



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 JUNE 13th, 2014.

DATE, TIME AND PLACE: On June 13th, 2014, at 08:30 a.m., at the head offices of TIM Participações S.A. ("Company"), located in the City and State of Rio de Janeiro.

PRESENCE: The Board of Directors' Meeting 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, Manoel Horacio Francisco da Silva, Mario Di Mauro, Oscar Cicchetti and Piergiorgio Peluso, in person or by means of video conference, in accordance with paragraph 2º, article 25 of Company's By-laws. Justified absence of Mr. Rodrigo Modesto de Abreu. Mr. Jaques Horn also attended this meeting as Secretary and Legal Officer.

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

AGENDA: (1) To resolve on the instruments resulting from the negotiation with OI Group related to the leased lines; (2) To resolve on the agreements for the purchase of handsets; e (3) To acknowledge about the activities carried out by the Statutory Audit Committee at its meeting held on June 06th, 2014.

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



(1) **To approve** the execution of the agreements related to the negotiation conducted by its subsidiary TIM Celular S.A. with companies of the OI Group, regarding the Dedicated Line Industrial Exploration Service (“leased lines”), according with the material presented by Mr. Carlo Filangieri and Mrs. Marzia Ostuni that is filed at the Company's head offices;

(2) After discussions regarding the material presented, the Members of the Board of Directors decided to postpone this resolution to a meeting at a date yet to be set, when the additional information requested by the Board will be presented.

(3) **To acknowledge** about the activities carried out by the Statutory Audit Committee, in the meeting held on June 06th, 2014, according to the report presented by Mr. Alberto Emmanuel Carvalho Whitaker, Coordinator of the Statutory Audit Committee, in which some recommendations were highlighted, according to a report filed at the Company's headquarters.

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, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, Mario Di Mauro, Oscar Cicchetti and Piergiorgio Peluso.

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

Rio de Janeiro (RJ), June 13th, 2014.

JAQUES HORN

Secretary