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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE ONE HUNDRED AND TWENTY-NINTH MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On December 16, 2013, beginning at 2:00 p.m., at Av. Almirante Barroso, 52, 14th floor, room 1401, in the city and state of Estado do 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, Luiz Antonio Barbosa and, in the light of the justified absence of Effective Members Dirk Beeuwsaert, Guy Marie Numa Joseph Ghislain Richelle, Willem Frans Alfons Van Twembeke and Luiz Leonardo Cantidiano Varnieri Ribeiro, the respective alternates Gil de Methodio Maranhão Neto, Luiz Eduardo Simões Viana, José Carlos Cauduro Minuzzo and Antonio Alberto Gouvêa Vieira. The meeting was chaired by 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 other Directors. Greeting those in attendance, the Chair tabled the Agenda as per the convening notice CA-0008/2013, dated December 09, 2013, as follows: 1. Matters for Resolution – 1.1 To approve the acquisition, by Tractebel Energias Complementares Participações Ltda. ("TBLP"), a Tractebel-controlled company, of one hundred (100) percent of the equity shares of Ferrari Termoelétrica S.A. ("SPE"); (ii) to form a consortium made up of the SPE and Ferrari Agroindústria S.A. ("FERRARI AGRO"); and (iii) to modernize the SPE's plant, as long as the precedent conditions set forth in the Stock Purchase Agreement are met; and 2. General Matters. **RESOLUTIONS**: The Directors decided as follows: 1. Matters for Resolution - Item 1.1 – Pursuant to DD-535-0002, dated November 27, 2013, and the presentation delivered, which documents shall remain on file at the Company, after the ensuing debates and clarifications provided, the Directors approved, unanimously and without reservation, as long as the precedent conditions set forth in the Stock Purchase Agreement are met, (i) the acquisition, by TBLP, of one hundred (100) percent of the equity shares of SPE; (ii) once the equity stake in the SPE has been transferred, the formation of a consortium between SPE and FERRARI AGRO for the development and exploitation of electricity and steam co-generation, with the sugar-cane bagasse and chaff produced at FERRARI AGRO's sugar and ethanol plant as input; and (iii) the investments needed to modernize the SPE's plant. In light of these resolutions, the Board of Executive Officers of the Company, of TBLP and of the SPE are authorized to take all steps and carry out all actions required, including, without limitation, entry into the Stock Purchase Agreement and the final versions of its schedules; the consortium agreement by and between the SPE and FERRARI AGRO, and agreements associated with the modernization of the SPE's plant, all as within the scope of the present resolutions. **Adjournment**: The floor being given to the Directors in attendance, no other issues were raised in addition to the deliberations associated with the Agenda, the time and topic discussed at this meeting being monitored by me, the Secretary, pursuant to the Time and Topic Monitoring Report, this document being initialed by the members of the chair and placed on record at the Company's

registered offices. The Chair then proceeded to adjourn the meeting, requesting that I, as Secretary, draft these minutes, which, having been read and found accurate, were duly signed by the Directors in attendance, including the Chair and myself. Rio de Janeiro/RJ, December 16, 2013.

Maurício Stolle Bähr
Director – Chair

José Moacir Schmidt
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Luiz Antonio Barbosa
Director

Antonio Alberto Gouvêa Vieira
Alternate

Gil de Methodio Maranhão Neto
Alternate

Luiz Eduardo Simões Viana
Alternate

José Carlos Cauduro Minuzzo
Alternate