



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 FEBRUARY 07TH, 2013

DATE, TIME AND PLACE: On February 07th, 2013, at 12:30pm, 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. Manoel Horacio Francisco da Silva, Adhemar Gabriel Bahadian, Andrea Mangoni, Mailson Ferreira da Nóbrega, Oscar Cicchetti and Stefano de Angelis, either in person or by means of audio conference, as provided in paragraph 2, Article 25 of the Company's By-laws. It was registered the justified absence of Mr. Gabriele Galateri di Genola e Suniglia. The meeting was also attended by Messrs. Paolo Stoppaccioli, Human Resources Officer, and Jaques Horn, Legal Officer and Secretary.

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

AGENDA: (1) To elect the new Chief Executive Officer and to resolve on modification of the composition of the Company's Statutory Officers and on their authority limits; (2) Due to the resignation posed by Mr. Andrea Mangoni from the position of Chief Executive Officer of TIM Celular S.A. ("TCEL") and pursuant to item XXIII, Article 22 of the Company's By-laws, to indicate the name of the new Chief Executive Officer to be elected in TCEL; and (3) Other matters of general interest of the Company.

RESOLUTIONS: Upon review and discussion of the subjects included on the Agenda, as well as the related material, which shall be filed at the Company's head offices, the Board Members, by



unanimous decision of the presents and with the expressed abstention of the legally restricted, registered their decisions, as follows:

(1) In view of the resignation of Mr. Andrea Mangoni from the position of Chief Executive Officer of the Company submitted of this Board of Directors on the meeting held on February 5th, 2013, and which shall be effective as from March 4th, 2013, the Board of Directors: **(1.1) Elected Mr. Rodrigo Modesto de Abreu**, Brazilian, married, Electrical Engineer, bearer of the Identity Card Nr. 12.754.381-8, issued by SSP/SP on August 8th, 2002, enrolled with the CPF/MF under Nr. 116.437.828-78, domiciled at Avenida das Américas, Nr. 3,434, 1st Building, Barra da Tijuca, City and State of Rio de Janeiro, for the position of Chief Executive Officer of the Company. Mr. Rodrigo Modesto de Abreu will present the instrument of investiture, the statement provided by the CVM Instruction Nr. 367/2002, the statements provided in Sections 18 and 19 of the Company's By-laws and other statements, duly signed, on March 4th, 2013. The members of the Board of Directors expressed their confidence on Mr. Rodrigo Modesto de Abreu and wished success on his conduction of the Company's businesses. **(1.2)** Therefore, it was **ratified** the new composition of the Company's Statutory Officers of the Company which shall be composed by eight (8) officers, as follows: Messrs. **Rodrigo Modesto de Abreu**, Chief Executive Officer; **Claudio Zezza**, Chief Financial Officer; **Lorenzo Federico Zanotti Lindner**, Chief Operations Officer; **Daniel Junqueira Pinto Hermeto**, Purchasing & Supply Chain Officer; **Mario Girasole**, Regulatory and Institutional Affairs Officer; **Roger Sole Rafols**, Chief Marketing Officer; **Rogério Tostes Lima**, Investor Relations Officer; and **Jaques Horn**, Legal Officer. All Officers shall remain in office until the first Board of Directors` Meeting to be held after the General Shareholders` Meeting of the year 2014; **(1.3)** Due to the election of the new Chief Executive Officer, the Board of Directors **ratified** the empowerment of the Company's Statutory Officers, pursuant to paragraph 1, Article 30 of the Company's By-laws. Thereby, the Chief Executive Officer of the Company shall have the authority to, acting individually, carry out any and all act and sign any and all document on behalf of the Company, provided the respect to the limits established by law and the Company's By-laws. The additional Company's Statutory Officers, within their respective areas and always in compliance with the provisions of the Company's By-laws, shall have the authority to, acting individually, carry out acts and sign documents on behalf of the Company within the following empowerment: (a) Chief Financial Officer: for financial and



treasury operations, including borrowing and lending, authorizing and making payments, transfers, investments and withdrawals, assignment and discount of bonds, up to a maximum amount of thirty million Reais (R\$ 30,000,000.00) per operation or series of related operations; (b) Chief Financial Officer, Purchasing & Supply Chain Officer, Chief Operations Officer, Chief Marketing Officer, Regulatory and Institutional Affairs Officer, Investor Relations Officer and Legal Officer: up to a maximum amount of five million Reais (R\$ 5,000,000.00) per operation or series of related operations. The Company`s Statutory Officers shall have the authority to grant instruments of powers-of-attorney on behalf of the Company up to their respective empowerment set forth above, provided the respect to the Company`s By-laws;

(2) In view of Mr. Andrea Mangoni`s resignation from the position of Chief Executive Officer of TCEL and in accordance with item XXIII of Article 22 of Company`s By-laws, the Board Members approved the nomination of Mr. Rodrigo Modesto de Abreu, qualified herein, to the position of Chief Executive Officer of TCEL, which shall be resolved on the General Shareholders` Meeting of TCEL;

(3) No other subject was resolved by the Board.

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. Manoel Horacio Francisco da Silva, Adhemar Gabriel Bahadian, Andrea Mangoni, Mailson Ferreira da Nóbrega, Oscar Cicchetti e Stefano de Angelis.

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

Rio de Janeiro, February 07th, 2013.

JAQUES HORN
Secretary and Legal Officer