



**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 APRIL 18<sup>TH</sup>, 2013**

**DATE, TIME AND PLACE:** On April 18<sup>th</sup>, 2013, at 12:30pm, 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 of the Company was held at the date, time and place above mentioned, in the presence of Messrs. Adhemar Gabriel Bahadian, Francesca Petralia, Manoel Horacio Francisco da Silva, Oscar Cicchetti, Patrizio Graziani, Piergiorgio Peluso and Rodrigo Modesto de Abreu, either in person or by means of audio or video conference, as provided in paragraph 2, Article 25 of the Company's By-laws. It was registered the justified absence of Mr. Mailson Ferreira da Nóbrega. The meeting was also attended by Messrs. Mario Girasole, Regulatory and Institutional Affairs Officer, Carlo Filangieri, responsible for the Network Officer, and Jaques Horn, Legal Officer and Secretary.

**BOARD:** Mr. Manoel Horacio Francisco da Silva – Chairman; and Mr. Jaques Horn – Secretary.

**AGENDA:** (1) To resolve on the election of the Chairman of the Board of Directors; (2) To resolve on the election of the Secretary of the Board of Directors; (3) To resolve on the composition of the Compensation Committee; and (4) To authorize the execution of the service agreement related to the Ran Sharing Project LTE.

**RESOLUTIONS:** Upon review and discussion of the subjects 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) The Board **indicated and elected** Mr. Franco Bertone to the position of Chairman of the Board of Directors of the Company, with mandate until the Annual Shareholders Meeting of the Company which shall be held in the year of 2015. Shall be registered that Mr. Franco Bertone will take place in the position of a Board Member and, consequently, in the position of Chairman of the Board of Directors only after he has fulfilled all the legal formalities required for a permanent visa, provided that he will reside in the country. Therefore, during this period, Mr. Manoel Horacio Francisco da Silva will temporally hold the position of Chairman of the Board of Directors;

(2) The Board, according to its Internal Rules, **indicated and elected** Mr. Jaques Horn, Company's Legal Officer, to exercise the duties of the Secretary of the Board of Directors of the Company, until the first Board Meeting to be held after the Annual Shareholders Meeting of the Company of the year of 2014;

(3) The Board **indicated and elected** Messrs. Manoel Horacio Francisco da Silva, Oscar Cicchetti and Patrizio Graziani to compose the Compensation Committee, being Mr. Manoel Horacio Francisco da Silva Chairman of the referred Committee. All Board Members hereby elected to compose the Compensation Committee will be in the office until the Annual Shareholders Meeting to be held in the year of 2015;

(4) The Board, according to the presented material which shall be filed at the Company's head offices, **authorized** the execution of the service agreement related to the Ran Sharing Project LTE, to be entered into by TIM Celular S.A. ("TCEL") and TNL PCS S/A ("OI"), to be in force for fifteen (15) years, automatically renewed for successive periods of five (5) years, except otherwise expressed by the parties within a minimum of three years in advance. The scope of the agreement hereby approved encompasses: (i) the lease of rights of the access network and the backhaul of LTE 2.5 GHz; (ii) the sharing agreement between the parties; (iii) the network deployment in twelve (12) cities in the first year of the agreement, being that the inclusion of new cities in the scope of the project will depend on the approval of both parties, and (iv) the geographical division of new areas. Shall be registered that the execution of such agreement is



subjected to the approval of the Agência Nacional de Telecomunicações – ANATEL.

**CLARIFICATION AND 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, Manoel Horacio Francisco da Silva, Oscar Cicchetti, Patrizio Graziani, Piergiorgio Peluso 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, April 18<sup>th</sup>, 2013.

**JAQUES HORN**

Secretary and Legal Officer