



**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 13<sup>th</sup>, 2017**

**DATE, TIME AND PLACE:** December 13<sup>th</sup>, 2017, at 11.00 a.m., at TIM Participações S.A.'s head offices, in the City and State of Rio de Janeiro.

**PRESENCE:** The Board of Directors' Meeting of TIM Participações S.A. ("Company") was held at the date, time and place above mentioned, with the presence of Alberto Emmanuel Carvalho Whitaker, Enrico Barsotti, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva, Mario Cesar Pereira de Araujo and Stefano De Angelis, either in person or by means of videoconference, as provided in paragraph 2, Section 25 of the Company's By-laws. The meeting was also attended by Mr. Jaques Horn, Legal Officer and Secretary. Justified absences of Messrs. Enrico Zampone, Mario Di Mauro Nicoletta Montella and Sabrina Valenza.

**BOARD:** Mr. Mario Cesar Pereira de Araujo – Chairman; and Mr. Jaques Horn – Secretary.

**AGENDA:** **(1)** To acknowledge on the activities carried out by the Statutory Audit Committee; **(2)** To acknowledge on the activities carried out by the Control and Risks Committee; **(3)** To acknowledge on the activities carried out by the Compensation Committee; **(4)** To resolve on the Proposal of the Long Term Bonus Program of the Company; **(5)** To resolve on the Annual Work Plan of the Internal Audit for 2018; **(6)** To resolve on the Annual Work Plan of the Board of Directors for 2018; **(7)** To resolve on the supply of goods and/or services agreements to be entered between, on one side, the subsidiaries of the Company, TIM Celular S.A. and/or TIM S.A., and, on the other side, Telecom Italia Sparkle S.p.A, Telecom Italia S.p.A and Italtel Brasil Ltda.; **(8)** To resolve on the CAE's budget for the calendar-year of 2018; and **(9)** To acknowledge on the Projects of Instituto TIM and to resolve on the donations.

**RESOLUTIONS:** Upon review and discussion of the subjects included on the Agenda, the Board Members, unanimously by those present at the meeting and with the expressed abstention of the legally restricted, decided to register the discussions as follows:

**CONT. MINUTES OF THE BOARD OF DIRECTORS' MEETING OF TIM PARTICIPAÇÕES S.A.**

**December 13<sup>th</sup>, 2017**

(1) **Acknowledged** on the activities carried out by the Statutory Audit Committee (“CAE”), on its meetings held on December 11<sup>th</sup> and 12<sup>th</sup>, 2017, as per Mr. Alberto Emmanuel Carvalho Whitaker’s report, Coordinator of the CAE.

(2) **Acknowledged** on the activities carried out by the Control and Risks Committee (“CCR”), on its meeting held on December 12<sup>th</sup>, 2017, as per Mr. Herculano Aníbal Alves’ report, Chairman of the CCR.

(3) **Acknowledged** on the activities carried out by the Compensation Committee (“CR”) on its meeting held on December 13<sup>th</sup>, 2017, as per Mr. Mario Cesar Pereira de Araujo’s report, Chairman of the CR.

(4) **Approved** the proposal of the Long Term Bonus Program of the Company, based upon the favorable opinion of the CR, on its meeting held on December 13<sup>th</sup>, 2017, and according to the material presented by Mr. Giovane Costa, *Human Resources* Director, which is filed at the Company’s head offices.

(5) **Approved** the Work Plan of the Internal Audit for the first quarter of 2018, based upon the favorable opinion of the CAE registered on its meeting held on December 12<sup>th</sup>, 2017, and according to the material presented by Mr. Alberto Ragazzini, Internal Audit Director, which is filed at the Company’s head offices. The Work Plan of the Internal Audit including all the activities planned for the year of 2018 will be submitted for the approval of the Board opportunely.

(6) **Approved** the Work Plan of the Board of Directors for the year of 2018.

(7) Based upon the CAE’s favorable opinion, registered on its meeting held on December 12<sup>th</sup>, 2017, and according to the material presented which is filed at the Company’s head offices, **approved**: (i) the supply of services agreement between TCEL and Telecom Italia Sparkle S.p.A.; (ii) the supply of

**CONT. MINUTES OF THE BOARD OF DIRECTORS' MEETING OF TIM PARTICIPAÇÕES S.A.**

**December 13<sup>th</sup>, 2017**

services agreement between TCEL and Telecom Italia S.p.A.; and (iii) the supply of goods and services agreement between TCEL and Italtel Brasil Ltda.

**(8)** As provided by CVM Instruction nº 509/2011 and the Internal Rules of the CAE, **approved** the budget allocation of the Statutory Audit Committee of the Company for the calendar-year of 2018, to address the ordinary expenses of the Committee, according to the material presented which is filed at the Company's head offices.

**(9)** **Acknowledged** on the activities performed by the Instituto TIM up to end of the year 2017 and the projects planned for the year of 2018, and **approved** the allocation of financial resources from the subsidiaries of the Company, TCEL and/or TIM S.A., authorizing, among others, the donations proposed, all according to the material presented which is filed 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 attendees Board Members: Alberto Emmanuel Carvalho Whitaker, Enrico Barsotti, Herculano Aníbal Alves, Manoel Horacio Francisco da Silva, Mario Cesar Pereira de Araujo and Stefano De Angelis.

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), December 13<sup>th</sup>, 2017.

**JAQUES HORN**

**Secretary**