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MINUTES OF THE SEVENTY-FIFTH MEETING OF THE BOARD OF DIRECTORS OF TRACTEBEL ENERGIA S.A.

On December 06, 2006 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 Directors being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Victor-Frank de Paula Rosa Paranhos, Luiz Antonio Barbosa, José Pais Rangel, Antonio Alberto Gouvêa Vieira being present and, given the absence of the effective members Dirk Beeuwsaert, Jan Franciscus Maria Flachet and Pierre Michel Philippe Chareyre, with the participation of the respective Alternates Gil de Methodio Maranhão Neto, Luiz Eduardo Simões Viana and José Carlos Cauduro Minuzzo. The meeting was presided by the Chairman of the Board of Directors, Maurício Stolle Bähr, who proposed that I, José Moacir Schmidt, should act as secretary, the proposal being duly accepted by the other directors. Welcoming those present, the Chairman opened the discussion on the **Day's Agenda** as itemized in the convening notice **CA-008/2006** of November 28, 2006, as follows: **Item 1** – credit of interest on shareholders' equity relative to the period from July 1 to December 31 2006; and **Item 2** - General matters. **RESOLUTIONS: Item 1 – unanimously** approved, pursuant to of 12/04/2006, to be filed at the Company, of the proposal of the Executive Board to declare interest on shareholders' equity for the period from July 1 to December 31 2006, pursuant to art. 9 of Law 9.249/95 and CVM Decision 207/96, in the following amounts and under the following conditions: **a)** the total amount declared shall be R$99,000,000.00, equivalent to R$0.151668 per share; **b)** the interest on shareholders' equity shall be accounted for in the books of the Company on December 31 2006, based on shareholding positions as of December 14, 2006; **c)** the Company's shares shall start trading ex-interest on shareholders' equity on December 15, 2006; **d)** income tax at the rate of 15% shall be withheld at source from the amounts of interest on shareholders' equity due, except in the case of shareholders proven to be immune or exempt, evidence of which should be presented no later than December 21, 2006. Income tax shall be withheld at a rate of 25% in the case of shareholders resident or domiciled in countries where income is not taxed or is taxed at a maximum rate of less than 20%, in accordance with art. 24 of Law 9,430 of December 27 1996; **e)** the interest on shareholders' equity, net of taxes withheld at source, shall be computed as part of the minimum mandatory dividend for fiscal year 2005, pursuant to paragraph 7 of article 9 of Law 9,249/95 and CVM decision 207/96; **f)** The interim dividends shall be paid according to the existing shareholder registration details at Banco Itaú S.A., on a date to be decided by the Board of Executive Officers and notified by means of a Notice to Shareholders. The floor being given to the Directors present and no point of order being raised, the Chairman proceeded to declare the meeting closed, 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 Chairman and me as Secretary. Rio de Janeiro RJ, December 6, 2006.

Maurício Stolle Bähr
Chairman

Manoel Arlindo Zaroni Torres
Director

Victor-Frank de Paula Rosa Paranhos
Director

Luiz Antônio Barbosa
Director

Antonio Alberto Gouvêa Vieira
Director

José Pais Rangel
Director

Gil de Methodio Maranhão Neto
Alternate Director

José Carlos Cauduro Minuzzo
Alternate Director

Luiz Eduardo Simões Viana
Alternate Director

José Moacir Schmidt
Secretary