



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

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON DECEMBER 3<sup>rd</sup>, 2019**

**DATE, TIME AND PLACE:** December 3<sup>rd</sup>, 2019, at 11.00 a.m., at the head office of TIM Participações S.A. ("Company"), domiciled at Avenida João Cabral de Mello Neto, 850, Torre Norte, 12<sup>o</sup> 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, Carlo Nardello, 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 2<sup>nd</sup>, Article 25 of the Company's By-laws. Justified absence of Messrs. Agostino Nuzzolo 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 acknowledge on the activities carried out by the Control and Risks Committee; **(3)** Presentation on the Brazilian General Data Protection Law (LGPD); **(4)** To resolve on the Statutory Audit Committee's budget for the year of 2020; **(5)** To acknowledge on the Industrial Plan for 2020-2022 and to resolve on the budget for the year of 2020; **(6)** To resolve on the agreement(s) for the supply of services between the subsidiary of the Company, TIM S.A., and Telecom Italia S.p.A.; **(7)** To resolve on the agreement(s) for the supply of services between the subsidiary of the Company, TIM S.A., and TI Sparkle Brasil Telecomunicações Ltda.; **(8)** To resolve on the Corporate Calendar for the year of 2020; and **(9)** To resolve on the Company's Board of Directors' Work Plan for the year of 2020.

**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:

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Initially, it was reported the receipt of the resignation letter presented by Mr. Piergiorgio Peluso, on November 28<sup>th</sup>, 2019, effective immediately, to his positions as Board Member and Control and Risks Committee Member of the Company. The Board members thanked Mr. Peluso for his commitment and dedication in the performance of his duties throughout his mandate.

**(1) Acknowledged** on the activities carried out by the Statutory Audit Committee (“CAE”) at its meeting held on December 2<sup>nd</sup>, 2019, as per Mr. Gesner Oliveira’s report, Coordinator of the CAE.

**(2) Acknowledged** on the activities carried out by the Control and Risks Committee (“CCR”) at its meeting held on December 2<sup>nd</sup>, 2019, as per Mr. Herculano Aníbal Alves’ report, Chairman of the CCR.

**(3) Acknowledged** on the plan/schedule of the Company’s project regarding the Brazilian General Data Protection Law (LGPD), which encompasses phases and macro activities, including the established terms for the execution of each one of the indicated stages until the date of effectiveness of the referred law, provided for the year of 2020.

**(4)** As provided by CVM Instruction nº 509/2011 and the Internal Rules of the CAE, **approved** the budget allocation of the Statutory Audit Committee of the Company for the year of 2020, exclusively intended for the purpose of consultations, evaluations and investigations within the scope of its activities, including the hiring and use of independent external experts.

**(5)** Messrs. Pietro Labriola, *Diretor Presidente* (Chief Executive Officer) of the Company, Adrian Calaza, *Diretor Financeiro* (Chief Financial Officer) and *Diretor de Relações com Investidores* (Investor Relations Officer) of the Company, Leonardo Capdeville, Chief Technology Information Officer, and Renato Ciuchini, representative of the Strategy & Transformation area, presented the general assumptions of the Company’s Industrial Plan for the years of 2020-2022. After the presentation, the Board members **acknowledged on and discussed** the budget guidelines of the Company and its subsidiary, TIM S.A., to be used for the year of 2020.

**(6) Approved** the execution of agreements for the supply of services between the subsidiary of the Company, TIM S.A., and Telecom Italia S.p.A., based on the Statutory Audit Committee’s favorable opinion, at its meeting held on December 2<sup>nd</sup>, 2019.

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**(7) Approved** the execution of agreements for the supply of services between the subsidiary of the Company, TIM S.A., and TI Sparkle Brasil Telecomunicações Ltda., based on the conditions and Statutory Audit Committee's favorable opinion, at its meeting held on November 4<sup>th</sup>, 2019.

**(8) Approved** the proposal for the Company's Calendar of Corporate Events for the year of 2020.

**(9) Approved** the Company's Board of Directors' Work Plan for the year of 2020.

**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, Carlo Nardello, 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), December 3<sup>rd</sup>, 2019.

**JAQUES HORN**

**Secretary**