

ENGIE
Tractebel Energia

Management Proposal for the Extraordinary General Meeting of **July 14, 2016**

CNPJ Nº 02.474.103/0001-19 NIRE Nº 42 3 0002438-4
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Índice de Sustentabilidade Empresarial ISE 2016
Índice de Ações com Governança Corporativa Diferenciada IGC
Índice de Ações com Tag Along Diferenciado ITAG
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CONTENTS

MANAGEMENT PROPOSAL FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JULY 14, 2016, PURSUANT TO BRAZILIAN SECURITIES EXCHANGE COMMISSION (CVM) INSTRUCTION No. 481, DATED DECEMBER 17, 2009 (ICVM 481/09) 3

ATTACHMENT I – MEMBERSHIP OF MANAGEMENT 4

12.5 / 6 Membership of the Management Bodies and professional background 4

12.7 / 8 Membership of statutory committees and the audit, financial and compensation committees 4

12.9 Presence of marriage, common-law marriage or consanguinity up to the second degree with managers, controlled companies and controlling shareholders of the issuer: 5

12.10 Links of subordination, retainer or control between managers (Appointed by the Controlling Shareholder) and controlled and controlling companies, and others 5

a. entity directly or indirectly controlled by the issuer 5

b. direct or indirect controller of the issuer 5

12.13 Provide additional information that the issuer may deem relevant 5

ATTACHMENT II – CORPORATE BYLAWS 6

BYLAWS 6

PROPOSAL FOR AMENDMENTS TO THE CORPORATE BYLAWS 22

MANAGEMENT PROPOSAL FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JULY 14, 2016, PURSUANT TO BRAZILIAN SECURITIES EXCHANGE COMMISSION (CVM) INSTRUCTION No. 481, DATED DECEMBER 17, 2009 (ICVM 481/09)

The Company shall hold an Extraordinary General Meeting on July 14, 2016 to resolve, among other matters, on the following: (i) Election of a full member of the Board of Directors; and (ii) Amendment to the Corporate Bylaws.

Pursuant to ICVM 481/09 the Company must supply the following information whenever the general meeting convenes to resolve on such matters:

I – at a minimum, the information listed in items 12.5 to 12.10 of the reference form in connection with the candidates appointed or supported by the Board of Directors or the controlling shareholders (ICVM 481/09, Art. 10);

The aforementioned data can be found in Attachment I hereto.

II – a copy of the Bylaws containing the proposed amendments with emphasis; and

III – a report detailing the origins of and justifications for the proposed amendments, and analyzing their legal and economic effects (ICVM 481/09, Art. 11).

The aforementioned data can be found in Attachment II hereto.

ATTACHMENT I – MEMBERSHIP OF MANAGEMENT

12.5 / 6 Membership of the Management Bodies and professional background

BOARD OF DIRECTORS

Name	Date of birth	Management body	Date of election	Independent Member
CPF or Passport No.	Profession	Elected position held	Date of taking office	Appointed by the controlling shareholder
Other positions or functions held		Number of consecutive terms	End of term	Attendance at 2015 meetings
Paulo Jorge Tavares Almirante	Aug.24. 1964	Member of the Board of Directors only	Jul.14.2016	No
M619074	Engineer	23 – Board of Directors (Full Member)	Jul.14.2016	Yes
-		n.a.	OSM 2018	n.a.

Paulo Jorge Tavares Almirante – M619074

Born on August 24, 1964, an engineer with a master's degree in mechanical engineering from Universidade Técnica de Lisboa, with a degree in management studies from Universidade Católica de Lisboa, and a participant in the global leadership development of the London Business School. Has more than 25 years' experience in the electricity and gas industries. Was from 2004 to 2013 an International Power PLC's director for the Iberian region, in charge of executive management of business in Portugal and Spain; and was, from 2013 to early 2016, President of TrustEnergy, responsible for executive management of Engie Europa's business in Portugal, as well as executive officer at Portgás, a concession holder for the implementation of natural gas networks in 29 Portuguese municipalities. Is currently Chief Executive Officer of the Generation Business unit in Europe and Vice-President of the Executive Committee, in both cases at ENGIE. He was furthermore a member of Portugal's energy regulation consultative committee and is the vice-president of the Portuguese Electrical Energy Industry Association.

The appointee is able to provide a statement to the effect that he has not been: i) convicted in a criminal case; ii) convicted in a Brazilian Securities Exchange Commission (CVM) administrative proceeding; or iii) convicted beyond appeal, whether judicially or administratively, in such a manner as to suspend or disable him for the conduct of any professional or commercial activity.

12.7 / 8 Membership of statutory committees and the audit, financial and compensation committees

The appointed member is not a member of any of the Company's committees.

12.9 Presence of marriage, common-law marriage or consanguinity up to the second degree with managers, controlled companies and controlling shareholders of the issuer:

Justification for non-completion of the field:

None of the above relations exist between the member appointed by the Controlling Shareholder and the Company's other managers, managers of the Company's directly or indirectly controlled affiliates; and managers of the Company's directly or indirectly controlling entities.

