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A Publicly Listed Company - CVM Registration Number 1732-9

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

On March 30, 2015 at 10 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 Tractebel Energia S.A. was held, the following full members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Roberto Henrique Tejada Vencato, José Pais Rangel, Antonio Alberto Gouvêa Vieira and in the light of the justified absences 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. Messrs Eduardo Antonio Gori Sattamini, the Company's Chief Financial and Investor Relations Officer, Paulo de Resende Salgado, president of the Company's Fiscal Council and Samuel Viero Ricken, representative of KPMG Auditores Independentes. 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 President called the meeting to order, placing the matters on the Agenda of the Day in discussion as itemized in the Convening Notice CA-0001/2015 of March 20, 2015 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the Management Report and Financial Statements for fiscal year 2014; Item 1.2 - To deliberate on the proposal for allocation of the Net Income for the Fiscal Year and the distribution of dividends; Item 1.3 - To approve the Technical Feasibility Study prepared in order to comply with CVM Instruction 371 of June 27, 2002; 1.4 – To deliberate on the proposal for Participation of the employees in the Profits or Results for the fiscal year 2014; Item 1.5 – To approve the engagement of an independent auditing company; Item 1.6 – To elect the new Administrative Director; Item 1.7 – To deliberate on the proposal for Compensation of the Management for the fiscal year 2015; Item 1.8 – To evaluate the Internal Control System (INCOME program) – Results for 2014; Item 1.9 – To approve the convening of the Company's General Shareholders Meeting; and 2 – General Matters. RESOLUTIONS: After discussion of the above matters, the Chair put the items on the Agenda of the Day to the vote, the Directors resolving without qualification as follows: Item 1.1 – Approved unanimously and without qualification pursuant to DD-575-0003 of March 26, 2015, the presentation rendered and the opinion of the Independent Auditors, documents for which are held on file at the Company, the Management Report and Account Statements for the fiscal year ending December 31, 2014, it being understood by the Directors that they suitably represent the numbers and the results of the Company in the period and should be submitted to the superior deliberation of the Annual General Meeting; Item 1.2 – Approved unanimously and without qualification pursuant to the presentation rendered, documentation for which is filed with the Company, the proposal for the Allocation of Retained Earnings and the distribution of dividends to be submitted to the Annual General Meeting pursuant to the Account Statements approved in the preceding item in the following amounts: a) Tax incentive reserve – R$ 11,678,946.10; b) Distribution of Dividends and Interest on Shareholders' Equity in the gross amount of R$ 775,194,902.09, corresponding to R$ 1.1875973571 per share made up as follows: (i) Interim

Dividends declared during the fiscal year 2014 (134th Meeting of the Board of Directors of July 25, 2014) - R$ 380,113,983.78 (R$ 0.5823340186 per share); (ii) Interest on Shareholders' Equity credited during the fiscal year 2014 (137th Meeting of the Board of Directors of October 24, 2014) - R$ 223,000,000.00 (R$ 0.3416356453 per share); and (iii) Complementary Dividends – R$ 172,080,918.31 (R$ 0.2636276932 per share); and c) retention of profits based on the capital budget in the amount of R$ 634,250,374.43. In order to justify the retention of profits pursuant to Article 196 of the Corporate Law and DD-575-0001 of March 26, 2015, and the presentation proffered, documentation for which is filed with the Company, also approved unanimously, the capital Budget for fiscal years 2015 and 2016, which incorporates the Investments Program in the amount of R$ 2,868,426,000; Item 1.3 Approved unanimously and without any qualification, pursuant to DD-572-0001 of February 9, 2015, and the presentation rendered, the relative documentation for which being filed with the Company, the Technical Feasibility Study for Recognition of an Account Entry for a Deferred Fiscal Asset as at December 31, 2013, prepared pursuant to CVM Instruction 371 of June 27, 2002, and examined by the Company's Fiscal Council; Item 1.4 Pursuant to DD-572-0004 of February 9, 2015 and the presentation rendered, the relative documents filed with the Company, unanimous approval was given to the proposal of the Executive Board for payment of up to R$ 26,200,000.00 (twenty-six million, two hundred thousand, reais) to the employees in the form of Participation in Profits or Results – PPR, for the fiscal year 2014, to be distributed pursuant to the criteria under the Company Compensation System and Collective Labor Agreements. The payment of the PPR is conditional on the signing of the Collective Labor Agreement between the Company and the labor unions representing the employees; Item 1.5 – Pursuant to DD-575-0002 of March 26, 2015, and the presentation proffered, documents for which are filed at the Company, the renewal of the contract with KPMG Auditores Associados for the provision of independent audit services for fiscal years 2015 and 2016 was unanimously approved; Item 1.6 – With the retirement of the current Administrative Director, Luciano Flávio Andriani, on April 30, 2015, JÚLIO CÉSAR LUNARDI was elected on a unanimous vote to replace him. JULIO CÉSAR LUNARDI: Brazilian, married, electrical engineer, bearer of ID 12/R 1.010.164-SSP/SC, enrolled in the tax register (CPF/MF) under number 432.586.979-49, resident and domiciled in the city of Florianópolis, state of Santa Catarina pursuant to Article 72 of the Brazilian Civil Code with professional domicile at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, Florianópolis, state of Santa Catarina, where he shall receive judicial summons and subpoenas, the elected officer to take office on May 1, 2015, his mandate to run for the remaining term of office of the current Executive Board, that is up to April 28, 2016. In the light of this resolution, the Company's Executive Board shall be composed of the following members: Chief Executive Officer, Manoel Arlindo Zaroni Torres; Planning and Control Director, Edson Luiz da Silva; Energy Production Director, José Carlos Cauduro Minuzzo; Projects Development and Implementation Director, José Luiz Jansson Laydner; Energy Commercialization Director, Marco Antonio Amaral Sureck; Chief Financial and Investor Relations Officer, Eduardo Antonio Gori Sattamini; and Administrative Director, Júlio César Lunardi. In recognition of notable services rendered to the Company during the period which he has held the post of Administrative Director, the Chair, thanked the efforts and dedication of Luciano Flávio Andriani, paying tribute to his contribution to the Company's growth; Item 1.7 – Unanimously approved without qualification, the amounts relative to the individual compensation of the Company's Management for the fiscal year 2015 according to the table filed with the Company, the aggregate value of which shall be submitted for approval by the

Annual General Meeting, it being also incumbent on the Company, as the case may be, to bear the expenses of INSS, FGTS, Healthcare Insurance, Private Pension Plan contributions, medical assistance and housing allowance, being understood that there shall be no accumulation of amounts should there be an accumulation of functions by the same person; Item 1.8 – A presentation of the Internal Control System (INCOME Program) was made, documentation for which is filed with the Company, covering its certification in 2014; the scope of tests and results; and the objectives met in 2014 and set for 2015. With the appropriate clarifications given, the Directors examined and concluded unanimously that the activities undertaken in the INCOME Program in 2014 fully met the Company's internal controls requirements for the period; Item 1.9 - Unanimous approval was given to the convening of the Annual General Meeting to deliberate on matters within its competency. 2 – General Matters – No further matter was discussed. **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, March 30, 2015.

Maurício Stolle Bähr
Director - 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

Signatures continue on the next page

Continuing page of signatures of the 141st Meeting of the Board of Directors

Others in attendance:

Eduardo Antonio Gori Sattamini
Chief Financial and Investor Relations Officer

Paulo de Resende Salgado
President of the Fiscal Council

Samuel Viero Ricken
Representative of KPMG Auditores Independentes