



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 APRIL 2nd, 2015**

DATE, TIME AND PLACE: April 2nd, 2015, at 1:00pm, at the headquarters of TIM Participações S.A. ("Company"), 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, Oscar Cicchetti, Piergiorgio Peluso and Rodrigo Modesto de Abreu, either in person or by means of videoconference, as provided in paragraph 2, Article 25 of the Company's By-laws. Justified absence of Mr. Mario Di Mauro. The meeting was also attended by Mr. Jaques Horn, Legal Officer and Secretary.

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

AGENDA: (1) Report on the activities carried out by the Statutory Audit Committee; (2) Report on the activities carried out by the Control and Risks Committee; (3) Report on the constitution of the EAD – Managing Entity for the Redistributing and Channel and TV and RTV Scan Process; and (4) To resolve on the supply of goods and services agreements to be entered between TIM Celular S.A. and Italtel Brasil Ltda.

RESOLUTIONS: Upon review and discussion of the subjects included in the Agenda, the Board Members, by unanimous decision of all those present and with the expressed abstention of the legally restricted, registered their decisions, as follows:



(1) **To acknowledge** the activities carried out by the Statutory Audit Committee at its meeting held on April 1st, 2015, in accordance with the report presented by Mr. Alberto Emmanuel Carvalho Whitaker, Coordinator of the Statutory Audit Committee;

(2) **To acknowledge** the activities carried out by the Control and Risks Committee at its meeting held on April 1st, 2015, in accordance with the report presented by Mr. Franco Bertone, Chairman of the Control and Risks Committee;

(3) **To acknowledge** the main aspects related to the constitution of the Managing Entity for the Redistributing and Digitalization the Channels of TV and RTV ("EAD"), in accordance with the obligations assumed regarding the Auction Nr. 2/2014 of the National Telecommunications Agency ("ANATEL") in order to authorize the use of the 700 MHz radiofrequency. Additionally, the Board members were informed of the appointment ANATEL by Messrs. Mario Girasole and Leonardo Capdeville to represent the Company in Group of Implementation of the Process for the Redistributing and Digitalization the Channels of TV and RTV ("GIRED"), in accordance with the Act No. 1435/2014, published in the National Official Gazette in December 16th, 2014, Section 2, Page 37; and

(4) **To acknowledge and approve** the execution of contracts for the provision of equipment and services to be entered into between TIM Celular S.A. ("TCEL") and Italtel Brasil Ltda. ("ITALTEL"), for the projects related to Backbone IP/MPLS and FTTS-IP/MPLS and related to the Support Server Maintenance, in the amount of R\$ 55,770,244.51 (fifty five million, seven hundred and seventy thousand, two hundred and forty-four Reais and fifty-one cents). The Board Members considered the favorable opinion of the CAE, and the material presented and filed at the Company's head offices.

The board members were informed about the results obtained through the self-assessment of the board, and, after discussions carried on, approved the proposals made by the CCR, according to the material presented and 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: Messrs. Adhemar Gabriel Bahadian, Alberto Emmanuel Carvalho Whitaker, Francesca Petralia, Franco Bertone, Manoel Horacio Francisco da Silva, 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 corporate book.

Rio de Janeiro (RJ), April 2nd, 2015.

JAQUES HORN

Secretary