



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 DECEMBER 23TH, 2013

DATE, TIME AND PLACE: On December 23th, 2013, at 3:00 pm, at the head offices of TIM Participações S.A. ("Company"), located in the City and State of Rio de Janeiro.

PRESENCE: The Company's Board of Directors meeting was held at the date, time and place above mentioned, in the presence of Messrs. Adhemar Gabriel Bahadian, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, Oscar Cicchetti and Rodrigo Modesto de Abreu, by means of audio conference, as provided in paragraph 2, Section 25 of the Company's By-laws. Justified absence of Messrs. Maílson Ferreira da Nóbrega, Patrizio Graziani and Piergiorgio Peluso. The meeting was also attended by Mr. Jaques Horn, Legal Officer and Secretary.

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

AGENDA: (1) To approve the Internal Rules of the Statutory Audit Committee; and (2) To approve the Related Parties Policy of the Company and its subsidiaries.

RESOLUTIONS: Upon review and discussion of the subjects included on the Agenda, the Board Members, by unanimous decision of the presents and with the abstention of the legally restricted, registered their decisions, as follows:

(1) The Board of Directors **approved** the Internal Rules of the Statutory Audit Committee, in



accordance with the proposed text and with the copy filed at the Company's head offices;

(2) The Board of Directors **approved** the Related Parties Policy of the Company and its subsidiaries, in accordance with the proposed text and with the copy filed at the Company's head offices. The rules of that policy are in force from this date and the policy must be disclosure to all areas of the Company and its subsidiaries.

CLOSING: With no further issues to discuss, the meeting was adjourned and these minutes drafted as summary, read, approved and signed by all the attendees Board Members: Messrs. Adhemar Gabriel Bahadian, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, Oscar Cicchetti and Rodrigo Modesto de Abreu.

I herein certify that these minutes are the faithful copy of the original version duly recorded in the respective book.

Rio de Janeiro, December 23th, 2013.

JAQUES HORN
Secretary and Legal Officer