



REPÚBLICA FEDERATIVA DO BRASIL

Sergio Moreira da Silva

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL

MATRICULADO NA JUNTA COMERCIAL DO ESTADO DE SÃO PAULO SOB Nº 1705

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Language: English

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Translation No. 15.828 Book No. 134 Page 113 Date: 20/05/2013

I, the undersigned Public Sworn Translator and Commercial Interpreter, do hereby certify that this is a faithful translation of a document written in Portuguese, which I translate as follows:

Eletrobras

Energy for new times

Committee on Remuneration and Management of Eletrobras Personnel

1. Purpose

The basic purpose of the **Committee on Remuneration and Management of Eletrobras Personnel** is to advise the Administrative Board in respect of its responsibilities regarding the steering and senior management of the company. This Committee's specific duties are the analysis, follow-up, and recommendations pertaining to issues related to personnel remuneration and development.

2. Duties

The following duties are incumbent on the Committee:

- a. To follow up the policy on development of organizational skills and of mechanisms to encourage personnel to stay on with the company.
- b. To follow up the implementation of Human Resources policies and practices and keep the Administrative Board informed accordingly.
- c. To follow up the implementation of variable remuneration policies that encourage individual and team performance.
- d. To evaluate the succession and knowledge management mechanisms.

3. Committee's Makeup

The Committee shall consist of three members of the Administrative Board.

Committee members shall be appointed each year by the Administrative Board, which shall also appoint the Committee's Chairman.

Administrative Board members who have employment ties to any Eletrobras companies, whether they are on leave thereof or not, should not participate in the Committee on Remuneration and Management of Eletrobras Personnel so as to avoid possible conflict of interest.

The President of Eletrobras, a member of the Administrative Board, should not participate in the Committee on Remuneration and Management of Eletrobras Personnel so as to avoid possible conflict of interest, as he participates in the company's management.



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In case of vacancy owing to a member's impediment or resignation, the Administrative Board shall appoint a substitute.

4. Functioning

- a. Committee meetings shall be held according to an annual schedule established in advance. Meetings should preferentially coincide with meetings of the Administrative Board.
- b. Special meetings may also be convened by the Committee's Chairman in writing at least three business days in advance to address specific or urgent matters.
- c. The record of the matters addressed by the Committee should include a brief report of meeting proceedings and conclusions.
- d. Meeting minutes should be sent to all Committee members and to the other members of the Administrative Board.
- e. Committee decisions shall be made preferentially by consensus or by a majority of votes of members present.
- f. Meetings shall be held with a majority of Committee members; participation through teleconference, videoconference, or other means of communication shall be allowed so as to ensure effective participation.
- g. Eletrobras's Board of Executive Directors shall make available the resources required for the Committee's functioning.
- h. Data and information produced or used by the Committee shall be considered confidential and classified as reserved by virtue of their tenor or intrinsic elements.
- i. Company Directors, managers, and/or employees may be called upon to analyze and clarify specific issues raised by Committee members.

Nothing else. Data ut supra.

In witness whereof.

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SERGIO MOREIRA DA SILVA
TRADUTOR PÚBLICO JURAMENTADO
SWORN TRANSLATOR