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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE TWENTY-EIGHTH EXTRAORDINARY GENERAL MEETING OF TRACTEBEL ENERGIA S.A.

On February 20, 2013 at 11:00 a.m. at the Company's registered offices at Rua Pachoal Apóstolo Pitsica, 5064, Bairro Agronômica in the city of Florianópolis, capital of the state of Santa Catarina, a meeting was held of the shareholders of Tractebel Energia S.A., representing 2/3 (two thirds) of the capital stock with voting rights as recorded in the records and signatures in the "Shareholders Attendance Register" for the purpose of deliberating and voting the items on the Day's Agenda. Calling the floor to order, Maurício Stolle Bähr, Chairman of the Board of Directors, on whom, pursuant to Article 12 of the Company's Bylaws, it is incumbent to chair the meeting, proposed as Secretary, Osmar Osmarino Bento, this proposal being accepted. Opening the agenda, the Chairman welcomed the shareholders as well as Manoel Arlindo Zaroni Torres, CEO and Shareholder of the Company, Carlos Guerreiro Pinto, member of the Company's Fiscal Council, and Darci Zawaiscki, representative of UHY Moreira Auditores. The Chair then notified attendees that these minutes would be drafted in summarized format pursuant to Article 130, Paragraph 1 of Law 6.404/76, and that this Meeting had been regularly convened by a notice published on February 04, 05 and 06, 2011 in the newspaper *Diário Catarinense* pages 29, 32 and 29, respectively, and in the *Diário Oficial do Estado de Santa Catarina*, pages 59, 35 and 32 respectively and made available to the shareholders in the Internet pages of the Company, the Brazilian Securities and Exchange Commission - CVM and BM&FBovespa, transcribed as follows, the necessity for its reading being waived : "***EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING – CONVENING NOTICE****- Pursuant to the legal and statutory provisions, the Shareholders of* ***TRACTEBEL ENERGIA S.A.*** *("Tractebel" or "Company") are hereby convened to the Extraordinary General Meeting to be held on February 20, 2013, beginning at 11:00 a.m. at the registered offices of the Company situated at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, in the city Florianópolis, capital of the state of Santa Catarina, with the following Day's Agenda:* ***EXTRAORDINARY GENERAL MEETING****:1. Examine and approve the Protocol and the Justification for a Total Spin-off ("Protocol") signed on December 28, 2012 between the management of Machadinho Energético S.A.("MAESA") and its shareholders containing the terms and conditions with respect to a total spin-off and extinguishing of MAESA in which the Company has a stake of 2.8227% ("Operation");2. Deliberate on the ratification of the choice of the company, UHY Moreira - Auditores to prepare an evaluation report of the assets of MAESA; 3. Examine, discuss and approve the Evaluation Report with respect to the assets of the corporation MAESA to be spun off; 4. Approve the incorporation by the Company of the portion of the spun off assets corresponding to the stake of the Company in the capital stock of MAESA without an increase in the capital stock of the Company or amendment to the Bylaws; 5. Authorize the members of the Executive Board of the Company to practice all acts necessary to the implementation of the resolutions adopted; 6. Amend Article 29 of the Company's Bylaws in order that the Fiscal Council may be permanently installed and to attribute other functions to the Fiscal Council in addition to those provided for in the provisions of the Corporate Law; and 7. If the foregoing is approved, approve the consolidation of the Bylaws of the Company. In relation to the matter cited in item 3, should*

the shareholders deem it necessary, work of the meeting may be suspended for examination of the definitive version of the Evaluation Report. In accordance with the provision in Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we would inform that in addition to the relative pages in the website of the Company on the Internet (www.tractebelenergia.com.br), of BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br), copies of the following documents are at the disposal of the shareholders at the Company's registered offices: (i) Protocols and Justification for the Total Spin Off MAESA; (ii) Attachment 21 of CVM Instruction 481/2009, with the information on UHY Moreira -Auditores; (iii) Evaluation Report of MAESA, prepared by UHY Moreira - Auditores; (iv) Opinion of the Fiscal Council of the Company on the Operation; and (v) copy of the Bylaws, highlighting the proposed amendment. Pursuant to the applicable legislation and Article 13 of the Bylaws, the shareholders shall substantiate their status as such at least 72 (seventy-two) hours before the Meeting, convened herein, is scheduled to be held, by delivering during business hours to the Company's head offices, care of U.O. Assuntos Jurídicos, documents corroborating their ownership of the shares of Tractebel Energia. In addition to substantiating their ownership of the shares issued by the Company, to take part in the Meeting, the shareholders should produce the following documents: - ***Personal Shareholders****: an official identity document with a photograph. -* ***Corporate Entity Shareholders****: i) notarized copy of the most recent Bylaws or consolidated Articles of Association or of their amendments and the minutes of the election of the directors, should these not be included in the Articles of Association; and ii) original or notarized copy of an official identification document with a photograph of the legal representative(s). -* ***Investment Funds****: i) original or notarized copy of the fund's most recent consolidated regulations or their amendments, of the fund administrator's Bylaws or consolidated Articles of Association or their amendments together with the minutes of the election of the directors of the fund administrator, should these not be included in the Articles of Association; and ii) and an official identification document with photograph of the legal representative(s).*
Should the shareholder be represented by an attorney-in-fact, in addition to the corporate acts listed above for corporate entity shareholders and investment funds, presentation must be made of the official identification document of the attorney-in-fact and the power of attorney with specific powers granted pursuant Paragraph 1, Article 126 of the LS/A, by means of a public or private instrument, in the latter case, with the signature of the grantor notarized in a notary public's office, presentation of the identification document of the signatory to the power of attorney being waived. Florianópolis (SC), February 4, 2013. Maurício Stolle Bähr Chairman of the Board of Directors". **Resolutions**: Proceeding with the meeting, the Chairman put to the floor the first item on the Day's Agenda: 1. Examine and approve the Protocol and the Justification for a Total Spin-Off ("Protocol"), signed on December 28, 2012, between the management of Machadinho Energética S.A., ("MAESA") and its shareholders, containing the terms and conditions with respect to the total spin-off and extinguishment of MAESA, in which the Company holds a stake of 2.8227%, ("Operation"). Following clarifications on the operation, the Protocol containing the Justification and other terms and conditions relative to the total spin-off of MAESA, NIRE (Company Registration Identification Number) 42300024830, CNPJ (Corporate Tax Register) 03.076.274/0001-52, in which the Company has a stake of 2.8227% as shown in the attached documents attached to these minutes, were unananimously approved in accordance with the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestations by the other shareholders present. Proceeding, the

