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A Publicly Listed Company - CVM Registration 1732-9

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

On June 09, 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 was held, the following effective 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 and Guy Marie Numa Joseph Ghislain Richelle, their respective alternates, Gil de Methodio Maranhão Neto and Luiz Eduardo Simões Viana. 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-0003/2015 of June 3, 2015 as follows: 1 – Matters for Resolution: Item 1.1 To approve the Usina Termelétrica Pampa Sul S.A.'s (Miroel Wolowski TPP) engagement of a company for the installation of the reservoir dam and other associated activities; and Item 1.2 – To approve the appointment of the Effective Director elected by the employees to sit on the Sustainability Committee. **RESOLUTIONS**: The Directors resolved as follows: 1. Matters for Resolution – Item 1.1 – Pursuant to the Technical Note submitted to the directors, the relative document for which being filed with the Company, approval was given to the engagement of the company, Pavsolo Construtura by the subsidiary, Usina Termelétrica Pampa Sul S.A. (Miroel Wolowski TPP) for the installation of the reservoir dam, water withdrawal system, water pipeline, effluent discharge and energy distribution network. The recommendation was made that both in the agreement hereby approved as well as in future agreements, the respective contractual agreements should contain a clause subjecting the parties' conduct to the provisions of Tractebel Energia S.A.'s Code of Ethics, the Environmental Code, the Sustainable Management Policy and the Climate Change Policy, documents which can be found in the website www.tractebelenergia.com.br, as well as to compliance with the provisions of Law 12.846/2013 (Brazilian Anti-Corruption Law); and Item 1.2 – In accordance with best corporate governance practice, approval was given to the appointment of the representative Effective Director elected by the employees to comprise the Company's Sustainability Committee as a permanent member, in the eventual incapacity of the Effective Member, to be replaced by his Alternate. **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, June 9, 2015.

Maurício Stolle Bähr
Director 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

Luiz Eduardo Simões Viana
Alternate Director