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

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

On the 30th (thirtieth) day of December in the year two thousand and thirteen at 11:00 a.m. at the Company's registered offices at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, in the city of Florianópolis, capital of the state of Santa Catarina, a meeting of the shareholders of Tractebel Energia S.A. was held, those present representing more than 2/3 (two-thirds) of the capital stock with voting rights, as recorded in the registers and signatures of the "Shareholders Attendance Register", for the purpose of deliberating and voting the items on the Agenda of the Day. On the opening of the work of the meeting and in the absence of the Company's Chairman of the Board of Directors, the shareholders elected Manoel Arlindo Torres, Chief Executive Officer of the Company, to chair the proceedings, the latter, pursuant to Article 12 of the Corporate Bylaws, proposing that I, José Moacir Schmidt, act as Secretary of the meeting, this proposal being seconded by the other shareholders present. Opening the agenda, the President welcomed the Shareholders and Paulo Alberto Machado, representative of Martinelli Auditores. The President 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 December 13, 16 and 17, 2013 in the *Diário Catarinese* newspaper, pages 38, 38 and 32, respectively, and in the Official Gazette of the State of Santa Catarina (*Diário Oficial do Estado de Santa Catarina*), pages 32, 48 and 44, respectively, and placed at the disposal of shareholders in the pages of the websites of the Company, the Brazilian Securities and Exchange Commission - CVM and the BM&FBOVESPA, transcribed as follows, the reading thereof being waived: *"**EXTRAORDINARY GENERAL MEETING** – **CONVENING NOTICE**. Pursuant to the applicable legal and statutory provisions, shareholders of **TRACTEBEL ENERGIA S.A.** ("Tractebel" or "Company") are hereby summoned to attend the Extraordinary General Meeting to be held on December 30, 2013, beginning at 11:00 a.m. at the Company's registered headquarters at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, in the city of Florianópolis, state capital of Santa Catarina, with the following agenda: **EXTRAORDINARY GENERAL MEETING**: 1. To examine and approve the Merger Protocol and Instrument of Justification for the full upstream merger of Companhia Energética São Salvador ("CESS") by Tractebel, as approved at the 127th Meeting of the Company's Board of Directors, held on August 13, 2013; 2. To approve the appointment of the firm Martinelli Auditores as valuators of CESS's equity; 3. To examine and approve the Valuation Report concerned with the CESS merger into Tractebel; 4. To approve the full merger of CESS into Tractebel, pursuant to the Upstream Merger Protocol and Instrument of Justification; 5. To authorize Tractebel's Board of Executive Officers to carry out all acts needed to implement the full merger of CESS into the Company and 6. To acknowledge the resignation of an Alternate Member of the Board of Directors and to appoint his replacement. As concerns item 3, should the shareholders see fit, the meeting may be adjourned to enable examination of the final version of the Valuation Report. In compliance with the contents of Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we inform that the following documents are available to shareholders at the Company's registered headquarters as well as on the webpages of the Company (www.tractebelenergia.com.br), of BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities Exchange Commission - CVM (www.cvm.gov.br): (i) Upstream Merger Protocol and Justification Instrument; (ii) Attachment 21 of CVM Instrument 481/2009, with*

information on Martinelli Auditores; (iii) CESS Valuation Report prepared by Martinelli Auditores; (iv) Opinion of the Company's Fiscal Council on the Operation; and (v) the information listed in items 12.6 to 12.10 of the reference form concerning the controlling shareholder's appointee to the Company's Board of Directors. The shareholder, pursuant to the contents of the applicable law and Article 13 of the Corporate Bylaws, shall provide proof of their status as shareholders by 72 (seventy-two) hours prior to the convening of the General Meeting called hereby, by filing documents proving ownership of Tractebel shares, such documents to be submitted at the Company's registered headquarters during business hours, care of Legal Affairs (U.O. Assuntos Jurídicos). To attend the General Meeting, in addition to proof of share ownership, shareholders shall provide the following documents: - ***Individual Shareholders****: official picture ID document. –* ***Corporate Shareholders****: i) certified copy of the latest bylaws or articles of incorporation or amendments thereto and minutes of the election of the members of the Board of Directors where such members are not listed in the corporate documents; and ii) original or certified copy of the official picture ID documents of the legal representative(s). –* ***Investment Funds****: i) original or certified copy of the latest consolidated fund statutes or amendments thereto, of the bylaws or articles of incorporation or amendments thereto of the manager of the fund and of the minutes of the election of the members of the fund manager's Board of Directors, where such members are not listed in the corporate documents; and ii) original or certified copy of the official picture ID document(s) of the legal representatives. Where the shareholder is represented by a proxy, in addition to the aforementioned corporate documents for legal entities and investment funds, such a proxy shall provide his or her official ID document and the special Power of Attorney instrument granted pursuant to the contents of Paragraph 1, Article 126 of the Corporations Act, such a Power of Attorney to be a public or private instrument, the latter case with notarized grantor signature with the presentation of the signing party's ID document waived. Florianópolis (SC), December 13, 2013. Maurício Stolle Bähr – Chairman of the Board of Directors".* **Resolutions:** Continuing the work of the meeting, the President submitted the first item on the Agenda of the Day for discussion: 1. To examine and approve the Merger Protocol and Instrument of Justification for the full upstream merger of Companhia Energética São Salvador ("CESS") by Tractebel, as approved at the 127th Meeting of the Company's Board of Directors, held on August 13, 2013. Following clarification of the operation, the Merger Protocol and Instrument of Justification for the full upstream merger of Companhia Energética São Salvador ("CESS"), NIRE (Company's Register) under number 42300032166, enrolled in the tax register (CNPJ) under number 04.848.623/0001-70, was approved by a majority of votes including the votes cast by the shareholders represented by the attorney, Beatriz Aparecida Trindade Leite Miranda, which are filed with the Company, and the votes declared by the other shareholders present as follows: *"****MERGER PROTOCOL AND INSTRUMENT OF JUSTIFICATION FOR THE FULL UPSTREAM MERGER OF COMPANHIA ENERGÉTICA SÃO SALVADOR BY TRACTEBEL ENERGIA S.A.*** *- (a)* ***COMPANHIA ENERGÉTICA SÃO SALVADOR****, a private law corporate entity and a public utility concessionaire for the production of electric energy as an Independent Producer with registered offices in the city of Florianópolis, state of Santa Catarina at Rua Paschoal Apóstolo Pítsica, 5064 - part, Bairro Agronômica, CEP 88025-255, enrolled in the tax register (CNPJ/MF) under number 04.848.623/0001-70 and in the Company's Register (NIRE) under number 42.3.0003216-6, in this act represented according to its Corporate Bylaws by its legal, undersigned representatives (hereinafter denominated simply "****CESS****" or "****MERGED COMPANY****"); and conversely, (b)* ***TRACTEBEL ENERGIA S.A.****, a private law*