Chairman informed that he would pass onto the second item on the Agenda of the Day: 2. Deliberate on the ratification of the choice of the company, UHY Moreira - Auditores to prepare an evaluation report of the assets of the spun-off corporation, MAESA. In accordance with the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestations by the other shareholders present, the choice and engagement by MAESA, of the company UHY Moreira Auditores to prepare the evaluation report of the assets of the corporation to be spun off was unanimously ratified. Continuing, the Chairman passed on to the third item on the Agenda of the Day: 3. Examine, discuss and approve the Evaluation Report with respect to the assets of the corporation to be spun off, MAESA. Initially, the Chairman notified attendees that Darci Zawaiscki was present, representing UHY Moreira Auditores, in order to provide any clarifications deemed necessary. Following examination of the report and in accordance with the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestation by the other shareholders present, the matter was put to the vote, the Evaluation Report being unanimously approved, in its final version, pursuant to the document attached to these minutes, prepared by the company UHY Moreira Auditores, containing the evaluation of the assets of MAESA according to the criteria of book value, in accordance with the pertinent provisions in the Corporate Law. Proceeding with the work, the Chairman put the fourth item on the Agenda of the Day to the vote: 4. Approve the incorporation by the Company of the portion of the spun off assets corresponding to the stake of the Company in the capital stock of MAESA without an increase in the capital stock of the Company or amendment to its Bylaws, clarifying initially, that the matter had been approved unanimously by the Board of Directors of the Company at the 120th Meeting of the Board of Directors held on December 4, 2012, and that all the documents and information relative to the Operation were available to shareholders and to the market in the Company's internet pages as well as those of the Brazilian Securities and Exchange Commission - CVM and the BM&FBovespa. The matter being put to the vote and according to the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestation by the other shareholders present, unanimous approved was given for the incorporation by the Company, according to the exact terms of the Protocol, of the stake of 2.8227% of the assets and liabilities of MAESA, without any increase in the Company's capital stocks or amendment to its Bylaws, in substitution to the shareholding of the Company in the capital stock of MAESA, which shall be extinguished following the Operation to be approved by all shareholders. 5. Authorize the members of the Executive Board of the Company to practice all acts necessary to the implementation of the resolutions adopted. In view of the foreging approvals and according to the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestation by the other shareholders present, the management of the Company is hereby unanimously authorized to practice all acts necessary for the implementation of the resolutions adopted. 6. Amend Article 29 of the Company's Bylaws in order that the Fiscal Council may be permanently installed and to attribute other functions to the Fiscal Council in addition to those provided for in the provisions of the Corporate Law. Initially, the Chairman clarified that the objecitive of the proposal is the implementation of best practices of corporate governance. Being put to the vote in accordance with the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestation by the other shareholders present, unanimous approval was given, Article

29 of the Bylaws of the Company now to carry the following text: "***Art. 29*** *- The fiscal council will be permanent, elected by the General Shareholders' Meeting, as provided by law, and shall comprise 3 (three) to 5 (five) permanent auditors and an equal number of alternates, for a one (1) year term of office, members being eligible for reelection. It shall be incumbent on the general shareholders' meeting, which elects the fiscal council, to set the respective compensation, subject to the legal minimum.* ***Paragraph 1 –*** *In addition to the legally required competencies, the Fiscal Council shall have the following functions:* ***I –*** *evaluate the risk management and internal controls systems; and* ***II –*** *opine on any proposals to be submitted to the Board of Directors for engaging additional services to be contracted from the company responsible for rendering the auditing services of the financial statements.* ***Paragraph 2*** *- The investiture of the members of the Fiscal Council shall be conditional on the consequent adherence to the Fiscal Council Members Consent Form pursuant to the provision in the Novo Mercado Rules as well as compliance with the applicable legal requirements.*". 7. . If the foregoing is approved, approve the consolidation of the Bylaws. In view of the resolution above and according to the votes tendered by the shareholders represented by the attorney, Paulo Roberto Bellentani Brandão, which are filed with the Company, and the manifestation by the other shareholders present, unanimous approval was given to the consolidation of the Company's Bylaws which shall now carry the following wording: "**CHAPTER I Name, Organization, Head Office, Duration and Purpose -Art. 1** - TRACTEBEL ENERGIA S.A. is a corporation governed by these Bylaws, by Law 6,404 of December 15, 1976 ("Brazilian Corporate Law") and other applicable Laws and Regulations. **Paragraph 1 –** With the admission of the Corporation to the special listing segment denominated Novo Mercado of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange ("BM&FBOVESPA"), the Corporation, its shareholders and members of the fiscal council, when installed, are subject to the provisions of BM&FBOVESPA Novo Mercado Listing Rules ("Novo Mercado Rules"). **Paragraph 2** – The provisions of the Novo Mercado Rules shall prevail over the statutory provisions in the bylaws, in the event of violation of rights of the beneficiaries to the public offerings pursuant to these Bylaws. **Paragraph 3** – The terms and definitions beginning with capital letters in these Bylaws, when not defined in the said Bylaws themselves, shall have the meaning pursuant to item 2.1 of the Novo Mercado Rules.

Art. 2 –The Corporate Head Office and jurisdiction are in the city of Florianópolis, Santa Catarina, at Rua Paschoal Apóstolio Pitsíca, 5064, Agronômica CEP 88025-255; the Corporation may open branches, subsidiaries, agencies and offices in Brazil and abroad. **Art. 3** – The Corporation has an indeterminate duration. **Art. 4** – The Corporate purpose is: **I** – to study, design build and operate electric power plants, as well as to carry out the ensuing business activities; **II** – to take part in research of interest to the energy industry, concerning the generation and distribution of electric power, as well as studies for the use of reservoirs for multiple purposes; **III** – to contribute to the training of technical staff needed by the electric power industry, as well as to build the capacity of specialized workers, by providing specific courses; **IV** – to take part in organizations dedicated to the operational coordination of interconnected electrical systems; **V** – to take part in regional, national or international technical, scientific and business associations or organizations of interest to the electric industry; **VI** – to contribute to environmental preservation in the performance of its activities; **VII** – to cooperate in programs related to the promotion and incentive to the national industry of materials and equipment designed for the electric energy industry, as well as to its technical regulations standardization and quality control; and **VIII** – to have an interest, as a partner,

