



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 FEBRUARY 11th, 2020

DATE, TIME AND PLACE: February 11th, 2020, at 12.30 p.m., at the head office of TIM Participações S.A. ("Company"), domiciled at Avenida João Cabral de Mello Neto, 850, Torre Norte, 12^o 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 and Pietro Labriola, 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 Messrs. Elisabetta Romano and Agostino Nuzzolo. It is registered the presence of Mr. Walmir Kesseli, Chairman of the Fiscal Council, during the discussions of items (3) to (5), in accordance with the applicable legislation.

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 analyze the financial statements of the Company, the respective explanatory notes, as well as the Management Report, all related to the fiscal year ended on December 31st, 2019, and to resolve on their submission to the Annual Shareholders' Meeting of the Company; **(4)** To analyze the Management's Proposal for the allocation of the results related to the year of 2019 and the dividend distribution by the Company, for submission to the Annual Shareholders' Meeting of the Company; **(5)** To resolve on the proposal to use deferred income tax and social contribution on profit (ICVM nº 371); **(6)** Presentation on the Brazilian General Data Protection Law (LGPD); **(7)** To acknowledge on the Company's Climate Survey; and **(8)** To resolve on the composition of the Board of Directors of the Company and appointment to the management of the subsidiary of the Company, TIM S.A.

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

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Members, unanimously by those present and with the abstention of the legally restricted, decided to register the discussions as follows:

As per the Board of Directors Chairman's request, Mr. Nicandro Durante, the meeting began with the discussion of item (8) of the Agenda, and it was reported the receipt of the resignation letter presented by Mr. Raimondo Zizza, on January 16th, 2020, effective as of February 1st, 2020, to his positions as Board Member and Control and Risks Committee Member ("CCR") of the Company, and member of the Board of Directors of the subsidiary of the Company, TIM S.A. The Board members thanked Mr. Raimondo Zizza for his commitment and dedication in the performance of his duties throughout his mandates.

Due to the resignations previously presented by Messrs. Piergiorgio Peluso, on November 28th, 2019, and Raimondo Zizza, on January 16th, 2020, the Board members **resolved**, unanimously, to appoint Mrs. **Sabrina di Bartolomeo**, Italian, married, bachelor in Economics, bearer of the Italian passport Nr. YB0556281, valid through January 9th, 2027, domiciled in Corso d'Italia 41, 00198, City of Rome, Italy, and Mr. **Carlo Filangieri**, Italian, married, bachelor in Electronic Engineering, bearer of the Italian passport Nr. YA5952696, valid through May 15th, 2024, domiciled in Corso d'Italia 41, 00198, City of Rome, Italy, as members of this Board of Directors, *ad referendum* of the next Annual and Extraordinary Shareholders' Meeting of the Company, pursuant to the provisions of Article 150 of Law Nr. 6,404/1976 and Article 20, paragraph 2 of the Company's By-laws. The terms of investiture, other statements and documents were presented in accordance with the applicable legislation.

In view of the above, the Board of Directors shall have the following composition: Messrs. Nicandro Durante, Agostino Nuzzolo, Carlo Filangieri, Carlo Nardello, Elisabetta Romano, Flavia Maria Bittencourt, Gesner José de Oliveira Filho, Herculano Aníbal Alves, Pietro Labriola and Sabrina di Bartolomeo, all with mandate until the Annual Shareholders' Meeting of the Company to be held in the year of 2021.

The Board Members also **elected** Mr. **Carlo Filangieri** and Mrs. **Sabrina di Bartolomeo** as members of the Control and Risks Committee which shall have the following composition: Messrs. Agostino Nuzzolo, Gesner José de Oliveira Filho, Herculano Aníbal Alves, Carlo Filangieri and Sabrina di Bartolomeo.

In accordance with Article 22, item XXIV of the Company's By-laws, due to the resignation presented by Mr. Raimondo Zizza, the Board members **indicated** Mrs. **Sabrina di Bartolomeo** to occupy the position of member of the Board of Directors of the subsidiary of the Company, TIM S.A.

Lastly, the Board Members herein elected, Messrs. **Carlo Filangieri** and **Sabrina di Bartolomeo**, requested that their abstention in voting on the items of the Agenda be registered in the minutes.

(1) Acknowledged on the activities carried out by the Statutory Audit Committee (“CAE”) at its meetings held on January 30th, February 10th and February, 2020, including the CAE’s concise Annual Report, approved on February 10th, 2020, related to the activities carried out throughout the year of 2019, which shall follow the Company’s Financial Statements, dated as of December 31st, 2019, as per Mr. Gesner José de Oliveira Filho’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) Analyzed the Management’s Report and the Company’s Individual and Consolidated Financial Statements Proposal, dated as of December 31st, 2019, based on the information provided by the Company’s Management and on the material presented. The Board members considered the favorable opinion of: (i) the Fiscal Council; (ii) the CAE; and (iii) Ernst & Young Auditores Independentes S/S (“EY”) that, in the course of their work, verified the appropriateness of such documents, stating that they properly reflect, in all material aspects, the Company and its subsidiary’s financial and equity position. The Board members, as it follows, **approved** the submission of the Management’s Report and the Company’s Individual and Consolidated Financial Statement Proposal, dated as of December 31st, 2019, to the Company’s Annual and Extraordinary Shareholders’ Meeting, to be convened. The members of the Board congratulated the Company’s management for the results obtained throughout the year of 2019.

(4) Analyzed the Management’s Proposal for the allocation of the results related to the year of 2019 and the dividend distribution by the Company, based on the material presented and on the Fiscal Council’s and the CAE’s favorable opinions, and **approved** its submission to the Company’s Annual and Extraordinary Shareholders’ Meeting, to be convened.

(5) Approved the technical study on the accounting of the deferred tax assets, Income Tax and Social Contribution on Net Income of the Company and its subsidiary, after EY’s opinion and the Fiscal Council’s and the CAE’s assessment, all in accordance with the material presented and on CVM’s instruction Nr. 371/2002.

(6) Acknowledged on the progress of the activities in the plan/schedule of the Company’s project regarding the Brazilian General Data Protection Law (LGPD), including possible adjustments to the



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established terms for the execution of each one of the indicated stages until the date of effectiveness of the referred law, which shall be in force as of August 2020.

(7) Mrs. Maria Antonietta Russo, Director of the Company's Human Resources & Organization area, presented the results of the Climate Survey 2019 carried out with the Company's employees.

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 Filangieri, Carlo Nardello, Flavia Maria Bittencourt, Gesner José de Oliveira Filho, Herculano Aníbal Alves, Pietro Labriola and Sabrina Di Bartolomeo.

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), February 11th, 2020.

JAQUES HORN
Secretary