*corporate entity and a public utility concessionaire for the production of electric energy as an Independent Producer with registered offices in the city of Florianópolis, state of Santa Catarina at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, enrolled in the tax register (CNPJ/MF) under number 02.474.103/0001-19 and in the Company's Register (NIRE) under number 42.3.0002438-4, in this act represented pursuant to its Corporate Bylaws by its legal, undersigned representatives (hereinafter denominated simply "**TRACTEBEL ENERGIA**" or "**MERGING COMPANY**"); **RESOLVE** to sign this Merger Protocol and Instrument of Justification, which incorporate the agreed conditions with respect to the merger of **CESS** by **TRACTEBEL ENERGIA**, pursuant to articles 224, 225, 226 and 252 of Law 6.404 of December 15, 1976, and other relevant legal provisions, as follows: **1. BACKGROUND** 1.1 On April 23, 2002, **CESS**, signed with the Federal Government, through the intermediary of the National Electric Energy Agency – ANEEL, Concession Agreement 17/2002, for a term of 35 (thirty-five years), for the harnessing of the hydraulic energy potential on the Tocantins River, municipalities of São Salvador and Paranã, state of Tocantins, denominated São Salvador Hydroelectric Power Plant, with a minimum installed capacity of 241.00 MW, as well as the respective Transmission Installations of Interest Restricted to the Generator Plant, concession of which was granted under the Decree of April 2, 2002, published in the Official Gazette of April 3, 2002. 1.2 Subsequently, **TRACTEBEL ENERGIA** acquired corporate control of **CESS** on May 29, 2007, with due agreement of ANEEL though Authorizing Resolution 960 of June 19, 2007. 1.3 Pursuant to the strategic guidelines of **TRACTEBEL ENERGIA** for administrative and financial simplification and rationalization, **TRACTEBEL ENERGIA** now wishes to effect the merger of **CESS**, and as a direct consequence of this merger, **CESS** shall be extinguished and succeeded by **TRACTEBEL ENERGIA** in all its rights and obligations including its capacity as holder of the Concession Agreement 17/2002. **2. JUSTIFICATION, OBJECTIVES AND INTERESTS OF THE COMPANIES IN EXECUTING THE OPERATION** 2.1 **CESS** is a closely held company, owner of the concession of the São Salvador Hydroelectric Power Plant, and **TRACTEBEL ENERGIA** is a widely held company with shares traded on the São Paulo Stock Exchange – BM&FBOVESPA. 2.2 **TRACTEBEL ENERGIA** is holder of 99.99% (ninety-nine decimal point ninety-nine percent) of the shares representing the capital stock of **CESS**, being that 0.01% (zero decimal point zero one percent) of the shares pertain to Tractebel Energias Complementares Participações Ltda. 2.3 Given that **TRACTEBEL ENERGIA** already controls, operates the plant and manages **CESS**, the merger in question shall not affect any aspect of the functioning of the São Salvador Hydroelectric Power Plant. 2.4 The maintenance of various companies pertaining to the same group with the same purpose and distinct structure, multiplies administrative and operational costs. 2.5 It is the understanding of the Management of both companies that the simplification of the group's structure through the corporate and equity restructuring under the merger operation of **CESS** by **TRACTEBEL ENERGIA**, shall reduce the current organizational structure, decreasing costs, rationalizing and optimizing both the financial management and also investments, increasing shareholder value, and facilitating the unification, standardization and rationalization of the general management of the businesses of the companies involved. It should be pointed out that the market has been increasingly demanding enhanced standards of corporate governance whereby the corporate structure must be more transparent and less complex, thus allowing the visualization of each one of the businesses. Another factor critical to the merger is the upgrading of the Brazilian environmental legislation which indicates the need for centralized management of the*