shareholder or stockholder, in other companies in the energy industry. - **CHAPTER II - Capital and Stock - Art. 5 –** The subscribed capital stock is two billion, four hundred and forty-five million, seven hundred and sixty-six thousand, ninety one reais, ninety cents (R$ 2,445,766,091.90) totally subscribed and paid in, divided into 652,742,192 (six hundred and fifty-two million, seven hundred and forty-two thousand, one hundred and ninety-two) shares, all of them common, nominative, no-par value. **Paragraph 1** - Shares issued by the Corporation may be kept in custody accounts in the name of their respective holders, as uncertified shares, in a financial institution appointed by the board of directors. **Paragraph 2** - Whenever the stock ownership is transferred, the custodian financial institution may charge the seller a transfer fee, within the limits established by the Brazilian Securities and Exchange Commission – CVM. **Paragraph 3** – The Corporation may not issue preferred shares or founder's shares. **Art. 6 -** The Corporation may issue simple or convertible debentures. **Art. 7 –** Capital increases shall be carried out by means of public or private stock subscription, by conversion of debentures or capitalization of reserves, as allowed by law; the payment of the shares shall comply with the rules and conditions established by the board of directors. **Sole paragraph –** Shareholders who fail to pay up according to the rules and conditions mentioned herein shall be legally deemed in default and subject to monetary restatement, interest at 12% (twelve percent) per year and a penalty of 10% (ten percent) on the overdue amount. **Art. 8 –** The Corporation may, by resolution of the board of directors and irrespective of amendment hereto, increase its capital up to the limit of five billion reais (R$ 5,000,000,000.00). **Paragraph 1 -** In addition to the other conditions concerning the issue of new shares, it is incumbent on the board of directors to determine the issue price and the deadline for the payment of the subscribed shares. **Paragraph 2 –** The board of directors may approve the issue of new shares without giving the preemptive right to senior shareholders if the sale is made on the stock exchange, by public subscription, or in exchange for stock in a public buyout. **Art. 9 –** The Corporation may issue single or multiple share certificates. Stock splits or reverse splits will be carried out on request; the requesting shareholder will pay for all the expenses arising from the replacement of the certificates. **Sole paragraph –** The services of stock conversion, transfer and splits may be temporarily discontinued, conditional on the compliance with the rules and limitations set by the laws in force. - **CHAPTER II - Shareholders' Meetings - Art. 10 –** The **a**nnual shareholders' meeting shall be held within the first four (4) months following the end of the fiscal year, at a date and time previously established, to: **I –** take cognizance of the management accounts, examine, discuss and vote the financial statements; **II –** determine the destination of the net income for the year and the distribution of dividends; and **III –** elect the fiscal council members and, as the case might be, the members of the board of directors. **Art. 11 -** The general meeting shall be held whenever required, subject to the applicable laws and these bylaws concerning the call, installation and resolutions. **Art. 12 –** The general meetings shall be chaired by the chairman of the board of directors or, in his/her absence or incapacity, by whomever the shareholders may choose, and a secretary elected among the shareholders present. **Art. 13 –** The call notice may condition attendance to the general meeting on the fulfillment of the applicable legal requirements, shareholders substantiating their status as such, the required documents being delivered 72 (seventy-two) hours prior to the date on which the meeting is scheduled to be held. **Sole Paragraph** – In addition to the matters within its scope of authority provided by the law and in these Bylaws, it is also incumbent on the extraordinary general meeting to approve: **I** – the deregistration from the Novo Mercado; **II** – the choice of the institution or specialized

company charged with valuating the Corporation for the purposes of the public offerings provided in chapters XI and XII hereof, among the companies listed by the board of directors; and **III** – plans to grant stock options to management and employees of the Corporation and of other corporations directly or indirectly controlled by the Corporation, without preemptive rights. - **CHAPTER IV** – **Management - Art. 14 –** The Corporation shall be managed by a board of directors and a board of executive officers. **Art. 15 -** The shareholders' meeting shall determine the compensation of the members of both boards. In the event such compensation is determined as an aggregate amount, such amount will be apportioned among the members of both boards by the board of directors. - **CHAPTER V - Board of Directors - Art. 16 -** The board of directors shall be comprised of a minimum of 5 (five) and a maximum of 9 (nine) directors and an equal number of alternates. One of the directors shall be appointed chairman of the board and another the vice chairman by the shareholders, as provided by law, for a two-year term of office, and may be reappointed. - **Paragraph 1 –** One of the members of the board of directors, and his/her respective alternate, shall be elected by the employees by direct vote to be organized by the Corporation; the director so elected will be confirmed by the shareholders at the general meeting. - **Paragraph 2 -** Should a vacancy on the Board of directors occur, it will be filled by the proper alternate. In the event of the vacancy both of the director and his/her alternate, it will be filled by a director appointed by the remaining directors, who shall hold office until the next general meeting. Should the majority of positions be vacant, a general meeting shall be convened for the purpose of holding a new election. - **Paragraph 3 –** The investiture of the members of the board of directors shall be conditional upon the prior adherence to the Directors Consent Form pursuant to the provision in the Novo Mercado Rules, as well as compliance with the applicable legal requirements.
Paragraph 4 - At least 20% (twenty per cent) of the board of directors shall be Independent Directors as defined in the Novo Mercado Rules, and expressly declared as such in the minutes of the General Shareholders' Meeting which elects them, also being considered as independent, those directors elected pursuant to Article 141, paragraphs 4 and 5 and Article 239 of Law 6.404/76. - **Paragraph 5** -When due to the compliance with the said percentage in the foregoing paragraph, the result is a fraction of a number of directors, the number shall be rounded up pursuant to the terms of the Novo Mercado Rules. - **Paragraph 6** – The positions of chairman of the board of directors and chief executive officer of the Corporation may not be accumulated by the same person. - **Art. 17 –** The board of directors shall meet every quarter, and whenever the corporate best interests require, convened as determined herein. **Art. 18 –** The board of directors meetings shall be called by its chairman or at least one-third (1/3) of the directors; the call is waived when all members are present. The board of directors' resolution will be passed by the majority of votes; the chairman has the casting vote. **Art. 19 –** The board of directors shall have the following duties: **I –** to determine the overall direction of the Corporate businesses; **II –** to appoint and remove officers and determine their duties, subject to the provisions hereof; **III –** to supervise the officers' performance; **IV –** to establish limits and scope of authority for corporate proxies; **V –** to call the general meeting; **VI –** to opine on the management report and the accounts of the board of executive officers; **VII –** to approve the global annual budget of the Corporation; **VIII – to** approve agreements and commitments and amendments thereto, worth over R$ 20,000,000.00 (twenty million reais), subject to the provisions of the sole paragraph hereof; **IX –** to propose to the general meeting the issue of debentures under conditions that are not within their original scope of authority; **X –** to decide on the issue of debentures convertible into common shares, up to the limit of the

