



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 14th, 2017

DATE, TIME AND PLACE: June 14th, 2017, at 9.00 a.m., 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 Messrs. Alberto Emmanuel Carvalho Whitaker; Elisabetta Colacchia; Enrico Barsotti; Enrico Zampone; Herculano Aníbal Alves; Manoel Horacio Francisco da Silva; Mario Cesar Pereira de Araujo; Nicoletta Montella; Sabrina Valenza 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.

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

AGENDA: **(1)** To acknowledge on the activities carried out by the Control and Risks Committee; **(2)** To acknowledge on the activities carried out by the Statutory Audit Committee; **(3)** To acknowledge on the independence statement of the external auditors of the Company; **(4)** To acknowledge on the assets sale project status (towers) of the subsidiaries of the Company; **(5)** To resolve on the study of corporate reorganization; **(6)** To resolve on the proposal of new corporate governance rules; **(7)** To resolve on the proposal of vote regarding the changes of the *Regulamento do Novo Mercado*; **(8)** To resolve on the proposal of the statutory officers financial limits; **(9)** To resolve on the agreement for the supply of services between the wholly-owned subsidiary of the Company, TIM Celular S.A., and Telecom Italia S.p.A.; and **(10)** To resolve on agreements for the supply of goods and/or services between the subsidiaries of the Company, TIM Celular S.A. and/or Intelig Telecomunicações Ltda., and Italtel do Brasil Ltda.

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:

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(1) Acknowledged on the activities carried out by the Control and Risks Committee (“CCR”), at its meeting held on June 13th, 2017, in accordance with the report presented by Mr. Herculano Aníbal Alves, Chairman of the CCR.

(2) Acknowledged on the activities carried out by the Statutory Audit Committee (“CAE”), at its meetings held on May 11th, May 30th and June 13th, 2017, in accordance with the report presented by Mr. Alberto Emmanuel Carvalho Whitaker, Coordinator of the CAE.

(3) Acknowledged on the Independence Statement provided by BDO RCS Auditores independentes S.S., independent auditors of the Company, for the fiscal year ended on December 31st, 2016, in accordance with the Brazilian Accounting Standard (NBC) TA 260 (R2) – Communication with those Charged with Governance, and the Independence Statement provided by *PricewaterhouseCoopers* (“PwC”), independent auditors of the subsidiaries of the Company, for the fiscal year ended on December 31st, 2016, in accordance with the 3526 Rule of the Public Company Accounting Oversight Board – PCAOB, regarding the obligation to declare the independence of PwC in relation to the Company and its administration.

(4) Acknowledged on the assets sale project status (towers) owned by the subsidiaries of the Company, in accordance with the material which is filed at the Company's head offices.

(5) After a preliminary presentation related to the possibility of reorganizing the corporate structure of the Company’s controlled companies, in order to capture operational and financial optimizations, the members of the Board of Directors **authorize** the Company’s administration to proceed with internal studies and to hire external consultants, if necessary, to assess the feasibility of the initiative and the conditions for its implementation.

(6) Approved the proposal for the new corporate governance rules of the Company and its subsidiaries, in accordance with the material which is filed at the Company's head offices.

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(7) Approved the proposal of vote regarding the changes of the *Regulamento do Novo Mercado*, in accordance with the material which is filed at the Company's head offices.

(8) The resolution regarding this item of the agenda was postponed to a future meeting of this Board, on a date to be defined.

(9) Approved the execution of the agreement for the supply of *roaming* services in ships, to be entered into between the subsidiary of the Company, TIM Celular S.A., and Telecom Italia S.p.A., effective from April, 2017 to March, 2018, in the amount of R\$ 185,307.00 (one hundred and eighty-five thousand, three hundred and seven Reais), considering the Statutory Audit Committee's favorable opinion, at its meeting held on May 11th, 2017.

(10) Approved the supply of services and goods to be entered into between the subsidiaries of the Company, TIM Celular S.A. and/or Intelig Telecomunicações Ltda., and Italtel Brasil Ltda., regarding the following agreements: **(i)** the platform implementation services responsible for the control of business rules, policies of use, services information, status and user data package, effective from June, 2016 to July, 2019, in the amount of R\$23,298,151.00 (twenty three million, two hundred and ninety-eight thousand, one hundred and one Reais), for the second and third years of the agreement, considering the Statutory Audit Committee's favorable opinion, at its meeting held on May 10th, 2016; **(ii)** provision of technical assistance and hardware repair services, effective from July, 2016 to June, 2017, in the amount of up to R\$31,479,564.00 (thirty-one million, four hundred and seventy-nine thousand, five hundred and sixty-four Reais), for the second and third years of the agreement, considering the Statutory Audit Committee's favorable opinion, at its meeting held on May 10th, 2016; **(iii)** the implementation of new DWDM long distance routes, for the data and voice traffic support in the North and Northeast regions of Brazil, effective from June, 2017 to May, 2018, in the amount of up to R\$8,755,978.00 (eight million, seven hundred and fifty-five thousand, nine hundred and seventy-eight Reais), considering the Statutory Audit Committee's favorable opinion, at its meeting held on June 13th, 2017; **(iv)** the expansion of the DNS on Core EPC TIM, effective from June, 2017 to December, 2017, in the amount of up to R\$1,043,383.50 (one million, forty-three thousand, three hundred and eighty-three Reais and fifty cents), considering the Statutory Audit



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Committee's favorable opinion, at its meeting held on June 13th, 2017; and **(v)** the supply of services of route migration, connected clients, decommissioning and development of software, effective from June 2017, to December, 2017, in the amount of up to R\$493,043.00 (four hundred and ninety-three thousand and forty-three Reais), considering the Statutory Audit Committee's favorable opinion, at its meeting held on June 13th, 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. Alberto Emmanuel Carvalho Whitaker; Elisabetta Colacchia; Enrico Barsotti; Enrico Zampone; Herculano Aníbal Alves; Manoel Horacio Francisco da Silva; Mario Cesar Pereira de Araujo; Nicoletta Montella; Sabrina Valenza 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), June 14th, 2017.

JAQUES HORN

Secretary