guidelines and social responsibility and environmental initiatives. 2.6 Furthermore, the proposed merger operation shall not involve any loss to the current shareholders of ***CESS*** *and* ***TRACTEBEL ENERGIA*** *and the actions of management shall respect the principle of Ethics (fairness) pursuant to an OECD (Organization for Economic Cooperation and Development) report. 2.7 Consequently, the merger described in this instrument is justified from the economic, financial and operational points of view and shall result in benefits to both the companies, to their shareholders and to the clients as a whole, since it will allow the capture of synergies, the optimization of the use of human resources and materials in order to provide greater agility in the operational and administrative activities, greater financial capacity, expansion and diversification of the alternatives in relation to the eventual raising of resources and the reduction of operating costs, the increasing of profitability and the enhancing of investment capacity. 2.8 Equally, it should be pointed out that the said operation will not create affects which are conducive to unfair competition and will not involve any impacts on the market for the generation of electric energy, representing as it does a mere corporate restructuring within the same economic group, and that, as discussed above,* ***TRACTEBEL ENERGIA*** *already conducts the entire process of control and management of* ***CESS****, operating the plant and managing the Company. 2.9 It is worth noting that the Thirteenth Clause of the Concession Agreement 17/2002 prescribes the possibility of the transfer of the concession and shareholding control of* ***CESS*** *against prior agreement of ANEEL, to a company which is able to substantiate conditions of technical and economic-financial qualification as well as legal and fiscal compliance as laid out in the Auction Notice which originated the concession, contingent on this same company undertaking to execute the agreement in accordance with the latter's clauses and prevailing legal and regulatory norms. 2.10* ***TRACTEBEL ENERGIA*** *fulfills all the requirements necessary for the merger and transfer of the intended concession, both in relation to its legal and fiscal regularity and also its financial reputation and technical capacity. 2.11 In the light of the merger and pursuant to Article 227 of Law 6404/1976,* ***TRACTEBEL ENERGIA*** *shall succeed* ***CESS*** *in all its rights and obligations relative to the merged equity, which shall be duly recorded in the Valuation Report prepared by the appointed company pursuant to this instrument.* ***3. CAPITAL OF THE MERGING AND MERGED COMPANIES*** *3.1 Capital of* ***TRACTEBEL ENERGIA****: The subscribed and paid-in capital stock of* ***TRACTEBEL ENERGIA*** *is R$ 2,445,766,091.90 (two billion, four hundred and forty-five million, seven hundred and sixty-six thousand and ninety-one reais and ninety centavos), divided into 652,742,192 (six hundred and fifty-two million, seven hundred and forty-two thousand, one hundred and ninety-two) shares, all common, nominative and with no par value. 3.2 Capital of* ***CESS****: The subscribed and paid-in capital stock of* ***CESS****, the corporation to be merged, is R$ 360,788,728.00 (three hundred and sixty million, seven hundred and eighty-eight thousand, seven hundred and twenty-eight reais), divided into 180,394,364 (one hundred and eighty million, three hundred and ninety-four thousand, three hundred and sixty-four) common shares and 180,394,364 (one hundred and eighty million, three hundred and ninety-four thousand, three hundred and sixty-four) preferred shares, all in book entry form and with no par value, distributed among its shareholders as follows:*

Shareholders	***Total Number***	***Perc.***
Tractebel Energia S.A.	*360,788,723*	*99.99*
Tractebel Energias Complementares Partic. Ltda.	*5*	*0.01*
Total	*360,788,728*	*100.00*

4. DONATION OF SHARES OF THE MERGING COMPANY *4.1 Pursuant to the attached Conditional Donation of Shares, which shall with immediate effect become an integral and inseparable part of this instrument, the minority shareholder of* ***CESS*** *agrees with the execution of the merger operation, donating the sum total of its shares to* ***TRACTEBEL ENERGIA****, this donation being contingent only on the approval of the merger by the Extraordinary General Meeting of* ***TRACTEBEL ENERGIA****. Consequently, the net equity of* ***TRACTEBEL ENERGIA*** *shall not be evaluated and the substitution value of the shares and reimbursement of the corporate stakes which it holds in the said corporation shall not be informed in the event of dissent, the said information not applying to this instrument.* ***5. SHARES AND CORPORATION TO BE MERGED*** *5.1 The equity of* ***CESS*** *shall be transferred to* ***TRACTEBEL ENERGIA*** *at the respective book value. The criterion is justified by the fact that the net equity already fully pertains to* ***TRACTEBEL ENERGIA****, being represented in its assets ("Investment") by the shares of the capital of* ***CESS****. 5.2 As a consequence of the merger operation, with the extinguishment of the total shares issued by* ***CESS*** *and the ownership of* ***TRACTEBEL ENERGIA,*** *the value of the said shares shall be substituted in the accounts of* ***TRACTEBEL ENERGIA*** *by the equity of* ***CESS*** *itself, without there being any change in the value at which the equity shall be registered. 5.3 The net equity of* ***CESS*** *to be transferred to* ***TRACTEBEL ENERGIA*** *shall be evaluated by a specialized company pursuant to Article 8 of Law 6.404/1976 and Item 6, below, this company to prepare the Valuation Report at book value on the basis of the elements contained in the balance sheet of* ***CESS*** *as raised on November 30, 2013. 5.4 The variations in the equity between November 30, 2013 and the effective date of the merger of* ***CESS*** *by* ***TRACTEBEL ENERGIA*** *shall be appropriated in each one of the corresponding companies and the repercussion of all the acts and facts taking place after the date of the operation proposed shall be absorbed by* ***TRACTEBEL ENERGIA****. 5.5 Since* ***CESS*** *is to become a wholly-owned subsidiary of* ***TRACTEBEL ENERGIA****, no shares of the capital of* ***TRACTEBEL ENERGIA*** *shall be issued, these remaining unaltered. Consequently, no amendment to the Corporate Bylaws of* ***TRACTEBEL ENERGIA*** *shall be made. 5.6 In the light of the foregoing,* ***CESS*** *and* ***TRACTEBEL ENERGIA*** *shall hold an Extraordinary General Meeting to formalize the decisions established in this instrument pursuant to Article 227 of Law 6.404/1976, it being incumbent on* ***TRACTEBEL ENERGIA*** *to undertake the filing of the acts of the merger in the appropriate commercial registers and the subsequent publication of the same.* ***6. APPOINTMENT OF THE VALUATOR COMPANY*** *6.1 For the purposes of verifying and evaluating the net equity of* ***CESS****, the signatories to this instrument agree to appoint as valuator, MARTINELLI AUDITORES, with registered offices in Joinville, state of Santa Catarina, located at Rua Dona Francisca, 1113, 10th and 11th floors, Bairro Saguaçú, enrolled in the tax register (CNPJ/MF) under number 79.370.466/0001-39, this appointment to be submitted for approval of the Extraordinary General Meetings of* ***CESS*** *and* ***TRACTEBEL ENERGIA*** *which shall approve this instrument. It should be noted from the outset that this company has no conflict or pooling of interests with the Parties, their shareholders or unit holders. 6.2 The aforementioned valuator company shall prepare the Valuation Report which shall be made available to the shareholders of both Parties pursuant to the call notice to the Extraordinary General Meeting as a prerequisite for the approval of the merger in order that the company may be examined and a decision taken in this respect.* ***7. ADDITIONAL CONDITIONS RELATIVE TO THE MERGER*** *7.1 The Extraordinary General Meetings of* ***CESS*** *and* ***TRACTEBEL ENERGIA*** *shall be held for examination and*