authorized capital deducted from the capital already subscribed and, if the case, from the previous issues of convertible debentures decided by the board of directors; on the conditions lawfully delegated by the shareholders' meeting; and on the opportune nature of the issue; **XI –** to approve the granting of co-signature or guarantee to third parties, except those offered by the Company to its subsidiaries, which require the approval of the board of executive officers, within the limits established in subsection VIII and in the sole paragraph of this Article; **XII –** to approve the pledge or divestiture of the Corporate fixed assets worth over twenty million reais (R$ 20,000,000.00); **XIII –** to decide on the purchase and divestiture of Corporate stock, determining the respective prices and conditions; **XIV –** to decide on the issue of new shares, their issue prices, and other issue conditions, subject to the provisions hereof; **XV –** in the cases provided for herein, to declare interim dividends from the income shown in the half-yearly financial statements, or in the case of shorter periods, for retained earnings or surplus reserve, as well as the credit or payment of interest on shareholders' capital; **XVI –** to decide on the issue of commercial papers, as well as on the issue of subscription bonuses; **XVII** – to prepare a list of three companies specialized in economic analyses of companies for the preparation of an evaluation report of the shares of the Corporation in the event of a public offering for the acquisition of shares for the cancellation of the registration of a listed company or for deregistration from the Novo Mercado; **XVIII**– to approve or reject any public offering for the acquisition of shares involving shares issued by the Corporation, based on a prior well founded opinion, disclosed in up to 15 (fifteen) days from the publication of the notice of the public offering for the acquisition of shares, which should include at least (i) the convenience and opportunity of the public offering for acquisition of shares with respect to the interests of the shareholders as a whole and in relation to the liquidity of the securities of its ownership; (ii) the repercussions of the public offering for the acquisition of shares on the interests of the Corporation; (iii) the strategic plans announced by the offeror in relation to the Corporation; (iv) other points which the board of directors deem as pertinent as well as information required by the applicable rules as set forth by the CVM; **XIX-** to appoint and dismiss the independent auditors and approve any other agreement to be signed with the company rendering independent audit services; **XX –** to approve the internal charter of the Company; and **XXI –** to decide on matters not provided for herein. **Sole paragraph** – The limit set in the foregoing item VIII does not apply to the agreements for the commercialization of electric power, for the purchase of fuel for the production of electrical power, or to the agreement for the use of the transmission and distribution system (CUST and CUSD). The contracting of such activities must comply with the approval limits defined below, with subsequent notice to the board of directors: I – Agreements for the purchase and sale of electrical power: a) up to 20 average MW per month, limited to 1,000 GWh for the duration of the contract: approval by two Tractebel Energia executive officers; b) above 20 average MW per month and up to 150 MWa per month, limited to 7,500 GWh for the total duration of the contract: approval by Tractebel Energia's chief executive officers jointly with an executive officer; and c) above 150 average MW per month or above 7,500 GWh for the total duration of the contract: approval by the board of directors; II – Energy export contracts, CUST and CUSD, and subsequent acts: approval by Tractebel Energia chief executive officer and an executive officer; and III – for the purchase of CE-4500 coal, up to 100,000 tons a month, or an equivalent amount for the purchase of other types of fuel: approval by the Tractebel Energia chief executive officer and an executive officer. Purchases exceeding the amount set herein require approval by the board of directors. **Art. 20 –** In the event of his/her absence or incapacity, the chairman of the board shall be replaced by his/her alternate and, in the absence

of the latter, by the vice chairman. - **CHAPTER VI - Board of Executive Officers - Art. 21 –** The board of executive officers shall be comprised of 7 (seven) officers elected by the board of directors, serving a 3- (three) year term of office, eligible for reelection. **Paragraph 1 –** The duties and powers of the board of executive officers will be determined by the board of directors, which must appoint the chief executive officer and the investor relations officer. **Paragraph 2 –** The investiture of the members of the board of executive officers shall be conditional on prior acceptance of the Executive Officers' Consent Form pursuant to the Novo Mercado Rules as well as compliance with the applicable legal requirements. - **Art. 22 –** The board of executive officers shall meet regularly, at least once a month, and whenever special meetings are called, as set forth herein. **Art. 23 –** The meetings of the board of executive officers shall be called by the chief executive officer or two (2) executive officers; the call is waived when all executive officers are present. The board of executive officers will decide by the majority of votes; the chief executive officer has the casting vote. **Art. 24 –** The board of executive officers is charged with the general management and with representing the Corporation, subject to these Bylaws as well as the guidelines and duties determined by the board of directors. **Paragraph 1 -** In the performance of their duties, it is incumbent on the board of executive officers to: **I –** prepare the financial statements and the management report, when appropriate; **II –** draft the internal charter and submitting it to the board of directors; **III –** prepare the annual corporate budget, and **IV** – approve any review of the agreed annual budget, subject to the overall amounts approved by the board of directors. **Paragraph 2 –** The following duties are incumbent solely on the chief executive officer: **I –** presiding over the board of executive officers meetings; **II –** coordinating and guiding the activities of all other executive officers, in their respective areas; **III –** assigning special activities and tasks to any of the executive officers, irrespective of their usual duties; and **IV –** ensuring the compliance with the resolutions of the board of directors and board of executive officers. **Art. 25 –** In the case of temporary incapacity, leave or vacation of any executive officer, the board of executive officers shall appoint another executive officer to take on his/her duties. **Art. 26 –** In the event of a vacancy, the board of executive officers shall appoint another executive officer to hold the office for the remaining term, until the next meeting of the board of directors, when the vacancy shall be filled. **Art. 27 –** The Corporation shall be bound by the signature of two officers, but subject to the provisions of the following paragraphs. **Paragraph 1 –** The executive officers may appoint proxies to represent the Corporation, acting always jointly with an executive officer or another duly empowered proxy, or, severally. **Paragraph 2 -** Powers of attorney shall be granted by two (2) executive officers, specifying the authority granted and the duration, except for the power of attorney to represent the Corporation in any action at law or in equity, which may of a perpetual duration. - **CHAPTER VII - Strategy Committee - Art. 28 –** The Corporation shall have a strategy committee, which shall act as a consulting body for the management, providing advice and opinions to the board of directors and to the board of executive officers, when requested. The strategy committee shall be comprised of up to seven (7) members, shareholders or not, residing in Brazil or not, who may be officers, elected by the board of directors, which will establish the compensation of its members and its functioning governed by the Corporation's internal charter. - **CHAPTER VIII - Fiscal Council - Art. 29 -** The fiscal council will be permanent, elected by the General Shareholders' Meeting, as provided by law, and shall comprise 3 (three) to 5 (five) permanent auditors and an equal number of alternates, for a one (1) year term of office, members being eligible for reelection. It shall be incumbent on the

