



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 OCTOBER 30TH, 2012

DATE, TIME AND PLACE: On October 30th, 2012, at 9:00am, 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, Stefano de Angelis, Oscar Cicchetti, Maílson Ferreira da Nóbrega and Adhemar Gabriel Bahadian either in person or by means of audio or video conference, as provided in paragraph 2, Article 25 of the Company's By-laws. It was registered the justified absence of Mr. Carmelo Furci. The meeting was also attended by Messrs. Alberto Emmanuel Carvalho Whitaker, Chairman of the Company's Statutory Audit Committee, Claudio Zezza, Chief Financial Officer, Lorenzo Federico Zanotti Lindner, Chief Operations Officer, Rogério Tostes Lima, Investor Relations Officer, Roger Sole Rafols, Chief Marketing Officer, Daniel Junqueira Pinto Hermeto, Purchasing & Supply Chain Officer, Ana Cristina Oliveira, responsible for the Quality Department, and Jaques Horn, Legal Officer and Secretary, as well as the representative of PricewaterhouseCoopers ("PwC"), independent auditors of the Company, Mr. Andrea Costa.

BOARD: Mr. Manoel Horacio Francisco da Silva – Chairman; and Mr. Jaques Horn – Secretary.

AGENDA: (1) To acknowledge about the Quarterly Information Report ("ITRs") of the third quarter of 2012; (2) To acknowledge about and evaluate the terms of the independence statement of PwC, informing that it fulfills the independence requirements; 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 filed at the Company's head offices, 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 **acknowledged** about the Company's ITRs' Report, dated as of September 30th, 2012, in accordance with the information provided by the Company's Administration. The Board Members were informed about the favorable opinions issued by Statutory Audit Committee and by the independent auditors of the Company, PwC. Such report was subjected to a limited review by the independent auditors, PwC; **(2)** The Board of Directors **acknowledge** about the terms of the Independence Statement issued by PwC, pursuant to Rule 3526 of the Public Company Accounting Oversight Board ("PCAOB"), which obligates PwC to set forth its independence in relation to the Company and its administration; and **(3)** Regarding other matters of general interest of the Company, the Board of Directors acknowledge about the network quality plan follow-up report according with the parameters presented to National Agency of Telecommunications – ANATEL. The Board Members also approved the format of such report which will be monthly sent to them, as defined at the Board of Directors' Meeting held on September 5th, 2012.

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, Oscar Cicchetti, Maílson Ferreira da Nóbrega and Adhemar Gabriel Bahadian.

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

Rio de Janeiro (RJ), October 30th, 2012.

JAQUES HORN

Secretary and Legal Officer