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A Publicly Listed Company - CVM Registration Number 1732-9

MINUTES OF THE ONE HUNDRED AND FORTIETH MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On December 12, 2014, beginning and 9:0 a.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 full members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, José Pais Rangel, Antônio Alberto Gouvêa Vieira, Roberto Henrique Tejada Vencato and, in the light of the justified absence of the directors Dirk Achiel Marc Beeuwsaert, Guy Marie Numa Joseph Ghislain Richelle and Willem Frans Alfons Van Twembeke, their respective alternates Gil de Methodio Maranhão Neto, Luiz Eduardo Simões Viana and José Carlos Cauduro Minuzzo. The work of the meeting was chaired by Director Maurício Stolle Bähr, who proposed that I, José Moacir Schmidt, 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-0011/2014 of December 05, 2014, as follows: 1. Matters for Deliberation - Item 1.1 – To approve the EPC for implementation of the Pampa Sul Thermal Power Plant and the coal supply agreement; Item 1.2 – To approve the supply agreement for wind generators for the Campo Largo Complex – 1st Phase; and 1.3 – To approve the Budget for the 2015 corporate period. **RESOLUTIONS**: Initially, the President informed the other Directors of the Company's management's decision to honor former Officer Mr. Miroel Makiolke Wolowski, who passed away in October 2011, for services rendered to the GDF SUEZ group, and in particular for his efforts and devotion in the development of the Pampa Sul Project, such honor to involve changing the name of the Pampa Sul Thermal Power Plant to Miroel Wolowski Thermal Power Plant – UTMW, such change to occur officially after all consents and licenses still pending under the Pampa Sul Thermal Power Plant's name are resolved. The Directors then decided as follows: 1. Matters for Deliberation – Item 1.1 – Pursuant to DD-566-0001, of December 08, 2014, and the presentation made, which documents shall remain on file with the Company, and after clarifications provided to the Directors, the Directors unanimously approved EPC and coal Supply Agreements for the UTMW, entered into respectively with Shandong Electric Power Engineering Consulting Institute Corporation Limited – SDEPCI and with Seival Sul Mineração – SSM; Item 1.2 – Also pursuant to the DD mentioned in the preceding item and the presentation made, which documents shall remain on file with the Company, the Directors unanimously approved the Wind Generators Supply and Installation Agreement entered into with Alstom Energias Renováveis Ltda; and Item 1.3 – Pursuant to DD-565-0001, of December 1, 2014, and the presentation made, which documents shall remain on file with the Company, and after appropriate clarification was provided in connection with enquiries posed, the Directors unanimously approved, The Operating and Investment Expenses Budget for the 2015 corporate period. **Conclusion**: The floor being given to the Directors present and in addition to the discussions conducted with respect to the resolutions on 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 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 myself. Rio de Janeiro/RJ, December 12, 2014.

Maurício Stolle Bähr
Chairman of the Board and Chair

José Moacir Schmidt
Secretary

Manoel Arlindo Zaroni Torres
Director

Antônio Alberto Gouvêa Vieira
Director

Roberto Henrique Tejada Vencato
Director

José Pais Rangel
Director

Gil de Methodio Maranhão Neto
Alternate Director

José Carlos Cauduro Minuzzo
Alternate Director

Luiz Eduardo Simões Viana
Alternate Director