



**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 SEPTEMBER 26<sup>TH</sup>, 2012**

**DATE, TIME AND PLACE:** On September 26<sup>th</sup>, 2012, at 01:00pm, 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. Manoel Horacio Francisco da Silva, Gabriele Galateri di Genola e Suniglia, Andrea Mangoni, Carmelo Furci, Stefano de Angelis, Adhemar Gabriel Bahadian, Oscar Cicchetti and Maílson Ferreira da Nóbrega, either in person or by means of audio conference, as provided in paragraph 2, Section 25 of the Company's By-laws. The meeting was also attended by Messrs. Claudio Zezza, *Chief Financial Officer*, Daniel Junqueira Pinto Hermeto, *Purchasing & Supply Chain Officer*, Roge Sole Rafols, *Chief Marketing Officer*, and Mrs. Simone Paulino, Secretary.

**BOARD:** Mr. Manoel Horacio Francisco da Silva – Chairman; and Mrs. Simone Paulino – Secretary.

**AGENDA:** (1) To resolve on the election of Mr. Andrea Mangoni as Chief Executive Officer of the Company; (2) To resolve on the hiring of a Purchasing Agent, in connection with supply agreements entered into TIM Celular SA and Apple Incorporation; and (3) Other matters of general interest of the Company.

**RESOLUTIONS:** Upon review and discussion of the subjects included in the Agenda, as well as the related material, which shall be duly filed in the Company's head offices, the Board Members registered their decisions as follows: (1)(1.1) **To elect**, by unanimous decision, Mr. Andrea Mangoni for the position of Chief Executive Officer of the Company, who informed that will sign the Instrument of Investiture and the others statements within the legal terms. Shall be registered the



express abstention of Mr. Andrea Mangoni on this item of the agenda and the Board Members' statements, which reaffirmed their trustworthiness in the leadership of Mr. Andrea Mangoni and in his commitment to the success of the Company; **(1.2)** Due to the modifications above, it was **ratified** the new structure of the Company's Board of Statutory Officers that shall consist of eight (8) Offices, denominated as follows: **Andrea Mangoni, Chief Executive Officer**, Italian citizen, married, Bachelor in Administration, bearer of the RNE n° V833403-B, issued by CGPI/DIREX/DPF, valid until July 05<sup>th</sup>, 2017, enrolled with the CPF/MF under Nr. 061.139.837-06; **Claudio Zezza, Chief Financial Officer**, Italian citizen, married, Bachelor in Economics, bearer of the RNE n° V561718-0, issued by CGPI/DIREX/DPF, enrolled with the CPF/MF under Nr. 060.808.147-73; **Lorenzo Federico Zanotti Lindner, Chief Operations Officer**, Brazilian citizen, single, Bachelor in Economics, bearer of the Identity Card Nr. 09.631.430-7, issued by IFP/RJ, issued on June 10<sup>th</sup>, 1991, enrolled with the CPF/MF under Nr. 025.275.667-31; **Daniel Junqueira Pinto Hermeto, Purchasing & Supply Chain Officer**, Brazilian citizen, married, Electric Engineer, bearer of the Identity Card Nr. 23.804.412-9, issued by SSP/SP, enrolled with the CPF/MF under Nr. 004.078.756-70; **Mario Girasole, Regulatory and Institutional Affairs Officer**, Italian citizen, married, Bachelor in Economics, bearer of the RNE n° V396929-V, issued by CGPI/DIREX/DPF, valid until August 21<sup>st</sup>, 2018, enrolled with the CPF/MF under Nr. 059.292.237-50; **Roger Sole Rafols, Chief Marketing Officer**, Spanish citizen, married, Bachelor in Administration, bearer of the RNE n° V345882-T, issued by CGPI/DIREX/DPF, valid until September 20<sup>th</sup>, 2016, enrolled with the CPF/MF under Nr. 057.977.907-69; **Rogério Tostes Lima, Investor Relations Officer**, Brazilian citizen, married, Bachelor in Administration, bearer of the Identity Card Nr. MG-4380990, issued by SSP/MG, enrolled with the CPF/MF under Nr. 698.713.966-00; e **Jaques Horn, Legal Officer**, Brazilian citizen, married, Lawyer, bearer of the Identity Card Nr. 70.654, issued by OAB/RJ, enrolled with the CPF/MF under Nr. 846.062.237-15, all domiciled in Avenida das Américas, Nr. 3434, Frist Building, Barra da Tijuca, City and State of Rio de Janeiro. All Officers shall remain in the office until the first Board of Directors' meeting to be held after the Annual Shareholders' Meeting of the year 2014; **(1.3)** In view of the election of the new Chief Executive Officer of the Company, the Board of Directors **ratified** the empowerment of the Company's Statutory Officers, pursuant to paragraph 1, Section 30 of the Company's By-Laws. Therefore, the Chief Executive Officer of the Company shall have the authority to, acting individually, carry out any and all act and sign any and all document on behalf of the Company, provided the respect to the limits established by law and by the Company's By-laws. The additional Company's Statutory Officers, within their respective areas, shall have the authority to,



acting individually, carry out acts and sign documents on behalf of the Company, in compliance with the Company's By-laws and within the following empowerment: (a) Chief Financial Officer: for financial and treasury operations, including borrowing and lending, authorizing and making payments, transfers, investments and withdrawals, assignment and discount of bonds, up to a maximum amount of thirty million Reais (R\$ 30,000,000.00) per operation or serial of related operations; and; (b) Chief Financial Officer, Chief Operations Officer, Purchasing & Supply Chain Officer, Regulatory Affairs and Institutional Officer, Chief Marketing Officer, Investor Relations Officer and Legal Officer: up to a maximum amount of five million Reais (R\$ 5,000,000.00) per operation or serial of related operations. The Company's Statutory Officers shall have the authority to grant powers-of-attorney on behalf of the Company up to their respective empowerment set forth above and provided the respect to the Company's By-laws; (2) **To approve**, by the majority decision, the execution of an agreement between TIM Celular S.A. ("TCEL") and Allied Advanced Technologies S.A. ("Allied"), for Allied acts as a Purchasing Agent in connection with the supply agreements entered into TCEL and Apple Incorporation ("Apple"), in order to lengthen the term of payment of Apple products, all in accordance with the material presented and filed at the Company's head offices. Shall be registered the dissenting opinion of the Board Member Mr. Carmelo Furci, due to the procedures and the timing adopted by the Company in sending the material; and (3) No other subjects were discussed by the Board of Directors.

**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. Manoel Horacio Francisco da Silva, Gabriele Galateri di Genola e Suniglia, Andrea Mangoni, Stefano de Angelis, Adhemar Gabriel Bahadian, Oscar Cicchetti and Maílson Ferreira da Nóbrega, with exception of Mr. Carmelo Furci, who did not agree with the text herein consigned.

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

Rio de Janeiro, September 26<sup>th</sup>, 2012.

**SIMONE PAULINO DE BARROS**

Secretary