



**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 14<sup>th</sup>, 2015**

**DATE, TIME AND PLACE:** April 14<sup>nd</sup>, 2015, at 2:15pm, at the headquarters of TIM Participações S.A. (“Company”), 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, Piergiorgio Peluso and Rodrigo Modesto de Abreu, 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.

**BOARD:** Mr. Franco Bertone – 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 Statutory Audit Committee; (4) To resolve on the composition of the Control and Risks Committee; and (5) To resolve on the composition of the Compensation Committee.

**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 of Directors **indicated and elected** Mr. Franco Bertone for 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 2017;

(2) The Board of Directors, 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 2017;

(3) The Board of Directors **indicated and elected** Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker and Herculano Anibal Alves to compose the Statutory Audit Committee. All Board Members hereby elected to compose the Statutory Audit Committee will be in the office until the Annual Shareholders Meeting to be held in the year of 2017;

(4) The Board of Directors **indicated and elected** Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone e Piergiorgio Peluso to compose the Control and Risks Committee. All Board Members hereby elected to compose the Control and Risks Committee will be in the office until the Annual Shareholders Meeting to be held in the year of 2017; and

(5) The Board of Directors **indicated and elected** Messrs. Francesca Petralia, Manoel Horacio Francisco da Silva and Oscar Cicchetti to compose the Compensation 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 2017.

**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. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, Mario Di Mauro, Oscar Cicchetti, 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 corporate book.



Rio de Janeiro (RJ), April 14<sup>th</sup>, 2015.

**JAQUES HORN**

Secretary