



**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 MAY 7<sup>TH</sup>, 2019**

**DATE, TIME AND PLACE:** May 7<sup>th</sup>, 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, Agostino Nuzzolo, Alberto Emmanuel Carvalho Whitaker, Carlo Nardello, Gesner José de Oliveira Filho, Herculano Anibal Alves, Pietro Labriola and Raimondo Zizza, either in person or by means of audio or videoconference, as provided in paragraph 2, Article 25 of the Company's By-laws. Justified absence of Messrs. Elisabetta Romano and Piergiorgio Peluso.

**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 Quarterly Information Report ("ITRs") of the 1<sup>st</sup> quarter of 2019, dated as of March 31<sup>st</sup>, 2019; **(3)** To acknowledge on the status of corporate project; and **(4)** To resolve on the internal audit's annual plan for the year of 2019 (April 1<sup>st</sup>, 2019 to March 31<sup>st</sup>, 2020).

**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 30<sup>th</sup> and May 6<sup>th</sup>, 2019, as per Mr. Alberto Emmanuel Carvalho Whitaker's report, Coordinator of the CAE.

**(2) Acknowledged** on the Quarterly Information Report ("ITRs") of the 1<sup>st</sup> quarter of 2019, dated as of March 31<sup>st</sup>, 2019 according to the information provided by the Company's administration and the independent auditors, PricewaterhouseCoopers ("PwC"), and were

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informed of the favorable assessment of the Company's Fiscal Council and CAE, through Mr. Walmir Kesseli, Chairman of the Fiscal Council, and Mr. Alberto Emmanuel Carvalho Whitaker, Coordinator of the CAE. According to the clarifications provided by Mr. Alexandre Alvares, representative of PwC, the referred report was subject to limited review by the independent auditors.

**(3)** After the presentation of preliminary studies by the financial area on the corporate reorganization project, in order to seek operational and financial optimizations, the Board members **authorized** the Company's administration to expand the internal studies, to hire external consultants, and to carry out all preliminary and necessary acts to verify the feasibility of the initiative and the effective conditions for its implementation. Upon completion of such studies, the project will be duly submitted for resolution by this Board.

**(4) Approved** the internal audit's annual work plan for 2019, according to the favorable assessment of the Statutory Audit Committee recorded at its meeting held on March 18<sup>th</sup>, 2019, and the material presented by Mr. Alberto Ragazzini, Director of the Internal Audit area of the Company.

**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, Agostino Nuzzolo, Alberto Emmanuel Carvalho Whitaker, Carlo Nardello, Gesner José de Oliveira Filho, Herculano Anibal 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), May 7<sup>th</sup>, 2019.

**JAQUES HORN**  
**Secretary**