resolution with respect to the merger operation. 7.2 With the conclusion of the merger, ***TRACTEBEL ENERGIA*** *shall become the owner, by succession, and shall assume all the property, rights and obligations of* ***CESS****, including financing agreements, the supply of goods and services agreements, covenants, real estate, legal actions, demands, among others. 7.3* ***TRACTEBEL ENERGIA*** *agrees and is, without any qualification, subject to the conditions and clauses of the Concession Agreement 17/2002 and to the current legal norms and regulations applicable to the concession for the use of a public utility for the generation of electric energy. 7.4 The transfer of goods, rights and obligations relative to the activities of electric energy generation shall also comply with the specific acts issued by the Granting Authority pursuant to the legislation in effect. 7.5 This instrument and any other information or documents used in the planning, evaluation, promotion and execution of the merger operation shall be made available to all shareholders of the parties as from the date of publication of the conditions of the operation, at the registered offices of* ***TRACTEBEL ENERGIA****, located in the city of Florianópolis, state of Santa Catarina, at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica from 9:00 a.m. to 6:00 p.m., Mondays to Fridays. 7.6 The merger operation having been approved by the shareholders of* ***TRACTEBEL ENERGIA****, it shall be incumbent on the Management of* ***TRACTEBEL ENERGIA*** *to undertake the filing and publication of all acts relative to the merger. 7.7 Situations not covered herein shall be governed by the legal norms applicable to the matter. 7.8 The Parties and their respective Management elect the Jurisdictional District of Florianópolis, capital of the state of Santa Catarina, for the settlement of eventual disputes arising from this instrument. And in witness whereof the parties sign this instrument in 3 (three) counterparts of equal content and form, together with 2 (two) undersigned witnesses. Florianópolis, August 13, 2013.* ***COMPANHIA ENERGÉTICA SÃO SALVADOR****. Manoel Arlindo Zaroni Torres – Chief Executive Officer – Eduardo Sattamini – Administration and Financial Officer.* ***TRACTEBEL ENERGIA S.A.*** *Manoel Arlindo Zaroni Torres – Chief Executive Officer – Eduardo Sattamini – Chief Financial and Investor Relations Officer. Witnesses: Luanda Santos, Administration Assistant U.O. Legal Affairs, enrolled in the tax register (CPF) under number 005.887.189-63 – Osmar Osmarino Bento, enrolled in the tax register (CPF) under number 691.060.889-53 OAB/SC 25396";* Continuing with the proceedings of the meeting, the President informed that he would move onto the next item on the Agenda of the Day: 2. To approve the appointment of the firm Martinelli Auditores as valuators of CESS's equity. Approved by a majority - with the votes cast by the shareholders represented by the attorney, Beatriz Aparecida Trindade Leite Miranda, filed at the Company, and the votes declared by the other shareholders present - the selection and engagement of the firm, Martinelli Auditores to prepare the evaluation report of the equity of the merged corporation. Continuing proceedings, the President moved on to the third item on the Agenda of the Day: 3. To examine and approve the Valuation Report concerned with the CESS merger into Tractebel. Initiating discussions, the President announced the presence of Paulo Alberto Machado, representative of Martinelli Auditores to answer questions where necessary. Following the analysis of the report, approved by a majority vote - with the votes cast by the shareholders represented by the attorney, Beatriz Aparecida Trindade Leite Miranda, the votes to be filed at the Company, and votes declared by the other shareholders present - the Valuation Report in its final version, pursuant to the document attached to these minutes, as prepared by Martinelli Auditores, containing the evaluation of the equity of CESS according to the book value criterion, pursuant to the provision in the Corporate Law. Proceeding with the work of the meeting, the President put to the vote the fourth item on the Agenda of the Day: 4. To approve the full

