CNPJ/MF 02.474.103/0001-19 – NIRE 4230002438-4
A Publicly Listed Company - CVM Registration 1732-9

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

On August 14, 2014, beginning at 10:00 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 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 Willem Frans Alfons Van Twembeke, their respective alternates, Gil de Methodio Maranhão Neto and José Carlos Cauduro Minuzzo. The work of the meeting was chaired by the Director, Maurício Stolle Bähr, who proposed that I, Osmar Osmarino Bento, should act as the meeting's secretary, the pr**o**posal being duly seconded by the other 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-0006/2014 of August 8, 2014 as follows: 1. Matters for Resolution - Item 1.1 – Approve the financing agreement with the BNDES for investment in the modernization of the Salto Santiago HPP, the Passo Fundo HPP and the Jorge Lacerda A TPP, and the concession of the pertinent guarantees; Item 1.2 – Approve the acquisition by Tractebel Energias Complementares Participações Ltda. of all rights, assets and quotas of the wind farm companies under the umbrella of the Santo Agostinho Project; and 2. General Matters. **RESOLUTIONS**: The Directors decided as follows: 1. Matters for Resolution - Item 1.1 – Pursuant to DD-554-0002 of August 6, 2014, and the presentation proffered, documentation for which is filed with the Company and following requested clarifications, the directors unanimously approved the engagement by the Company of financing in the amount of R$ 318,064,000.00 (three hundred and eighteen million and sixty four thousand reais) with the Brazilian Development Bank - Banco Nacional de Desenvolvimento Econômico e Social – BNDES to be used for the modernization of the Salto Santiago and Passo Fundo hydroelectric power plants; the substitution of the electrostatic precipitators of the Jorge Lacerda A TPP (Units 1 and 2); and the installation, expansion and consolidation of social investment community projects and programs (ISE) by the Company, with the granting of negotiated guarantees, all pursuant to Board Decision 672/2014-BNDES adopted by the BNDES Board at its Meeting of July 29, 2014; Item 1.2 – Pursuant to DD-555-0001 of August 11, 2014 and the presentation proffered, documents for which are filed with the Company, after subsequent discussion and clarifications rendered, the directors unanimously approved and without qualification, albeit contingent on compliance with the conditions precedent in the Concession of Rights and Other Covenants Agreement, as follows: the acquisition by Tractebel Energias Complementares Participações Ltda. ("TBLP") with the Company's intervention and agreement of 100% of the capital stock of 24 Specific Purpose Companies and 1 Holding Company and the development rights linked to the Santo Agostinho Wind Farm Complex in the maximum amount of R$ 54 million as of the baseline date of March 25, 2014. Consequently, the executive boards of the Company and TBLP are authorized to take all measures and practice all acts deemed necessary to execute this

resolution; and Item 2 – General. No further matters were raised for discussion. **Conclusion:** The floor being given to the Directors present and in addition to the detailed 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 by myself as Secretary. Rio de Janeiro/RJ, August 14, 2014.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
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