general shareholders' meeting, which elects the fiscal council, to set the respective compensation, subject to the legal minimum. **Paragraph 1 –** In addition to the legally required competencies, the Fiscal Council shall have the following functions: **I –** evaluate the risk management and internal controls systems; and **II –** opine on any proposals to be submitted to the Board of Directors for engaging additional services to be contracted from the company responsible for rendering the auditing services of the financial statements. **Paragraph 2** - The investiture of the members of the Fiscal Council shall be conditional on the consequent adherence to the Fiscal Council Members Consent Form pursuant to the provision in the Novo Mercado Rules as well as compliance with the applicable legal requirements. - **CHAPTER IX -Fiscal Year and Financial Statements - Art. 30 –** The fiscal year shall end on December 31 of each year. The financial statements shall comply with the Novo Mercado Rules and the applicable laws. **Paragraph 1** - The distribution of dividends not below thirty percent (30%) of the net income, indexed as required by law, is mandatory; the destination of total income for the year shall be submitted to the general meeting. **Paragraph 2 –** The Corporation shall prepare half-yearly balance sheets; the board of directors may declare interim dividends on the basis of such financial statements. **Paragraph 3 –** The Corporation may prepare a balance sheet and distribute interim dividends for lesser periods provided the dividends paid in each half of the fiscal year do not exceed the capital reserves pursuant to Paragraph 1, Article 182, Law 6,404, dated December 15, 1976. **Paragraph 4 -** The board of directors may declare interim dividends, from retained earnings or surplus reserves existing in the last annual or half-year balance sheet. **Paragraph 5** - The Corporation, upon decision of the board of directors, may credit or pay the shareholders interest on capital, subject to the applicable legislation. The amounts paid or credited by the Corporation as interest on capital may be posted as prepaid mandatory dividends, pursuant to the applicable laws. **Art. 31 –** Dividends not claimed within three (3) years shall revert to the Corporation. - **CHAPTER X - Divestiture of the controlling interest - Art. 32 –** Sale of a Controlling Interest in the Corporation, whether in a single operation or in a series of operations, shall be agreed upon on the suspensive or resolutory condition that the acquiring party undertakes to make a public offering for the acquisition of the shares from the remaining shareholders, thereby ensuring them equal treatment to that enjoyed by the Divesting Controlling Shareholder, and subject to the terms and conditions provided by the laws in force and Novo Mercado Rules. **Sole Paragraph** – The public offering mentioned above shall also be required in the event of: **I** – the sale of rights to the subscription of shares and other securities, or rights to convertible securities that may result in the Divestiture of the Controlling Interest in the Corporation; or **II** - divestiture of the controlling interest in the Holding Company of the Corporation, in this case the Selling Controlling Shareholder having the obligation to advise the BM&FBOVESPA of the value of the Corporation in that divestiture and attach documents evidencing such value. **Art. 33** – The party which acquires the Controlling Stake as a result of a private share purchase agreement signed with the Controlling Shareholder, involving any quantity of shares, shall be required to: **I** – effect the public offering pursuant to Article 32 above; and **II** – to pay as indicated below the amount equivalent to the difference between the price of the public offering and the value paid per share eventually acquired on the stock exchange in the 6 (six) months preceding the date of the acquisition of the Controlling Stake, monetarily restated up to the date of the payment. The said amount shall be distributed among all those who have sold shares in the Corporation on the trading days when the acquiring party made purchases, proportional to the net daily

sold position of each one, being incumbent on the BM&FBOVESPA to operacionalize the distribution, pursuant to its regulations. **Art. 34 –** The Corporation shall not register any assignment of shares to the acquiring party or to the party/parties that may eventually hold the Controlling Stake, until the said party/parties have adhered to the Controlling Shareholders Agreement to which the Novo Mercado Rules relate. **Sole Paragraph** – No Shareholders' Agreement concerning the exercise of such control may be filed with the Company while its signatories have not adhered to the Controlling Shareholders' Agreement to which the Novo Mercado Rules refer.- **CHAPTER XI** – **Deregistration** - **Art. 35** – In the public offering for the acquisition of shares, to be made by the Controlling Shareholder or by the Corporation, for deregistration as a publicly listed corporation, the minimum price to be offered shall correspond to the Economic Value calculated in the valuation report prepared pursuant to Article 37 and component paragraphs, respecting the legal norms and applicable regulations. **Sole Paragraph -** Provided all the other provisions of the Novo Mercado Rules, these Bylaws, and the laws in force are complied with, the public offering for deregistration may, in addition to payment in cash, also provide for an alternative of an exchange for securities issued by other publicly-held companies, to be accepted at the discretion of the offered party. **Art. 36** – Once the market is informed of the decision to proceed with the deregistration, the offeror must disclose the maximum price per share or lot of a thousand shares on which the public offering will be based. **Paragraph 1** – The public offering shall be contingent on the value determined by the valuation report mentioned in article 37 and its paragraphs, not exceeding the price disclosed by the offeror, as provided in the foregoing paragraph. **Paragraph 2** - Should the value of the shares determined by the valuation report exceed the value disclosed by the offeror, the decision to proceed with the deregistration will be revoked, unless the offeror expressly agrees to make a public offering for the value determined by the valuation report; the offeror must disclose the decision adopted to the market. **Art. 37** - The valuation report must be issued by an institution or specialized company of renowned experience and independent from corporate decision-making, management and/or the controlling shareholder as well as satisfy the requirements of Paragraph 1 of Article 8 of Law 6.404/76, and include the responsibility pursuant to Paragraph 6 of this same Article. **Paragraph 1** – The choice of the institution or specialized company is incumbent solely on the general meeting, based on the board of directors' list of three names; the respective approval will be adopted by the majority of the outstanding voting stock present at the general meeting, blank votes excluded. If the meeting is called to order on the first call, the quorum will be shareholders' holding at least twenty percent (20%) of the outstanding shares or, if called to order on the second call, the quorum will be any number of outstanding shares. **Paragraph 2** - The costs incurred in the preparation of the valuation report shall be borne by the offeror. - **CHAPTER XII** - **Deregistration from the New Market** - **Art. 38** – Should the general meeting adopt the deregistration from the Novo Mercado in order that the Corporation's securities may be registered for trading outside the Novo Mercado, or by virtue of an operation involving a corporate reorganization, in which the company resulting from this corporate reorganization is not accepted for trading its securities on the Novo Mercado within the period of 120 (one hundred and twenty) days as from the date of the annual shareholders' meeting that approved the said operation, the Controlling Shareholder must make a public offering for the purchase of shares held by the remaining shareholders of the Corporation, at least at the respective Economic Value of the shares as calculated in the valuation report prepared pursuant to Article 37, subject to the applicable laws and regulations. **Art. 39** – In the absence of a Controlling Shareholder, should a resolution be made to deregister the

