TITLE

ETHICS COMMITTEE

1. PURPOSE

To establish the guidelines for functioning of the Ethics Committee of ENGIE Brasil Energia instituted by its Board of Directors.

2. COMPOSITION

2.1 The Ethics Committee is composed of the following members:

- Executive Vice President of Legal and Ethics;
- Executive Vice President of Human Resources;
- Manager in charge of Internal Audit;
- Manager in charge of Governance.

2.2 The members of the Ethics Committee are appointed by the Company's Board of Directors.

2.3 The Coordination of the Ethics Committee is the responsibility of the Executive Vice President of Legal and Ethics.

2.4 The work of Secretary to the Ethics Committee is the responsibility of the Ethics Department, through the lawyer appointed to this end.

2.5 The performance of the function on the Ethics Committee may not be delegated.

3. DUTIES

3.1 The Ethics Committee is responsible for deciding the goals and standards related to ethical management, instituting actions for sensitization, raising awareness and promotion of good professional practices in accordance with the commitments of the Company and the Group's guidelines. More specifically it is incumbent on the Committee to:

a) monitor the application of the Policies, Codes, Procedures, and guidance which establish the commitments of ethical conduct, and annually review the content of such documents, aiming at their adequacy and updating in view of legislative evolution, the situation of the Company and the context in which it operates;

b) decide the actions for disclosing, sensitization, raising awareness and training in ethical practices in conformity with the Company's commitment;

c) monitor the identification of ethical risks and establish action plans for their mitigation;

d) respond to questioning and/or doubts on interpretation of ethical standardization, providing guidance as to adequate conduct in line with established ethical principles;

e) investigate violations of ethical principles, adopting the necessary procedures to determine their causes, deciding disciplinary actions against offenders, and proposing preventive measures to inhibit their occurrence;

f) render information on the activities performed to the Board of Executive Officers, Board of Directors, Statutory Audit Committee and the Group's ethics and compliance area.

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3.2 The Ethics Committee may constitute an Investigative Commission for verifying and raising data and information with a view to clarifying matters within its remit.

3.3 The members of the Ethics Committee shall maintain professional confidentiality, even following the termination of their appointment, as to information not in the public domain, obtained in the exercise of their functions, under no circumstances bringing such information to the knowledge of third parties.

4. FUNCTIONING

4.1 The Ethics Committee shall meet whenever necessary at the request of any of its members.

4.2 At the meetings, the Coordinator of the Ethics Committee shall assume the direction of the work, providing guidance to the debates and the resolutions, it being incumbent on the same also to:

a) open, suspend and conclude the work;
b) decide questions of order;
c) put to the vote the matters discussed;
d) disclose the decision taken at the meeting;
e) authorize the discussion of matters not included on the meeting's agenda.

4.3 In the event of absence, the Coordinator of the Ethics Committee shall indicate one of the members to substitute him/her.

4.4 The Ethics Committee may convene for participation in its meetings any employee or Officer of the Company, of its subsidiaries or a person involved in a process, the invitee not having the right to vote on the resolutions.

4.5 The meetings of the Ethics Committee shall be recorded in minutes by the Ethics Department, showing the order number, date, place, members present, report of the work and resolutions adopted.

4.6 The decisions shall be adopted by a simple majority of members of the Ethics Committee, being incumbent on the Coordinator the casting vote in the event of a tie.

4.7 All documentation related to the activities of the Ethics Committee shall be filed with the Ethics Department.

4.8 Free access to information and documentation of other areas necessary for exercising their duties are assured to the members of the Ethics Committee.

4.9 All formal communication on the part of the Ethics Committee shall be issued by the Coordinator following resolution of the Ethics Committee.

4.10 The Ethics Committee shall submit a quarterly executive report on its activities to the Statutory Audit Committee, to the Board of Directors of the Company and the Ethics and Compliance Officer of ENGIE Brasil Participações.

4.11 The Ethics Committee shall submit an annual report of its activities to the Chief Executive and Investor Relations Officer and the Company's Board of Directors as well as to the Ethics and Compliance Officer of ENGIE Brasil Participações.

4.12 **HANDLING OF ALLEGATIONS OF ETHICAL PRINCIPLES' VIOLATIONS**

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4.12.1 In the event of a complaint alleging an ethical violation, the Ethics Committee shall meet with immediate effect for adopting measures pertinent to the case, and at its discretion, constituting an Investigative Commission to verify the reported facts.

4.12.2 Whenever an Investigative Commission is established for verifying a complaint alleging an ethical violation, the Ethics Committee shall report to the Company's Chief Executive and Investor Relations Officer.

4.12.3 Following analysis of the report prepared by the Investigative Commission for proven ethical violations, the Ethics Committee shall prepare a recommendation to the Ethics-Disciplinary Commission, suggesting appropriate penalties and corrective measures:

a) to the employees involved, irrespective of hierarchical level;
b) to the companies hired by the Company pursuant to the contractual provisions.

4.12.4 The members of the Ethics Committee shall not suffer retaliation or arbitrary punishments due to the recommendations made for resolution of ethical incidents or their positioning in matters brought for their resolution.

4.12.5 The Ethics-Disciplinary Commission shall comprise at least the Chief Executive and Investor Relations Officer of the Company, the officer of the area related to the incident and the Coordinator of the Ethics Committee. Officers and/or managers of other areas may eventually be invited to participate in the commission.

4.12.6 The result of the ethical verification is formally reported to the interested parties and the Chief Executive and Investor Relations Officer of the Company as well as being registered in the ENGIE Group's corporate tool for the purpose.

4.12.7 The member of the Ethics Committee or Internal Investigative Commission shall be prevented from verifying or ruling on complaints with respect to acts contrary to standardization of ethics and compliance if:

a) they have direct or indirect involvement in the process for which a ruling is to be handed down;

b) they are a spouse or relation, by blood or affinity, up to three times removed, of any person involved in the process.

4.12.8 The member of the Ethics Committee shall abstain from participating in the issue of an opinion on a theme in which he/she has a private interest or otherwise is a beneficiary due to the functions and responsibilities that they have in the Company.

4.12.9 The detailing of procedures to be adopted for handling alleged complaints of violating ethical principles shall be established in a Normative Procedure approved by the Ethics Committee, aligned with the guidelines established in this Charter and with those established by ENGIE in Brasil.

5. FINAL PROVISIONS

5.1 This Internal Charter may only be modified through resolution of the Board of Directors.

5.2 This Internal Charter shall come into effect on the date of its approval.

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