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A Publicly Listed Company - CVM Registration - 1732-9

MINUTES OF THE ONE HUNDRED AND FORTY-FIFTH MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On November 6, 2015 beginning 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, Dirk Achiel Marc Beeuwsaert, Philip Julien De Cnudde, Willem Frans Alfons Van Twembeke, José Pais Rangel, Antônio Alberto Gouvêa Vieira, Roberto Henrique Tejada Vencato and Luiz Eduardo Simões Viana. Also attending the meeting were Messrs. Paulo de Resende Salgado, President of the Fiscal Council, Eduardo Antonio Gori Sattamini, Chief Financial and Investor Relations Officer, José Luiz Jansson Laydner, Projects Development and Installation Officer and José Carlos Cauduro Minuzzo, Energy Production Officer. The work of the meeting was chaired by the 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 remaining 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-0005/2015 of October 30, 2015 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the Account Statements for the 3rd Quarter 2015; Item 1.2 - To approve the credit of interest on shareholders' equity for the period from January 1 to December 31, 2015; Item 1.3 – To approve the acquisition by the Pampa Sul Thermoelectric Power Plant (Miroel Wolowski TPP), of a property necessary for the implementation of the Project; Item 1.4 - To approve the contracting of coal supplies for the Jorge Lacerda Thermoelectric Power Plant and for the Charqueadas TPP; 2. Matters for Cognizance – Item 2.1 - To take cognizance of power purchasing agreements; and 3. General Matters. **RESOLUTIONS**: The Directors resolved as follows: 1. Matters for Resolution – 1.1 - Pursuant to DD-595-0002 of October 26, 2015 and the presentation given, documents for which are held on file with the Company and following requested clarifications, the Directors unanimously approved the results for the 3rd Quarter 2015, understanding that they suitably represent the numbers and results of the Company in the period; Item 1.2 - Approved unanimously pursuant to DD-595-0003 of October 26, 2015, and the presentation given, documents for which are filed with the Company, the Executive Board's proposal for the credit of interest on shareholders' equity relative to the period from January 1 to December 31, 2015, pursuant to Article 9 of Law 9.249/95 and CVM Resolution 683/2012 in the following amounts and conditions: a) the total gross value of the credit shall be R$ 314,000,000.00 (three hundred and fourteen million reais), corresponding to R$ 0.4810475006 per share; b) Credit registration date – The account entry to the Company's books shall take place on December 31, 2015 based on the record date of November 23, 2015; c) Trading of the shares - The Company's shares shall be traded ex-interest on shareholders' equity from November 24, 2015; d) Withholding tax at source - Withholding tax at source on the amount of the credit will be retained at source at the rate of 15%, except for the shareholders where exemption or immunity can be substantiated, proof of such to being submitted by December 5, 2015. In relation to the shareholders resident or domiciled in a

country where income is not taxed or taxes income at a maximum rate of less than twenty percent, pursuant to Article 24 of Law 9.430 of December 27, 1996, the rate of withholding tax at source shall be 25%; e) Substantiation of exemption or immunity - Pursuant to the current tax legislation, the shareholders exempt or immune from income tax shall present proof of exemption or immunity by December 5, 2015 at the Company's head offices situated at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, Florianópolis/SC, c/o Tax Governance Department – GTR; f) Incorporation of interest in dividends **–** The amount of interest on shareholders' equity, net of withholding tax at source, shall be incorporated in the mandatory dividends for fiscal year 2015 pursuant to paragraph 7 Article 9 of Law 9.249/95 and CVM Resolution 683/2012; g) Payout of interest on shareholders' equity - The interest on shareholders' equity shall be paid based on the existing registration data at Itaú Unibanco Banco Múltiplo S.A. on a date to be subsequently established by the Executive Board and announced through the medium of a Notice to Shareholders; Item 1.3 - Pursuant to the presentation made, the document for which is filed with the Company, and with clarifications rendered in the light of the Directors inquiries, the management of Usina Termoelectrica Pampa Sul S.A., a subsidiary of the Company, was authorized on a unanimous vote to practice all acts necessary for the acquisition of the properties of Fazenda Sepé Tiarajú for the purpose of installing Pampa Sul TPP (Miroel Wolowski TPP), in accordance with the technical evaluation report for an amount of up to R$ 24,000,000.00 (twenty-four million reais) and the conditions enshrined in the presentation; Item 1.4 - Pursuant to DD-595-0005 of October 26, 2015, and the presentation provided, documents for which are filed with the Company and having answered questions proffered by the Directors, approval was given and subsequently, management unanimously authorized to negotiate and sign the new agreements for the supply of coal to the Jorge Lacerda Complex and the Charqueadas Thermoelectric Power Plant in accordance with the conditions and the limits on amounts in the presentation. 2. Matters for Cognizance – Item 2.1 – Pursuant to the sole paragraph of Article 19 of the Corporate Bylaws and according to the presentation made, the document for which is filed with the Company and following clarification of issues raised, the Directors took cognizance of the power purchasing agreements signed by the Company and its subsidiary, Tractebel Energia Comercializadora Ltda.; and Item 3 – General Matters - Item 3.1 - Pursuant to DD-595-0004, of October 26, 2015, and the presentation made, documents for which are filed with the Company and in accordance with the provision in subitem XI of Article 19 of the Company's Corporate Bylaws, approval was unanimously given to raise the necessary financial guarantees for eligibility to participate in the 2015 2nd Reserve Energy Auction, particularly with respect to those guarantees contracted in favor of third parties signed with J.Malucelli Seguradora, in the form of policies 01-0775-0215823, 01-0775-0215825 and 01-0775-0215826. Consequently, all acts already practiced within the scope of this resolution are hereby ratified. **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 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 Chair, and by myself as Secretary. Rio de Janeiro/RJ, November 6, 2015.

Signatures can be found on the next page

Page of signatures for the 145th Meeting of the Board of Directors of Tractebel Energia S.A., held on November 6, 2015

Maurício Stolle Bähr
Chairman of the Board and Chair

José Moacir Schmidt
Secretary

Manoel Arlindo Zaroni Torres
Director

Philip Julien De Cnudde
Director

Luiz Eduardo Simões Viana
Director

Dirk Achiel Marc Beeuwsaert
Director

Antônio Alberto Gouvêa Vieira
Director

José Pais Rangel
Director

Willem Frans Alfons Van Twembeke
Director

Roberto Henrique Tejada Vencato
Director

Paulo de Resende Salgado
President of the Fiscal Council

Eduardo Antonio Gori Sattamini
CFO and Investor Relations Officer

José Luiz Jansson Laydner
Projects Development and Implementation Officer

José Carlos Cauduro Minuzzo
Energy Production Officer