Corporation from the Novo Mercado in order that the securities it has issued may be registered for trading outside the Novo Mercado, or by virtue of an operation for corporate reorganization, in which the securities of the corporation resulting from this reorganization are not acceptable for trading on the Novo Mercado within the period of 120 (one hundred and twenty) days as from the date of the annual shareholders' meeting at which the said operation was approved, the process of deregistration shall be conditional on the realization of a public offering for the acquisition of shares under the same conditions pursuant to the preceding article. **Paragraph 1** – The said annual shareholders' meeting shall decide as to the responsible party/parties for effecting the public offering for the acquisition of shares, the said party/parties, which been present at the meeting expressly assuming the obligation to execute the offering. **Paragraph 2** – In the absence of a definition on the responsible parties for holding the public offering for the acquisition of shares, in the case of a corporate reorganization in which securities of the corporation resulting from this reorganization are not acceptable for trading on the Novo Mercado, it shall be incumbent on the shareholders that voted in favor of the corporate reorganization, to execute the said offering. **Article 40** – The deregistration of the Corporation from the Novo Mercado due to noncompliance with the Novo Mercado Rules is conditional on the holding of a public offering for the acquisition of shares, at least at the Economic Value of the shares to be calculated in the valuation report pursuant to Article 38 of these Bylaws in line with the legal norms and applicable rules. **Paragraph 1** – The Controlling Shareholder shall execute the public offering for the acquisition of shares pursuant to the caption sentence to this article. **Paragraph 2** – In the event of there being no Controlling Shareholder and the deregistration from the Novo Mercado pursuant to the caption sentence occurs as a result of the resolution of the annual shareholders' meeting, the shareholders that have voted in favor of the resolution resulting in the respective non-compliance, shall execute the public offering for the acquisition of shares pursuant to the caption sentence. **Paragraph 3** - In the event of there being no Controlling Shareholder and the deregistration from the Novo Mercado pursuant to the caption sentence occurs as a result of a management act or fact, the Members of Management of the Corporation shall call a meeting, included on the agenda of the day, a resolution on how to remedy non-compliance with the obligations contained in the Novo Mercado Rules or, if the case, decide on deregistering the Corporation from the Novo Mercado. **Paragraph 4** – Should the annual shareholders' meeting mentioned in Paragraph 3 above decide on the deregistration of the Corporation from the Novo Mercado, the said annual shareholders' meeting shall decide the party/parties responsible for executing the public offering of shares pursuant to the caption sentence, the said party/parties, having been present at the meeting, shall expressly accept the obligation of executing the offering. - **CHAPTER XIII – Arbitration** - **Article 41 –** The Corporation, its shareholders, management and members of the fiscal council undertake to submit to Market Arbitration Panel any and every dispute or controversy that may arise among them, related to or arising from, in particular, the application, validity, enforcement, interpretation, violation and their effects, of the provisions in the Brazilian Corporate Law, the Corporation's Bylaws, the rules issued by the National Monetary Council, the Central Bank of Brazil and the Brazilian Securities and Exchange Commission, as well as the other rules applicable to the capital markets in general, besides those in the Novo Mercado Rules and the Arbitration Rules, the Sanction Regulations and the Novo Mercado Participation Agreement. - **CHAPTER XIV – Miscellaneous** - **Art. 42 –** Employees may receive a share of the profits or income, not linked to their pay, upon decision adopted by the general meeting, subject to the applicable laws"; **Conclusion:** Placing the

floor at the disposal of shareholders and with no manifestations therefrom, the Chairman thanked those present, declaring the work of the current Extraordinary General Meeting concluded and requesting that these Minutes be drafted. The Minutes, having been read and found in conformity, were signed by the Chairman and by the shareholders present, representing more than 2/3 (two thirds) of the Company's voting capital, and by I, José Moacir Schmidt, as Secretary, extracting the necessary copies for all legal purposes. Florianópolis, February 20, 2013.

Chair:

_____ _____

Maurício Stolle Bähr — Osmar Osmarino Bento
Chairman and Shareholder — Secretary

Shareholders:

GDF SUEZ ENERGY LATIN AMERICA PARTICIPAÇÕES LTDA

MANOEL ARLINDO ZARONI TORRES — BANCO CLÁSSICO S.A.

LUIZ ANTONIO BARBOSA

Funds represented by CITIBANK N.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of the attorney Paulo Roberto Bellentani Brandão:

ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND;
ACADIAN EMERGING MARKETS EQUITY II FUND, LLC;
ADVANCED SERIES T - AST ACADEMIC ST ASSET ALL PORTFOLIO;
ADVANCED ST – AST PARAMETRIC EM MK EQUITY PORTFOLIO;
ALASKA PERMANENT FUND;

(Signatures continue on the next page)

AMERICAN LEGACY FOUNDATION;
AON GROUP TRUST;

ASCENSION HEALTH MASTER PENSION TRUST;
AT&T UNION WELFARE BENEFIT TRUST;
AXA WORLD FUNDS;
BAILLIE GIFFORD EMERGING MARKETS GROWTH FUND;
BELLSOUTH CORPORATION RFA VEBA TRUST;
BEST INVESTIMENT CORPORATION;
BRITISH AIRWAYS PENSION TRUSTEES LIMITED – MAIN A/C;
BRITISH AIRWAYS PENSION TRUSTEES LTD. (MPF A/C);
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC;
CANADA PENSION PLAN INVESTMENT BOARD;
CATHOLIC HEALTH INITIATIVES;
CF DV EMERGING MARKETS STOCK INDEX FUND;
CHIMCO ALPHA FUND, LLC;
CITY OF NEW YORK GROUP TRUST;
CN CANADIAN MASTER TRUST FUND;
COLLEGE RETIREMENT EQUITIES FUND;
COLONIAL FIRST STATE GL ASSET MANAGEMENT EQ TRUST 3;
COMMONWEALTH OF PENNSYLVANIA P SCHOOL EMP RET SYST;
COMMONWEALTH SUPERANNUATION CORPORATION;
COUNTY EMP ANNUITY AND BENEFIT F OF THE COOK COUNTRY;
DBX MSCI BRAZIL CURRENCY-HEDGED EQUITY FUND;
DREYFUS INT FUNDS, INC. – DREYFUS BRAZIL EQUITY FUND;
EATON VANCE COLL INV T FOR EMP B PL - EM MK EQ F;
EATON VANCE PARAMETRIC STRUCTURED EM MARKETS FUND;
EATON VANCE PARAMETRIC TAX-MANAGED EMERGING MK FUND;
EMERGING MARKETS EQUITY TRUST 1;
EMERGING MARKETS EQUITY TRUST 3;
EMERGING MARKETS EQUITY TRUST 4;
EMERGING MK PLUS S OF BLACKROCK QUANTITATIVE PART, L.P.;
ENHANCED EM MK S OF BLACKROCK QUANTITATIVE PART, L.P.;
ESSEX COUNTRY COUNCIL;
EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PEN;
FIDELITY EMERGING MARKETS FUND;
FIDELITY INV TRUST: FIDELITY TOTAL INTERNATIONAL EQ FUND;
FIDELITY INV TRUST: LATIN AMERICA FUND;
FIDELITY LATIN AMERICA FUND;
FIDELITY RUT SQ T II: STRATEGIC ADV INT MULTI-MANAGER F;
FIDELITY RUT SQ T II: STRATEGIC ADVISERS INTERNATONAL F;

