



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 APRIL 24th, 2019

DATE, TIME AND PLACE: April 24th, 2019, at 10.00 a.m, at the head office of TIM Participações S.A. ("Company"), domiciled at Avenida João Cabral de Mello Neto, nº 850 - Torre Norte, 12º andar, Sala 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, Alberto Emmanuel Carvalho Whitaker, Gesner José de Oliveira Filho, Herculano Anibal Alves, Piergiorgio Peluso, Pietro Labriola and Raimondo Zizza, either in person or by means of videoconference, as provided in paragraph 2, Article 25 of the Company's By-laws. Justified absence of Messrs. Agostino Nuzzolo, Carlo Nardello, and Elisabetta Romano.

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 resolve on the appointment of the independent auditors of the Company; and **(3)** To resolve on the agreement for the supply of services between the subsidiary of the Company, TIM S.A., and Telecom Italia S.p.A.

RESOLUTIONS: Upon review and discussion 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 April 3rd, 9th and 24th, 2019, as per Mr. Alberto Emmanuel Carvalho Whitaker's report, Coordinator of the CAE.

(2) According to the material presented and the favorable assessment of the CAE, registered at its meeting held on April 24th, 2019, **approved** the appointment of Ernst & Young Auditores Independentes S/S ("EY"), as the independent auditors of the Company, to provide audit services regarding the Company's financial statements, for the fiscal year ending on December



**CONT. MINUTES OF THE BOARD OF DIRECTORS' MEETING OF TIM PARTICIPAÇÕES S.A.
APRIL 24th, 2019**

31st, 2019, and responsible for the revision of the Quarterly Financial Information as from the second quarter of 2019, in replacement of PricewaterhouseCoopers Brasil Ltda. ("PwC").

(3) Approved the supply of services agreement to be entered between the subsidiary of the Company, TIM S.A., and Telecom Italia S.p.A., based on the favorable opinion of the Statutory Audit Committee, on its meeting held on April 24th, 2019.

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, Alberto Emmanuel Carvalho Whitaker, Gesner José de Oliveira Filho, Herculano Anibal Alves, Piergiorgio Peluso, 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), April 24th, 2019.

JAQUES HORN
Secretary