CNPJ/MF 02.474.103/0001-19 – NIRE 4230002438-4
A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE ONE HUNDRED AND FIFTY-SECOND MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On May 31, 2016, at 2:00 p.m., at Av. Almirante Barroso, 52, 14th floor, room 1401, in the City and State of Rio de Janeiro, following its regular convening, a meeting of the Board of Directors of Tractebel Energia S.A. was held, the following Effective Members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, José Pais Rangel, Luiz Leonardo Cantidiano Varnieri Ribeiro, Roberto Henrique Tejada Vencato and, in the light of the justified absence of the Directors Dirk Achiel Marc Beeuwsaert and Shankar Krishnamoorthy, their respective alternates Gil de Methodio Maranhão Neto and Gustavo Henrique Labanca Novo. The meeting was chaired 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 Chair called the meeting to order, placing the matters on the Agenda of the Day in discussion as itemized in the Convening Notice CA-0004/2016 of May 23, 2016, as follows: 1 – Matters for Resolution: 1.1 - To approve corporate policies; 1.2 – To approve the issue of infrastructure debentures; and 1.3 – Elect the New Chief Executive Officer. RESOLUTIONS: After some clarifications were provided on items 1.1 and 1.2, the topics were removed from the agenda, and must be resubmitted as appropriate to this Board. In continuance, the Chair placed before a vote item 1.3 of the Agenda, with the Directors resolving as follows: item 1.3 – As a result of the succession process, a unanimous vote elected as **Chief Executive Officer** of the Company Mr. **EDUARDO ANTONIO GORI SATTAMINI**, a citizen of Brazil, married, economist, bearer of identity card number 04748820-0-IFP/RJ, enrolled in the tax register (CPF/MF) under number 821.111.117-91, residing in the city of Florianópolis/SC and with professional domicile, pursuant to the contents of Article e 72 of the Brazilian Civil Code, at Rua Paschoal Apóstolo Pítsica, n.º 5064, Bairro Agronômica, CEP 88025-255, Florianópolis/SC, where he will shall receive judicial summonses and notifications, for a term beginning on July 1, 2016 through to completion of the current Executive Board's term, that is, May 4, 2019. Until a new Finance and Investor Relations Officer is elected the new Chief Executive Officer shall accumulate the two positions. Acknowledging the relevant services rendered to the Company, the Chair thanked Mr. Manoel Arlindo Zaroni Torres for his endeavor and dedication, emphasizing his relevant contribution to the Company's growth, highlighting the results that the Company achieved in the entire period during which he was Chief Executive Officer, and wishing success to his replacement, all of which the other Directors seconded. **Conclusion**: The floor being given to the Directors present and in addition to the discussions conducted with respect to the matters on the agenda, and no other issues being raised, the time and themes discussed at this meeting being monitored by me, the Secretary, pursuant to the Monitoring of Time and Themes Report, this document being initialed by the members of the chair and placed on record at the registered offices of the Company, the Chair 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 Chair, and by myself. Rio de Janeiro/RJ, May 31, 2016.

Maurício Stolle Bähr
Director and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

Roberto Henrique Tejada Vencato
Director

Luiz Leonardo Cantidiano Varnieri Ribeiro
Director

José Pais Rangel
Director

Gil de Methodio Maranhão Neto
Alternate Director

Gustavo Henrique Labanca Novo
Alternate Director