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A Publicly Listed Company - CVM Registration Number 1732-9

MINUTES OF THE NINETY-SIXTH MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On April 17, 2009 at 4:00 p.m. at Av. Almirante Barroso, 52, 14th floor, room 1401 in the city and state of Rio de Janeiro, subsequent to its regular convening, a meeting of the Board of Directors of Tractebel Energia S.A. was held, the following effective board members being present: Maurício Stolle Bähr, Victor-Frank de Paula Rosa Paranhos, Luiz Leonardo Cantidiano Varnieri Ribeiro, José Pais Rangel, Luiz Antonio Barbosa and José Carlos Cauduro Minuzzo, and in the justified absence of the effective board members Dirk Beeuwsaert and Jan Franciscus Maria Flachet, the alternates, Gil de Methodio Maranhão Neto and Luiz Eduardo Simões Viana, representing the majority of the board members. The meeting was presided by the Director, Maurício Stolle Bähr, who proposed that I, Osmar Osmarino Bento, should act as the meeting's secretary, the proposal being duly seconded by the other Directors. Welcoming those present, the President called the meeting to order placing the matters on the **Agenda of the Day** in discussion as itemized in the **Convening Notice CA-003/2009** of April 14, 2009 as follows: **Item 1** – to ratify the final rate for calculating the remuneration of the Company's 3rd (third) debenture issue ("Debentures") as established through the bookbuilding procedure executed by the intermediating institutions responsible for the public distribution of the Debentures ("Offering") as approved at the 94th Meeting of this Board of Directors on February 16, 2009 ("94th RCA"); **Item 2** – to ratify the engagement of BB – Banco de Investimento S.A., HSBC Corretora de Títulos e Valores Mobiliários S.A. and Banco Santander S.A. for participation in the Offering under a firm guarantee placement regime of the Debentures, for this reason, partial distribution of the Debentures not being permitted, the Offering thus deemed to have been concluded with the subscription and paying in of the total of the Debentures during the term allocated for placement; and **Item 3** – rectify the items "Placement and Distribution Procedure" and "Negotiation" of the minutes of the 94th RCA; **Item 4** – approve the granting of bank letters of guarantee; and **Item 5** – to deliberate upon matters of general interest to the company. **RESOLUTIONS:** Following discussion of the matters on the agenda, the President put the said matters to the vote, the Directors resolving as follows: **Item 1** – to **unanimously** ratify the final rate for calculating the remuneration of the Debentures, as defined in the bookbuilding procedure by the intermediating financial institutions responsible for the Offering for collection of investment intentions in the Debentures at different levels of remuneration, in such a way that the Debentures shall be entitled to remuneration corresponding to the accumulation of 117% (one hundred and seventeen per cent) of the daily averages of the extra group overnight interbank deposit rate, denominated "Extra Group Overnight Deposit Rate", expressed as an annual percentage on a 252 (two hundred and fifty-two) business day/year basis, calculated and published daily by CETIP S.A. – OTC Clearing House ("Remuneration"). The Remuneration shall be calculated in accordance with the terms of the "Private Indenture Instrument of the 3rd Issue of Non-Convertible Simple Debentures of Tractebel Energia S.A.", which shall be the subject of an amendment to reflect this resolution; **Item 2** – To **unanimously** ratify the engagement of BB – Banco de Investimento S.A., HSBC Corretora de Títulos e Valores Mobiliários S.A. and Banco Santander S.A. in conjunction

with Banco Votorantim S.A., for participation in the Offering under a firm guarantee placement regime for the Debentures, for this reason the partial distribution of the Debentures not being permitted, the Offering thus deemed as being concluded with the subscription and paying in of the total of the Debentures within the term allocated for placement of the Offering; **Item 3** – To rectify the sections of Item 2 of the minutes of 94th RCA, to read as follows: "(xv) **Placement and Distribution Procedure:** the Debentures shall be the object of a Public Offering, under a firm guarantee placement regime, the total value of the firm guarantee being R$ 600,000,000.00 (six hundred million Reais) with the intermediation of intermediating institutions, members of the securities distribution system. There shall be no anticipated reservations, nor the establishment of minimum or maximum lots, the participating intermediating institutions in the Public Offering, with the express and prior acquiescence of the Company, shall organize a distribution plan, having as a target public private individuals and legal entities, investment funds, pension funds, asset managers, institutions authorized to operate by the Central Bank of Brazil, insurance companies, complementary social security and capitalization entities and other investors considered institutional or qualified, and ensure that the treatment granted to all the investors is fair and equitable. The partial distribution of the Debentures shall not be permitted such that the Public Offering shall only be deemed as concluded with the subscription and paying in of the totality of the Debentures"; and "(xvi) **Distribution and Negotiation:** the Debentures shall be registered for (a) distribution in the primary market through the Securities Distribution System - SDT administered and operated by CETIP and through BOVESPAFIX, administered by BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange ("BOVESPAFIX"), and (b) negotiation in the secondary market through the Securities Distribution System - SND administered and operated by CETIP, and BOVESPAFIX, administered by BM&FBOVESPA."; and **Item 4** – To **unanimously** approve, pursuant to DD-383-0001 of April 14, 2009 and filed at the Company's registered offices, the granting of guarantees through bank guarantees, in favor of: ***(i)*** the Clearing House and Custody Agent engaged by Electric Power Trade Board – CCEE, in the value of 100% (one hundred per cent) of the amount calculated by the CCEE, for compliance with the requirements established in the CCEE's Operation Regulations and Operational Financial Settlement Procedures; and ***(ii)*** of Itá Energética S.A. – ITASA, for compliance with the requirements established under the Energy Purchase Agreement ("Agreement") signed between the Company and ITASA on January 15, 2001 for the value of 100% (one hundred percent) of the value calculated pursuant to the criteria established in the Agreement. The Management Board is hereby authorized to adopt all the necessary present and future measures, arising from this resolution as well as all acts already practiced being duly ratified. **Conclusion:** The floor being given to the Directors present and in addition to the detailed discussions conducted with respect to the resolutions on the matters on the agenda, and no other issues being raised, the President proceeded to declare the work of the meeting concluded, requesting that I, as Secretary, draft these minutes. The said minutes, having been subsequently read and found correct, were duly signed by the members of the Board of Directors present, including the President, and by myself as Secretary. Rio de Janeiro RJ, April 17, 2009.

Maurício Stolle Bähr
Director - President

Victor-Frank de Paula Rosa Paranhos
Director

(continuation of the signatures of the minutes of the 96th Meeting of the Board of Directors of the Company, held on April 17 2009)

Luiz Leonardo Cantidiano Varnieri Ribeiro
Director

José Pais Rangel
Director

José Carlos Cauduro Minuzzo
Director

Luiz Antonio Barbosa
Director

Luiz Eduardo Simões Viana
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Osmar Osmarino Bento
Secretary