merger of CESS into Tractebel, pursuant to the Upstream Merger Protocol and Instrument of Justification, initially clarifying that *i)* all documents and information with respect to the Operation were placed at the disposal of the shareholders and the market in the website pages of the Company, of the Brazilian Securities and Exchange Commission - CVM and the BM&FBovespa; *ii)* the operation is designed to reduce the current organizational structure, decreasing costs, rationalizing and optimizing the investments as well as facilitating the unification, standardization and rationalization of the general management of the businesses of the Company and allowing the elimination of the managerial costs which are implicit in the maintenance of the companies; and *iii)* the Company's Fiscal Council has issued a favorable opinion on the execution of the operation in the following terms: *"OPINION OF THE FISCAL COUNCIL – The undersigned members of the Fiscal Council of Tractebel Energia S.A. ("Tractebel Energia" or "Company"), Paulo de Resende Salgado, Carlos Guerreiro Pinto and Manoel Eduardo Lima Lopes, following the examination of the Merger Protocol and Instrument of Justification for the Merger of Companhia Energética São Salvador ("CESS") into Tractebel Energia S.A.; of the minutes of the 127th Meeting of the Board of Directors of the Company which approved the merger, held on August 13, 2013; of the balance sheet of CESS as of the baseline date of November 30, 2013; of the Valuation Report of the net equity of CESS evaluated at its book value as of the baseline date of November 30, 2013, prepared by Martinelli Auditores; and all matters relating to the aforementioned merger operation; those documents which are integral to this opinion as an Attachment and taking into consideration these documents, declare that the merger of the equity of CESS into Tractebel Energia S.A., may be submitted to the General Shareholders' Meeting of the Company for examination. Rio de Janeiro, December 12, 2013. Paulo de Resende Salgado – President of the Council; Carlos Guerreiro Pinto – Councilor; and Manoel Eduardo Lima Lopes – Councilor"*. The presence of a representative of the Fiscal Council was waived in view of the opinion issued. In the light of the terms of the merger protocol and instrument of justification, the opinion of the Fiscal Council and the report on the evaluation of the equity of CESS, the shareholders, including the votes cast by those represented by the attorney Beatriz Aparecida Trinidade Leite Miranda, duly filed with the Company and those votes declared by the other shareholders present, approved the upstream merger of CESS, by the Company, without any increase in the Company's capital or amendment to the corporate bylaws, in substitution to the shares, the ownership of the Company in the capital stock of CESS. Thus, Companhia Energética São Salvador is declared extinguished and all its assets and liabilities are absorbed by Tractebel Energia S.A., which shall succeed it in all its property, rights and obligations, covering but not exclusive to real estate, brands, rights of use, registers, licenses, agreements, covenants, legal and administrative actions, authorizations and concessions, in particular the Concession Agreement 017/2002 of April 23, 2002, for harnessing the potential of the São Salvador Hydroelectric Power Plant, without any solution of continuity; 5. To authorize Tractebel's Board of Executive Officers to carry out all acts needed to implement the full merger of CESS into the Company. In the light of the aforesaid approvals, unanimous authorization is given through the votes of those shareholders represented by the attorney, Beatriz Aparecida Trinidade Leite Miranda, filed with the Company, and those votes declared by the other shareholders present, for the Company's management to practice all acts necessary for the implementation of the resolutions adopted. 6. To acknowledge the resignation of an Alternate Member of the Board of Directors and to appoint his replacement. The shareholders were made cognizant of the resignation request of the Board Director, Manuel François Colcombet, elected at the 15th Annual General Meeting, held on March 21,

2012. To replace the resigning Board member, on a majority vote with the votes cast by shareholders represented by the attorney, Beatriz Aparecida Trinidade Leite Miranda, duly filed with the Company and those votes declared by the other shareholders present, approval was given for **PIERRE VICTOR MARIE NICOLAS DEVILLEERS** to fill the position as alternate member of the Board of Directors for the term of office expiring on April 8, 2014. **PIERRE VICTOR MARIE NICOLAS DEVILLERS** is Belgian, married, with a bachelor's degree in law, bearer of passport number EJ671427, issued by the Government of Belgium, resident and domiciled in Buenos Aires, Argentina, with professional domicile at Bouchard, 710, 8th floor, CEP: C1106ABL. The elected Director shall take office for the term pursuant to Paragraph 1, Article 149 of Law 6.404/76, after signing the respective Instrument of Investiture. The Controlling Shareholder, GDF Suez Energy Latin America Participações Ltda., through the intermediary of its attorneys-in-fact, declared to those shareholders present that it has obtained from the elected Director information to the effect that he is able to sign without qualification, the declaration instrument cited in Paragraph 4, Article 147 of Law 6.404/76 and in Article 2 of CVM Instruction 367/2002, and that it has undertaken to deliver it as of the date of signature of the Instrument of Investiture, to be signed within a term of 30 (thirty) days as from today pursuant to Article 149, Paragraph 1 of Law 6.404/76. A short résumé has been made available which shall be filed at the registered offices of the Company. The President took the opportunity to underscore the contribution made by the director, Manuel François Colcombet while a member of the Board of Directors and thanked him for defending the Company's interests. **Conclusion:** Having concluded all items on the Agenda of the Sixteenth Annual General Meeting and with no manifestations from the floor, the President thanked those present, declaring the work of this General Meeting concluded and requesting that these Minutes be drafted. The Minutes, having been read and found in conformity, were signed by the President and by the shareholders present, representing more than 2/3 of the Company's voting capital, and by myself as Secretary, extracting the necessary copies for all legal purposes. Florianópolis. December 30, 2013.

