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A Publicly Listed Company - CVM Registration 1732-9

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

On April 24, 2015 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 full members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, José Pais Rangel, Antônio Alberto Gouvêa Vieira, Roberto Henrique Tejada Vencato, Dirk Achiel Marc Beeuwsaert, Guy Marie Numa Joseph Ghislain Richelle, Willem Frans Alfons Van Twembeke and Philip Julien De Cnudde. Paulo de Resende Salgado, President of the Fiscal Council, Eduardo Antonio Gori Sattamini, Chief Financial and Investor Relations Officer and José Luiz Jansson Laydner, Projects Development and Implementation Director were also present. 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-0002/2015 of April 17, 2015 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the Account Statements for the 1st Quarter of 2015; Item 1.2 – To take cognizance and approve the report for the Board of Directors' activities with respect to fiscal year 2014; 2. Matters for Cognizance – Item 2.1 – Take cognizance of the Business objectives for 2015 and those for the Medium and Long Term – 2015 to 2020; Item 2.2 – To take cognizance of the power purchasing agreements; Item 2.3 – To take cognizance of the engagement by Usina Termelétrica Pampa Sul S.A. (Miroel Wolowski TPP) of the engineering services company for the owner; and 3. General Matters. **RESOLUTIONS**: The Directors decided as follows: 1. Matters for Resolution – Item 1.1 – Pursuant to DD-577-0002 of April 13, 2015 and the presentation delivered, documents for which are filed with the Company, and following the requested clarifications, the results for the 1st Quarter, 2015 were approved unanimously on the understanding that they adequately reflect the Company's numbers and results for the period; Item 1.2 – In accordance with best governance practice, the report on the Board of Directors' activities was presented for fiscal year 2014, the document being approve unanimously and filed with the Company; 2. Matters for Cognizance – Item 2.1 – The Business Objectives for fiscal year 2015 and for the Medium and Long-Term 2015 - 2020, instruments for Strategic Planning, were presented, documents for which are filed with the Company; Item 2.2 – Pursuant to the sole paragraph to Article 19 of the Corporate Bylaws and in accordance with the presentation effected and filed with the Company, and after clarifications of the issues raised, the Directors took cognizance of the power purchasing agreements signed by the Company and by its subsidiary, Tractebel Energia Comercializadora Ltda.; Item 2.3 – Through the intermediary of the presentation proffered, the respective document for which is filed at the Company, the Directors took cognizance of the terms of the agreement signed between Usina Termelétrica Pampa Sul S.A. (Miroel Wolowski TPP), a subsidiary of the Company, and Black and Veatch Corp. for the execution of engineering

services for the owner; and Item 3 – 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, April 24, 2015.

Maurício Stolle Bähr
Chairman of the Board and Chair

José Moacir Schmidt
Secretary

Manoel Arlindo Zaroni Torres
Director

Philip Julien De Cnudde
Director

Guy Marie Numa Joseph Ghislain Richelle
Director

Dirk Achiel Marc Beeuwsaert
Director

Willem Frans Alfons Van Twembeke
Director

José Pais Rangel
Director

Roberto Henrique Tejada Vencato
Director

Antonio Alberto Gouvêa Vieira
Director

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 Implementation
Director