12.10 Links of subordination, retainer or control between managers (Appointed by the Controlling Shareholder) and controlled and controlling companies, and others

a. entity directly or indirectly controlled by the issuer

None.

b. direct or indirect controller of the issuer

Identification	CPF/CNPJ	Type of link between the Manager and the related person	Type of related person
Position/Function			
Manager of the Issuer			
Paulo Jorge Tavares Almirante			
Member of the Board of Directors			
Related Person – Vice-President of the Executive Board since May 2016.			
Engie		Control	Indirect Controller
Related Person – Chief Executive Officer of the Generation Business Unit in Europe since January 2016.			
Engie		Control	Indirect Controller

12.13 Provide additional information that the issuer may deem relevant

In addition to the contents of item 12.5/6, the following supplementary information on the appointed member is provided:

- Was, from 2013 to early 2016, President of TrustEnergy, responsible for the executive management of Engie Europa's business in Portugal.
- Was, from 2013 to 2015, Executive Officer at Portgás, a concession holder for the implementation of natural gas networks in 29 Portuguese municipalities.
- Was, from 2004 to 2013, an Officer at International Power PLC for the Iberian Region, responsible for executive management of business in Portugal and Spain.
- Was a member of the Portuguese advisory committee for energy regulation, and is Vice-President of the Portuguese electrical energy industry association.

BYLAWS

Proposal for resolution at the 31st EGM, on July 14, 2016.

CHAPTER I
Name, Organization, Head Office, Duration and Purpose

Art. 1 - ~~**TRACTEBEL ENERGIA S.A.**~~ **ENGIE BRASIL 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; the Corporation may open, alter and close branches, subsidiaries, agencies and offices in Brazil upon the decision of the Board of Executive Officers and abroad, upon the decision of the Board of Directors.

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 and ninety cents (R$ 2,445,766,091.90)~~R$ 2,737,360,871.70 (two billion, seven hundred and thirty-seven million, three hundred and sixty thousand, eight hundred and seventy-one reais and seventy cents), 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 III
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 is 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 define 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) and

the contracting of acceptable and necessary financial and surety instruments for guaranteeing legal processes and for financial settlement of the operations conducted within the scope of the Electric Power Trade Board. 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 and subsequent acts linked to them including the contracting of financial and surety instruments acceptable and necessary for guarantee:

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 officer 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 linked to them including the contracting of financial and surety instruments acceptable and necessary for guarantee: 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.

IV – and for the contracting of acceptable and necessary financial and surety instruments for guaranteeing legal processes and for financial settlement of operations conducted within the scope of the Electric Power Trade Board: approval by two executive officers.

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 and 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. The general meeting electing the fiscal council shall establish the members' 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 rendering the auditing services of the financial statements.

Paragraph 2 –The investiture of the members of the Fiscal Council shall be conditional on the prior 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 auditors undertake to submit to arbitration, through the Novo Mercado Arbitration Panel, any and every dispute or controversy that may arise among them, related with 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 Listing Rules and the Rules of Arbitration, the Rules on Penalties and the Novo Mercado Registration 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.

Chairman's Office

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PROPOSAL FOR AMENDMENTS TO THE CORPORATE BYLAWS
(to be submited to the Company's 31st Extraordinary General Meeting, convened for July 14, 2016)

COMPARATIVE CHART

Current Bylaws	Proposed Bylaws	Justification
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. [...]	**Art. 1.** - **ENGIE BRASIL 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. [...]	The proposed amendment is intended to adopt the same corporate name as the Company's controlling group in Europe, the ENGIE Group.
Art. 5º - The subscribed capital stock is two billion, four hundred and forty-five million, seven hundred and sixty-six thousand, ninety one reais and 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. [...]	**Art. 5º** - The Company' subscribed capital stock is two billion, seven hundred and thirty-seven million, three hundred and sixty thousand, eight hundred and seventy-one reais and seventy cents (R$ 2,737,360,871.70), 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. [...]	Based on the powers granted by article the eighth of the Bylaws, the Board of Directors has approved two (2) capital stock increases for the Company, in the amounts of: a) at the 149th Minute of the Board of Directors (MBoD), held on February 23, 2016 - R$ 290,487,159.11, to comply with the contents of article 199 of Law No. 6.404/76, as profits reserves exceeded the amount of the capital stock, as well as to reinforce the Company's capital stock in the light of investments scheduled for the coming years. We emphasize that these investments in new generating units are long in maturity, which justifies partly financing them with long-term own capital; and b) at the 151st MBoD, held on May 5, 2016 - R$ 1,107,620.69, concerning a tranche of the tax benefits reserve associated with a deposit for reinvestment in the Ponte de Pedra Hydro Plant made in 2014, to meet the rules set forth in the Tax Benefits Regulations managed by the Amazon Development Superintendence ("Superintendência de Desenvolvimento da Amazônia" – SUDAM), article 35, paragraph 1.