Chair:

Manoel Arlindo Zaroni Torres	José Moacir Schmidt
President and Shareholder	Secretary and Shareholder

Shareholders:

GDF SUEZ ENERGY LATIN AMERICA PARTICIPAÇÕES LTDA

BANCO CLÁSSICO S.A. PATRICK CLEMENT OBYN

LUIZ ANTONIO BARBOSA

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

Funds represented by CITIBANK N.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados in the person of the attorney Beatriz Aparecida Trindade Leite Miranda

ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND;
ACMBERNSTEIN SICAV - EMERGING MARKETS MULTI-ASSET PORTFOLIO;
ADVANCED SERIES TRUST - AST PARAMETRIC EMERGING MARKETS EQUITY PORTFOLIO;
ADVANCED SERIES TRUST - AST PRUDENTIAL GROWTH ALLOCATION PORTFOLIO;
ADVANCED SERIES TRUST - AST QMA EMERGING MARKETS EQUITY PORTFOLIO;
ADVANCED SERIES TRUST - AST RCM WORLD TRENDS PORTFOLIO;
ALASKA PERMANENT FUND;
ALLIANCEBERNSTEIN CAP FUND, INC. - ALLIANCEBERNSTEIN EMERGING MARKETS MULTI-ASSET PORTFOLIO;
AON HEWITT GROUP TRUST;
ASCENSION HEALTH MASTER PENSION TRUST;
AT&T UNION WELFARE BENEFIT TRUST;
BELLSOUTH CORPORATION RFA VEBA TRUST;
BEST INVESTMENT CORPORATION;
BLACKROCK CDN MSCI EMERGING MARKETS INDEX FUND;
BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.;
BRITISH AIRWAYS PENSION TRUSTEES LIMITED - MAIN A/C;
BRITISH AIRWAYS PENSION TRUSTEES LTD. (MPF A/C);
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC;
CALIFORNIA PUBLIC EMPLOYEES´ RETIREMENT SYSTEM;
CANADA PENSION PLAN INVESTMENT BOARD;
CAUSEWAY EMERGING MARKETS FUND;
CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND;
CF DV EMERGING MARKETS STOCK INDEX FUND;
CHIMCO ALPHA FUND, LLC;
CIBC EMERGING MARKETS INDEX FUND;
CITIGROUP PENSION PLAN;
CITY OF NEW YORK GROUP TRUST;
CN CANADIAN MASTER TRUST FUND;
COLLEGE RETIREMENT EQUITIES FUND;
COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES´ RETIREMENT SYSTEM;

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

COMMONWEALTH SUPERANNUATION CORPORATION;
COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF THE COOK COUNTY;
DB X -TRACKERS MSCI BRAZIL HEDGED EQUITY FUND;
DREYFUS INTERNATIONAL FUNDS, INC. - DREYFUS BRAZIL EQUITY FUND;
EATON VANCE COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS - EMERGING MARKETS EQUITY FUND;
EATON VANCE HEXAVEST EMERGING MARKETS EQUITY FUND;
EATON VANCE PARAMETRIC STRUCTURED EMERGING MARKETS FUND;
EATON VANCE PARAMETRIC TAX-MANAGED EMERGING MARKETS FUND;
EATON VANCE TRUST CO COMMON TRUST FUND - PARAMETRIC STRUCTURED EMERGING MARKETS EQUITY COMMON TRUST;
EGSHARES BRAZIL INFRASTRUCTURE ETF;
EMERGING MARKETS EQUITY INDEX MASTER FUND;
EMERGING MARKETS EQUITY INDEX PLUS FUND;
EMERGING MARKETS EQUITY TRUST 3;
EMERGING MARKETS EQUITY TRUST 4;
EMERGING MARKETS EX-CONTROVERSIAL WEAPONS EQUITY INDEX FUND B;
EMERGING MARKETS INDEX NON-LENDABLE FUND;
EMERGING MARKETS INDEX NON-LENDABLE FUND B;
EMERGING MARKETS PLUS SERIES OF BLACKROCK QUANTITATIVE PARTNERS, L.P.;
EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND;
EMERGING MKTS EQTY MGRS: PORTFOLIO 1 OFFSHORE MASTER L.P.;
EMPLOYEES RETIREMENT SYSTEM OF TEXAS;
EMPLOYEES RETIREMENT SYSTEM OF THE STATE OF HAWAII;
EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PENSIONS;
EXELON CORPORATION PENSION MASTER RETIREMENT TRUST;
FIDELITY INVESTMENT TRUST: LATIN AMERICA FUND;
FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND;
FIDELITY SALEM STREET TRUST: SPARTAN EMERGING MARKETS INDEX FUND;
FIDELITY SALEM STREET TRUST: SPARTAN GLOBAL EX U.S. INDEX FUND;
FIL GENESIS LIMITED;
FIRST TRUST BRAZIL ALPHADEX FUND;
FLORIDA RETIREMENT SYSTEM TRUST FUND;
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST;
GARD COMMON CONTRACTUAL FUND;
GENESIS EMERGING MARKETS BUSINESS TRUST;

