



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 24th, 2014.

DATE, TIME AND PLACE: On June 24th, 2014, at 09:00 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, Piergiorgio Peluso and Rodrigo Modesto de Abreu, in person or by means of video conference, in accordance with article 25, 2nd paragraph of the Company's By-laws. Mr. Jaques Horn also attended this meeting as Secretary and Legal Officer.

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

AGENDA: To resolve on the agreement for the purchase of handsets.

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:

To approve the agreement for the purchase of handsets from LG Eletronics do Brasil Ltda., Motorola Industrial Ltda. and Samsung Eletrônica da Amazônia Ltda., to supply TIM Celular S.A.'s operations and inventory for the second semester of 2014, considering the additions and cancellations mentioned in the presentations performed by Messrs. Rodrigo Modesto de Abreu,



Chief Executive Officer, and Daniel Junqueira Pinto Hermeto, Purchasing & Supply Chain Officer, and in accordance with Corporate Approval Requirement (SAS) Nrs. 14048, 14049 and 14050, that are filled at the Company's head offices.

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, 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 (RJ), June 24th, 2014.

JAQUES HORN

Secretary