(Signatures continue on the next page)

FIDELITY SALEM STREET TRUST: FID SERIES GL EX U.S. I FUND;
FIDELITY SELEM STREET TRUST: SPARTAN EM MK INDEX FUND;
FIDELITY SELEM STREET TRUST: SPARTAN GL EX U.S. I FUND;
FIRE & POLICE EMP RETIREMENT SYSTEM, CITY OF BALTIMORE;
FIREMEN S ANNUITY AND BEN. FD OF CHIGACO;
FIRST INITIATIVES INSURANCE, LTD;
FIRST STATE INV GL EM MK LEAD F, A SUB F OF FIRST STATE INV;
FIRST STATE INVESTIMENT GROUP TRUST;
FLORIDA RETIREMENT SYSTEM TRUST FUND;
GARD COMMON CONTRACTUAL FUND;
GENESIS EMERGING MARKETS BUSINESS TRUST;
GENESIS EMERGING MARKETS LTD PARTNERSHIP;
GMAM INVESTIMENT FUNDS TRUST;
GOLDMAN SACHS PROFIT SHARING MASTER TRUST;
HEWLETT-PACKARD COMPANY MASTER TRUST;
IBM 401(K) PLUS PLAN;
ILLINOIS STATE BOARD OF INVESTMENT;
ISHARES II PUBLIC LIMITED COMPANY;
ISHARES III PUBLIC LIMITED COMPANY;
ISHARES PUBLIC LIMITED COMANY;
ISHARES V PUBLIC LIMITED COMPANY;
JAMES P. OSHAUGHNESSY 1982 IRREVOCABLE TRUST;
JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND;
JOHN HANCOCK VARIABLE INS T INT EQUITY INDEX TRUST B;
JOHN HANCOCK VARIABLE INSURANCE TRUST UTILITIES TRUST;
LAUDUS INTERNATIONAL MARKETMASTERS FUND;
LEGG MASON, INC;
LVIP BLACKROCK EMERGING MARKETS INDEX RPM FUND;
MAINSTAY VP MFS UTILITIES PORTFOLIO;
MARATHON OIL COMPANY RETIREMENT PLAN TRUST;
MELLON B N.A EMP BENEFIT COLL INVESTMENT FUND PLAN;
MFS DEVELOPMENT FUNDS, LLC;
MFS EMERGING MARKETS EQUITY FUND;
MFS HERITAGE T COMPANY COLLECTIVE INVESTMENT TRUST;
MFS INST T (CANADA) - MFS EMERGING MARKETS EQUITY FUND;
MFS LATIN AMERICAN EQUITY FUND;
MFS MERIDIAN FUNDS - EMERGING MARKETS EQUITY FUND;
MFS MERIDIAN FUNDS - LATIN AMERICAN EQUITY FUND;
MGI FUNDS PLC;

(Signatures continue on the next page)

MINISTRY OF STRATEGY AND FINANCE;
MUNICIPAL EMP ANNUITY AND BENEFIT FUND OF CHICAGO;
NATIONAL COUNCIL FOR SOCIAL SECURITY FUND;
NATIONAL ELEVATOR INDUSTRY PENSION PLAN;
NATIONAL PENSION SERVICE;
NATIONAL WEST B P ADO F S INV ICVC – F STATE GL E M SUST F;
NATIONAL WEST B P ADO F S INV ICVC – F STATE GL EM MK FD;
NATIONAL WEST B P ADO F STATE INV ICVC – F ST LATIM AM FUND;
NAV CANADA PENSION PLAN;
NEW YORK STATE TEACHER'S RETIREMENT SYSTEM;
NEW ZEALAND SUPERANNUATION FUND;
NORTHERN TRUST INVESTMENT FUNDS PLC;
NORTHERN TRUST NON-UCITS COMMON CONTRACTUAL FUND;
NORTHWESTERN MUTUAL S F, INC.- EM MKTS EQ PORTFOLIO;
OMERS ADMINISTRATION CORPORATION;
ONTARIO P SERVICE EMPLOYEES UNION PENSION TRUST FUND;
PANAGORA GROUP TRUST;
PARAMETRIC STRUCTURED ABSOLUTE RETURN PORTFOLIO;
PICTET - CLEAN ENERGY;
PICTET – EMERGING MARKETS INDEX;
PICTET – EMERGING MARKETS SUSTAINABLE EQUITES;
PICTET FUNDS S.A RE: PI(CH)-EMERGING MARKETS TRACKER;
PICTET GLOBAL SELEC F - GL HIGH YIELD UTILITIES EQUITY FUND;
PICTET GLOBAL SEL F - GL UTILITIES EQ CURRENCY HEDGED F;
PICTET GLOBAL SELECTION FUND - GLOBAL UTILITIES EQ FUND;
PPL SERVICES CORPORATION MASTER TRUST;
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY;
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO;
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF OHIO;
PYRAMIS EMERGING MARKETS EQUITY TRUST;
PYRAMIS GLOBAL EX U.S. INDEX FUND LP;
PYRAMIS GR T FOR EMP BEN PL: PYRAMIS EM MK COMM POOL;
RAILWAYS PENSION TRUSTEE COMPANY LIMITED;
SCHRODER GLOBAL BLEND FUND (CANADA);
SCHWAB EMERGING MARKETS EQUITY ETF;
SOUTHERN CA ED CO NUC FAC QUAL CPUC DEC M T F S ONOFRE AND PALO VERDE NUC GEN STATION;
SSGA MSCI BR INDEX NON-LENDING QP COMMON TRUST FUND;
ST. JAMES PLACE GLOBAL EQUITY UNIT TRUST;

