-nine) common shares all nominative, book-entry and with no-par value, an issue price of R\$8,00614 each, related to the 2nd Grant of the Long Term Incentive Plan ("Plan"), approved by the Extraordinary General Meeting held on August 5th, 2011, by the respective beneficiaries.

The shares are issued with exclusion of the preemptive rights to the shareholders, under paragraph 3rd, Section 171 of Law 6,404/76 and paragraph 1st, Section 7 of the Company's By-Laws, and will equally share the all benefits, including dividend payment or eventual capital compensation, that may be approve herein after. The capital increase here by approved is based on the proposal of the administration of the Company, pursuant the material that is filed at the Company's head offices.

Thereafter, the subscribed and fully-paid capital stock will be increased from R\$ 9,906,187,545,93 (Nine billion, nine hundred and six million, one hundred and eighty-seven thousand, five hundred and forty-five Brazilian Reais and ninety-three cents), divided into 2,420,136,000 (Two billion, four hundred and twenty million, one hundred and thirty-six thousand) common shares all nominative, book-entry and with no-par value, to R\$ 9,913,414,421.74 (Nine billion, nine hundred and thirteen million, four hundred and fourteen thousand, four hundred and twenty-one Brazilian Reais, and seventy-four cents), divided into 2,241,032,479 (Two billion, two hundred and forty-one million, thirty-two thousand and four hundred and seventy-nine) common shares all nominative, book-entry and with no-par value.

The Company will not exercise the preemptive rights provided in the Plan.

The Board of Officers of the Company is authorized to practice all acts and take all necessary and mandatory measures to the execution of the resolutions provided in this minute.



(2) The Board of Directors reviewed the Internal Rules of the Remuneration Committee and their duties, deciding to keep unaltered the current rules of this committee;

(3) (3.1) Initially, the Board Members were informed about the resignations of Mr. Lorenzo Federico Zanotti Lindner to his positions as Chief Operations Officer of the Company and your wholly-owned subsidiary, TIM Celular S.A (“TCEL”), and as Director of Intelig Telecomunicações Ltda. (“INTELIG”), resignations effective as of September 30th, 2014.

(3.2) In view of Mr. Lorenzo Federico Zanotti Lindner resignation, the Company's Board of Statutory Officers shall be composed of 07 (seven) members: Messrs. **Rodrigo Modesto de Abreu**, Chief Executive Officer; **Claudio Zezza**, Chief Financial Officer; **Daniel Junqueira Pinto Hermeto**, Purchasing & Supply Chain Officer; **Mario Girasole**, Regulatory and Institutional Affairs Officer; **Roger Sole Rafols**, Chief Marketins Officer; **Rogério Tostes Lima**, Investor relations officer and **Jaques Horn**, Legal Officer.

(3.3) As provided by Article 22, item XXIV of the Company's By-laws, the Board of Directors indicates Messrs. (i) **Guglielmo Noya**, Italian citizen, married, engineer, bearer of the RNE No. V9561719-Y, domiciled at Avenida das Américas, N°. 3434, Building 6, 5th floor, Barra da Tijuca, in the City and State of Rio de Janeiro, and (ii) **Jaques Horn**, Brazilian citizen, married, lawyer, bearer of the Identification Card No. 70.654, issued by OAB/RJ in may 08th, 2008, enrolled before the CPF/MF under Nr. 846.062.237-15, domiciled at Avenida das Américas, N°. 3434, Building 6, 5th floor, Barra da Tijuca, in the City and State of Rio de Janeiro, for the positions of Director of INTELIG, subsidiary of the Company. Once approved the indication above mentioned, the Board of Statutory Officers of Intelig shall be composed by Messrs. Alex Martins Salgado, Chief Executive Officer; Jaques Horn and Guglielmo Noya, Officers; and

(4) Mr. Mario Girasole, Regulatory and Institutional Affairs Officer, presented the activities carried out by Instituto TIM, according to the material that is filed at the Company's head offices.



Before the meetings' end, Mr. Franco Bertone requested Mr. Mario Girasole to report to the Board of Directors about the results achieved by the Company's subsidiaries in their participation in the Auction Nr. 002/2014, 700Mhz frequency ("Auction of 4G, 700Mhz Frequency"), carried out by the National Agency of Telecommunications – ANATEL ("ANATEL") all in accordance with the material that 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. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, Mario Di Mauro and Oscar Cicchetti.

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), October 06th, 2014.

JAQUES HORN

Secretary