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

GLOBAL X BRAZIL MID CAP ETF;
GMAM GROUP PENSION TRUST II;
GMAM INVESTMENT FUNDS TRUST;
GMO MEAN REVERSION FUND(ONSHORE), A SERIES OF GMO MASTER PORTFOLIOS(ONSHORE), L.P.;
GMO REAL RETURN ASSET ALLOCATION FUND, L.P.;
GMO TRUST ON BEHALF OF GMO EMERGING COUNTRIES FUND;
GOLDMAN SACHS PROFIT SHARING MASTER TRUST;
HEWLETT-PACKARD COMPANY MASTER TRUST;
HEWLETT PACKARD COMPANY TAX SAVING CAPITAL ACCUMULATION PLAN - ALLIANCE BERNSTEIN;
HSBC BRIC EQUITY FUND;
IBM 401(K) PLUS PLAN;
IBM DIVERSIFIED GLOBAL EQUITY FUND;
ILLINOIS STATE BOARD OF INVESTMENT;
ING EMERGING MARKETS INDEX PORTFOLIO;
ISHARES II PUBLIC LIMITED COMPANY;
ISHARES III PUBLIC LIMITED COMPANY;
ISHARES MSCI ACWI EX US INDEX FUND;
ISHARES MSCI BRAZIL (FREE) INDEX FUND;
ISHARES MSCI BRIC INDEX FUND;
ISHARES MSCI EMERGING MARKETS INDEX FUND;
ISHARES MSCI EMERGING MARKETS MINIMUM VOLATILITY INDEX FUND;
ISHARES PUBLIC LIMITED COMPANY;
ISHARES V PUBLIC LIMITED COMPANY;
ISHARES VI PUBLIC LIMITED COMPANY;
JAPAN TRUSTEE SERVICES BANK, LTD. STB BRAZIL STOCK MOTHER FUND;
JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND;
JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL EQUITY INDEX TRUST B;
LAZARD ASSET MANAGEMENT LLC;
LEGG MASON PARTNERS EQUITY TRUST- LEGG MASON BATTERYMARCH MNG VOLATILITY INTERNATIONAL DIVIDEND FUN;
LEGG MASON PARTNERS EQUITY TRUST - LEGG MASON BATTERYMARCH MANAGED VOLATILITY GLOBAL DIVIDEND FUND;
LVIP BLACKROCK EMERGING MARKETS INDEX RPM FUND;
MANAGED PENSION FUNDS LIMITED;
MARATHON OIL COMPANY RETIREMENT PLAN TRUST;

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

MELLON BANK N.A EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN;
MFS EMERGING MARKETS EQUITY FUND;
MFS INVESTMENT FUNDS - EMERGING MARKETS EQUITY FUND;
MFS VARIABLE INSURANCE TRUST II - MFS EMERGING MARKETS EQUITY PORTFOLIO;
MICROSOFT GLOBAL FINANCE;
MINISTRY OF STRATEGY AND FINANCE;
NATIONAL COUNCIL FOR SOCIAL SECURITY FUND;
NATIONAL ELEVATOR INDUSTRY PENSION PLAN;
NATIONAL PENSION SERVICE;
NATIONAL PENSIONS RESERVE FUND COMMISSION;
NATIONAL WESTMINSTER BANK PLC ADO FIRST STATE INV ICVC - FIRST STATE GLOBAL EMER MARKETS LEADERS FD;
NATIONAL WESTMINSTER BANK PLC ADO FIRST STATE INV ICVC -FIRST STATE GLOBAL EM MKTS SUSTAINABILITY F;
NATIONAL WESTMINSTER BANK PLC ADO FIRST STATE INVEST ICVC - FIRST STATE GLOBAL EMERGING MARKETS FD;
NATIONAL WESTMINSTER BANK PLC ADO FIRST STATE INVESTMENTS ICVC - FIRST STATE LATIN AMERICA FUND;
NAV CANADA PENSION PLAN;
NEW YORK STATE TEACHER`S RETIREMENT SYSTEM;
NORTHWESTERN MUTUAL SERIES FUND, INC. - EMERGING MARKETS EQUITY PORTFOLIO;
NZAM EM8 EQUITY PASSIVE FUND;
PANAGORA GROUP TRUST;
PARAMETRIC STRUCTURED ABSOLUTE RETURN PORTFOLIO;
PICTET - EMERGING MARKETS HIGH DIVIDEND;
PICTET - EMERGING MARKETS SUSTAINABLE EQUITIES;
PPL SERVICES CORPORATION MASTER TRUST;
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY;
PRUDENTIAL WORLD FUND, INC. PRUDENTIAL INTERNATIONAL EQUITY FUND;
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO;
PYRAMIS GLOBAL EX U.S. INDEX FUND LP;
RAILWAYS PENSION TRUSTEE COMPANY LIMITED;
ROBECO EMERGING CONSERVATIVE EQUITIES DST;
RUSSELL INSTITUTIONAL FUNDS, LLC - RUSSELL EMERGING MARKETS EQUITY PLUS FUND;