(Signatures continue on the next page)

(Continuing page of signatures to the minutes of the 28th EGM of Tractebel Energia S.A. held on February 20, 2013)

STATE OF CALIFORNIA PUBLIC EMPLOYEES RET SYSTEM;
STATE OF OREGON;
TCW INTERNATIONAL GROWTH FUND;
TEACHER RETIREMENT SYSTEM OF TEXAS;
THE BANK OF KOREA;
THE CALIFORNIA ENDOWMENT;
THE EM MK FUND, A SERIES OF THE BAILLIE GIFFORD FUNDS;
THE GENESIS EM MARKETS INVESTMENT COMPANY (SICAV);
THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS;
THE GOVERNMENT OF THE PROVINCE OF ALBERTA;
THE M T B OF J, LTD. AS T F N T ALL C W EQ INV I F (T E Q I I ONLY);
THE MONETARY AUTHORITY OF SINGAPORE;
THE NORMURA T AND B CO., LTD. RE: INT. EM ST I MSCI EM NO H M;
THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD;
THE PRESIDENT AND FELLOWS OF HARVARD COLLEGE;
THE ROCKEFELIER FOUNDATION;
THE SEVENTH SWEDISH NATIONAL PENSION F – AP 7 EQ FUND;
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO;
TIAA-CREF F - TIAA-CREF EM MARKETS EQUITY INDEX FUND;
TREASURER OF THE ST OF NORTH CAROLINA EQ INV F POOLED T;
TRUSTEES OF THE EST OF BER PAUAHI BI DBA K SCHOOLS;
UNILEVER UK PENSION FUND;
UPS GROUP TRUST;
VANGUARD EMERGING MARKETS STOCK INDEX FUND;
VANG FTSE ALL-WORLD EX-US I F, A S OF VANG INT EQ I FUNDS;
VANGUARD FUNDS PUBLIC LIMITED COMPANY;
VANGUARD T WORLD ST I F, A S OF VANG INT EQ INDEX FUNDS;
VERIZON MASTER SAVINGS TRUST;
WASHINGTON STATE INVESTMENT BOARD;
WELLINGTON MANAG PORT (CANADA) GL INF PORTFOLIO;
WELLINGTON MANAG PORT (CAYMAN) DIV INF HED P (FOR Q INV);
WILLIAM BLAIR COLLECTIVE INVESTMENT TRUST;
WILLIAM BLAIR EMERGING MARKETS GROWTH FUND;
WILLIAM BLAIR INSTITUTIONAL INTERNATIONAL GROWTH FUND;
WILLIAM BLAIR INT SYSTEMATIC RESEARCH FUND LLC;
WILLIAM BLAIR MUTUAL F, INC. INTERNATIONAL GROWTH FUND;
WISDOMTREE EMERGING MARKETS EQUITY INCOME FUND;
WISDOMTREE GLOBAL EQUITY INCOME FUND;
WISDOMTREE GLOBAL EX-US GROWTH FUND;

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(Continuing page of signatures to the minutes of the 28th EGM of Tractebel Energia S.A. held on February 20, 2013)

WISDOMTREE GLOBAL EX-US UTILITIES FUND;
FUTURE FUND BOARD OF GUARDIANS; e
IBM DIVERSIFIED GLOBAL EQUITY FUND

Funds represented by J.P. Morgan S.A. - Distribuidora de Títulos e Valores Mobiliários, the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados in the person of the attorney Paulo Roberto Bellentani Brandão:

AQR FUNDS – AQR EMERGING DEFENSIVE EQUITY FUND;
BRITSH COAL STAFF SUPERANNUATION SCHEME;
FIDELITY INVESTMENTS MONEY MANAGEMENT INC.;
FLEXSHARES MORNINGSTAR EM MK FACTOR TIL T INDEX FUND;
GENESIS EMERGING MARKETS FUND LIMITED;
JNL/MELLON CAPITAL MANAGEMENT EM MARKETS INDEX FUND;
JPMORGAN INVESTMENT FUNDS;
JPMORGAN FUNDS;
JPMORGAN GLOBAL EMERGING MARKETS INCOME TRUST PLC;
JPMORGAN INCOME BUILDER FUND;
MFS INTERNATIONAL NEW DISCOVERY FUND;
MFS UTILITIES FUND;
MINEWORKERS PENSIONS SCHEME;
NATIONAL WEST B PLC AS DEP OF JPM EM MK INF FUND;
NATIONAL WEST B PLC AS DEP OF JPM MULTI-ASSET INCOME F;
NORGES BANK;
PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO;
SBC MASTER PENSION TRUST;
SCHRODER INTERNATIONAL SELECTION FUND;
STATE OF NEW MEXICO STATE INVESTMENT COUNCIL;
STATE OF WYOMING;
THE HARTFORD GLOBAL ALL ASSET FUND;
THE HARTFORD GLOBAL REAL ASSET FUND;
THE M T B OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045833;
THE M T B OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045835;
THE PUBLIC EDUCATION EMP RET SYSTEM OF MISSORI;
THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSORI;

(Signatures continue on the next page)

(Continuing page of signatures to the minutes of the 28th EGM of Tractebel Energia S.A. held on February 20, 2013)

VANGUARD INVESTMENT SERIES, PLC; e
VANGUARD TOTAL INT STOCK I F, A S OF VANG STAR FUNDS.

Funds represented by HSBC Corretora de Títulos e Valores Mobiliários S.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados in the person of attorney Paulo Roberto Bellentani Brandão:

COMGEST GROWTH PLC;
JPM MULTI INCOME FUND;
ROBECO CAPITAL GROWTH FUNDS;
TMA UMBRELLA FUND - GLOBAL EQUITY PORTFOLIO; e
TMA UMBRELLA FUND - TMA ACWI EX - JAPAN PORTFOLIO.

Fund represented by Deutsche Bank S.A. – Banco Alemão, the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados in the person of attorney Paulo Roberto Bellentani Brandão:

UNI-GLOBAL MINIMUM VARIANCE EMERGING MARKETS.

Fund represented by Banco Santander (Brasil) S.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of attorney Paulo Roberto Bellentani Brandão:

TOBAM ANTI-BENCHMARK EMERGING MARKETS EQUITY FUND.

Other Attendees:

CARLOS GUERREIRO PINTO
Member of the Fiscal Council

DARCI ZAWAISCKI
Representative of UHY Moreira Auditors