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A Publicly Listed Company - CVM Registration 1732-9

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

On April 11, 2014, beginning at 10:30 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. ("Company") was held, the following effective members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, José Pais Rangel, Antônio Alberto Gouvêa Vieira and Roberto Henrique Tejada Vencato, 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. 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 pr**o**posal being duly seconded by the other 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-0002/2014 of April 4, 2014, as follows: 1 – Matters for Discussion. Item 1.1 – To approve the acquisition of the wind power companies with respect to Phase 3 of the Campo Largo Project (Quifel), as well as the Units Purchase Agreement for Phase 2 and the Addendum Agreement to the Units Purchase Agreement for Phase 1 and its respective attachments; Item 1.2 – To approve the execution of investments in wind power projects – Santa Mônica Complex; Item 1.3 – To approve the 6th Addendum Instrument to the mineral coal purchase agreement for the Jorge Lacerda Complex; and 2 – General Matters. RESOLUTIONS: Following discussion of the matters, the Chair put the items on the Agenda of the Day to the vote, the Directors resolving as follows: Item 1.1 – Pursuant to DD-544-0001 of March 28, 2014, and the presentation proffered, documents of which are filed with the Company, and subsequent to clarifications requested, the Directors unanimously approved the acquisition by the Company's controlled company, Tractebel Energias Complementares Participações Ltda., with the intervention and agreement of the Company, of 10 (ten) wind power companies relating to Phase 3 of the Campo Largo Project (Quifel Energy Brasil Participações Ltda. and CLWP Holdings B.V.), in the total amount of R$ 35,100,000.00 (thirty-five million, one hundred thousand reais). The directors also approved (i) the signature of the 2nd Addendum to the Units Purchase Agreement and Other Covenants and its attachments relative to the acquisition of the wind power companies for Phase 1 of the Campo Largo Project (Quifel); (ii) the Units Purchase Agreements and Other Covenants and their attachments with respect to the acquisition of the wind power companies under Phases 2 and 3 of the Campo Largo Project (Quifel); as well as (iii) the addenda to the leasing agreements signed by the wind power companies with the owner of the leased areas; and (iv) the "Agreement for installing the Solar Park" signed jointly with 22 wind power companies (with respect to Phases 1, 2 and 3 of the Campo Largo Project) and the owner of the leased areas, the Executive Boards of the Company, of Tractebel Energias Complementares Participações Ltda. and the wind power companies for Phase 1 being authorized to adopt all measures and practice all acts which may be necessary for the execution of this resolution, pursuant to the Company's governance procedures. Item 1.2 –

Pursuant to DD-544-0002 of March 28, 2014 and following the presentation made, documents for which are filed with the Company and the requested clarifications provided, the Directors approved unanimously investments in the amount of 459.4 MBRL for the installation of 4 (four) wind power projects for the Santa Mônica Complex, for sale of electric energy to the unregulated market. In the light of this resolution, the Executive Boards of the Company and its controlled companies Tractebel Energias Complementares Participações Ltda., Usina Geradora Eólica Santa Mônica SPE S.A. (UE Santa Mônica); Central Eólica Cacimbas Ltda. (UE Cacimbas); Central Eólica Trairi II Ltda. (UE Estrela); and Usina Geradora Eólica Santa Mônica SPE II Ltda. (UE Ouro Verde) are authorized to adopt all measures and practice all acts that are deemed to be necessary, especially the signature (i) of the Procurement Agreements for Equipment, Material, Services and Civil Works necessary for the implementation of the projects and within the limits for the anticipated investment; (ii) of the Financing Agreements for the installation of the projects; and (iii) other measures necessary to implement the projects, all acts already practiced within the scope of this resolution being ratified. Finally, the controlled companies are authorized to adopt all actions necessary for obtaining Carbon Credits, while the Company or any of its controlled companies are authorized to render the guarantees and effect the necessary capital injections, pursuant to the Company's governance procedures. Item 1.3 – Pursuant to DD-544-0003 of March 28, 2014 and the presentation provided, documents for which are filed with the Company and following the clarifications to the Directors, the 6th Addendum Instrument to the mineral coal purchase agreement for the Jorge Lacerda Complex, was unanimously approved, the involved areas to take the necessary measures in the light of this decision. 2 – General Matters – There was no other matter to be discussed. **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 Presiding Chairman, and by myself as Secretary. Rio de Janeiro/RJ, April 11, 2014.

Maurício Stolle Bähr
Director - Chair

José Moacir Schmidt
Secretary

Manoel Arlindo Zaroni Torres
Director

Roberto Henrique Tejada Vencato
Director

José Pais Rangel
Director

Antônio Alberto Gouvêa Vieira
Director

The signatures to these minutes continue on the next page

Continuation of page of signatures of the minutes of the 131st Meeting of the Board of Directors

Gil de Methodio Maranhão Neto
Alternate Director

Luiz Eduardo Simões Viana
Alternate Director

José Carlos Cauduro Minuzzo
Alternate Director