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

SCHRODER GLOBAL BLEND FUND (CANADA);
SCHWAB EMERGING MARKETS EQUITY ETF;
SOUTHERN CA EDISON CO NUCLEAR FAC QUAL CPUC DECOM M T FOR SAN ONOFRE AND PALO VERDE NUC GEN STATION;
SSGA EMERGING MARKETS INDEX PLUS NON-LENDING COMMON TRUST FUND;
SSGA MSCI BRAZIL INDEX NON-LENDING QP COMMON TRUST FUND;
ST. JAMES S PLACE GLOBAL EMERGING MARKETS UNIT TRUST;
STANLIB FUNDS LIMITED;
STATE OF CONNECTICUT RETIREMENT PLANS AND TRUST FUNDS;
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS;
STICHTING PENSIOENFONDS VAN DE ABN AMRO BANK NV;
TEACHER RETIREMENT SYSTEM OF TEXAS;
TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS;
THE BANK OF KOREA;
THE CALIFORNIA ENDOWMENT;
THE CHICAGO PUB.SCHOOL TEACHERS P. AND RETIREM F;
THE GENERAL MOTORS CANADIAN HOURLY-RATE EMPLOYEES PENSION PLAN;
THE GENERAL MOTORS CANADIAN RETIREMENT PROGRAM FOR SALARIED EMPLOYEES;
THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS;
THE GOVERNMENT OF THE PROVINCE OF ALBERTA;
THE ILLINOIS MUNICIPAL EMPLOYEES RETIREMENT FUND;
THE MONETARY AUTHORITY OF SINGAPORE;
THE NOMURA TRUST AND BANKING CO., LTD. RE: INT. EMERGING STOCK INDEX MSCI EMERGING NO HEDGE MOTHER;
THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD;
THE PFIZER MASTER TRUST;
THE SEVENTH SWEDISH NATIONAL PENSION FUND - AP 7 EQUITY FUND;
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO;
TIAA-CREF FUNDS - TIAA-CREF EMERGING MARKETS EQUITY INDEX FUND;
TREASURER OF THE STATE OF NORTH CAROLINA EQUITY INVESTMENT FUND POOLED TRUST;
TRUSTEES OF THE ESTATE OF BERNICE PAUAHI BISHOP DBA KAMEHAMEHA SCHOOLS;
UAW RETIREE MEDICAL BENEFITS TRUST;
UNILEVER UK PENSION FUND;

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

UPS GROUP TRUST;
VANGUARD EMERGING MARKETS STOCK INDEX FUND;
VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS;
VANGUARD FUNDS PUBLIC LIMITED COMPANY;
VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS;
VERIZON MASTER SAVINGS TRUST;
VIRGINIA RETIREMENT SYSTEM;
WELLS FARGO ADVANTAGE DIVERSIFIED STOCK PORTFOLIO;
WHEELS COMMON INVESTMENT FUND;
WILLIAM BLAIR COLLECTIVE INVESTMENT TRUST;
WILLIAM BLAIR EMERGING MARKETS GROWTH FUND;
WISDOMTREE GLOBAL EQUITY INCOME FUND; e
WISDOMTREE GLOBAL EX-US UTILITIES 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 Beatriz Aparecida Trindade Leite Miranda

BRITISH COAL STAFF SUPERANNUATION SCHEME;
CONNECTICUT GENERAL LIFE INSURANCE COMPANY;
GENESIS EMERGING MARKETS FUND LIMITED;
JNL/MELLON CAPITAL EMERGING MARKETS INDEX FUND;
JP MORGAN CHASE RETIREMENT PLAN;
JP MORGAN INVESTMENT FUNDS;
JPMORGAN FUNDS;
JPMORGAN GLOBAL EMERGING MARKETS INCOME TRUST PLC;
MINEWORKERS`PENSION SCHEME;
NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF JPM MULTI-ASSET INCOME FUND;
NEW YORK STATE COMMON RETIREMENT FUND;
NORGES BANK;
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO;
RETIREMENT INCOME PLAN OF SAUDI ARABIAN OIL COMPANY;
SCHRODER EMERGING MARKETS MULTI-CAP EQUITY FUND;
SCHRODER INTERNATIONAL MULTI-CAP VALUE FUND;
SCHRODER QEP GLOBAL QUALITY FUND;

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST;
THE HARTFORD GLOBAL ALL ASSET FUND;
THE HARTFORD GLOBAL REAL ASSET FUND;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045833;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045835;
VANGUARD INVESTMENT SERIES, PLC; e
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD 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 the attorney Beatriz Aparecida Trindade Leite Miranda:

BELL ALIANT REGIONAL COMMUNICATIONS INC;
FIRST STATE GLOBAL UMBRELLA FUND PLC FIRST STATE GLOBAL EMERGING MARKETS SELECT FUND;
HSBC LATIN AMERICAN EQUITY FUND;
JPM MULTI INCOME FUND;
RARE EMERGING MARKETS FUND; e
ROBECO CAPITAL GROWTH FUNDS.

Fund represented by Banco Santander (Brasil) S.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados in the person of the attorney Beatriz Aparecida Trindade Leite Miranda:

TOBAM ANTI-BENCHMARK EMERGING MARKETS EQUITY FUND.

Fund and private individual represented by Anthonny Dias dos Santos:

PORTUGAL CLUBE DE INVESTIMENTO; and
ANTONIO DIAS DOS SANTOS

(Signatures continued on the next page)

(Continuation of signatures to the minutes of the 29th EGM of Tractebel Energia S.A. held on December 30, 2013)

Representative of Martinelli Auditores

PAULO ALBERTO MACHADO