



**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 OCTOBER 6<sup>th</sup>, 2016**

**DATE, TIME AND PLACE:** October 6<sup>th</sup>, 2016, at 10h00, in the city and state of Rio de Janeiro.

**PRESENCE:** The Board of Directors' Meeting of TIM Participações S.A. ("Company"), was held at the date, time and place above mentioned, with the presence of Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva, Oscar Cicchetti and Stefano De Angelis, either in person or by means of videoconference, as provided in paragraph 2, Article 25 of the Company's By-laws. The meeting was also attended by Mr. Jaques Horn, Legal Officer and Secretary. Justified absence of Messrs. Mario Di Mauro and Piergiorgio Peluso.

**BOARD:** Mr. Franco Bertone – Chairman; and Mr. Jaques Horn – Secretary.

**AGENDA:** **(1)** To acknowledge on the activities carried out by the Control and Risks Committee; **(2)** To acknowledge on the activities carried out by the Statutory Audit Committee; **(3)** To resolve on the Organizational Model for purposes of the Anticorruption Law (Law nº 12.846/2013); and **(4)** To resolve on the agreements to be entered between the subsidiary of the Company, TIM Celular S.A., and the related party Italtel Brasil Ltda.

**RESOLUTIONS:** Upon review and discussion of the subjects included on the Agenda, the Board Members, unanimously by those present at the meeting and with the expressed abstention of the legally restricted, decided to register the discussions as follows:

**(1) Acknowledged** on the activities carried out by the Control and Risks Committee ("CCR") at its meeting held on October 5<sup>th</sup>, 2016, in accordance with the report presented by Mr. Franco Bertone;

**(2) Acknowledged** on the activities carried out by the Statutory Audit Committee ("CAE") at its meeting held on October 5<sup>th</sup>, 2016 in accordance with the report presented by Mr. Alberto Emmanuel Carvalho Whitaker;

**CONT. MINUTES OF THE BOARD OF DIRECTORS' MEETING OF TIM PARTICIPAÇÕES S.A**

**October 6<sup>th</sup>, 2016.**

**(3) Approved** the Organizational Model for purposes of the Anti-corruption Law (Law no. 12.846/2013), pursuant to the recommendation of the Statutory Audit Committee and of the Control and Risks Committee, and in accordance with the material presented and filed in the Company's head offices; and

**(4) Approved** the agreements to be entered between the subsidiary of the Company, TIM Celular S.A., and the related party Italtel Brasil Ltda. in the total amount of R\$ 2,054,630.32 (two million, fifty-four thousand, six hundred and thirty Reais and thirty-two cents), considering the CAE' favorable opinion on its meeting held on October 5<sup>th</sup>, 2016 and the material presented, which is filed at the Company's head offices;

**CLARIFICATIONS AND CLOSING:** It was registered that Mr. Stefano De Angelis was present only during the presentation regarding item (4) of the Agenda. 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. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva, Oscar Cicchetti and Stefano De Angelis.

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), October 6<sup>th</sup>, 2016.

**JAQUES HORN**

Secretary