TITLE

NOMINATION OF DIRECTORS AND COMMITTEE MEMBERS

1. PURPOSE

The Nomination Policy is a decision-making instrument for use of senior management designed to ensure the appropriate composition of the Board of Directors, its Committees and the Management Board of the Company and aligned with best governance practice.

2. DEFINITIONS

2.1 COMPANY
ENGIE Brasil Energia S.A.

2.2 CONTROLLING COMPANY
ENGIE Brasil Participações Ltda.

3. PRINCIPLES

3.1 SCOPE

3.1.1 This policy applies to the members of the Board of Directors, the Committees related to the Board of Directors and the Management Board of the Company.

3.2 GENERAL

3.2.1 The nomination of the members shall comply with the provision in the Company's Corporate Bylaws, the Internal Charter of the Board of Directors and, when applicable, the internal charters of the Committees, the Code of Ethics, as well as the prevailing legislation in order to reflect and consolidate the existing structures for the protection of the interests of the shareholders and the market.

3.2.2 Highly qualified professionals with notable experience (technical, professional, academic) and aligned to the Company's values shall be nominated to the Board of Directors, the Committees and to the Management Board.

3.2.3 The nomination process shall also take into account, among others, criteria such as: the complementary nature of competencies, diversity (see item 3.2.5) and availability of time for carrying out the function.

3.2.4 The Chairman of the Board of Directors is responsible for the nomination of the members of the Company's Board of Directors, its Committees and the Management Board. This process may be conducted internally or be contracted out to independent professionals for the realization of consultancies or obtaining opinions on the candidates.

3.2.5 It will be the responsibility of the Chairman of the Board of Directors to actively consider, in the nomination process, the complementarity of members of the Board of Directors, its Committees and the Management Board in terms of diversity, including:

a) Human diversity, notably gender (which is part of the non-financial objectives of the ENGIE Group), nationality, and cultural background (reflecting the multicultural context of the Group), as well as other aspects such as race or ethnicity, in order to reflect the social context in which the Company operates and promote diversity of perspectives, in alignment with the diversity, equity, and inclusion policies and commitments practiced in the Company and in the Group.

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b) Diversity of skills, providing a mix that combines both sector-specific skills relevant to the Company's industry and relevant cross-cutting skills, such as financial and risk management and sustainability.

3.3 PROCESS OF NOMINATING MEMBERS OF THE BOARD OF DIRECTORS

3.3.1 The Board of Directors shall be made up of at least 2 (two) or 20% (twenty percent), whichever is the larger, of independent members. When, in the case of the minimum percentage, the result is a fractional number of directors, the Company shall round the figure up to the next immediately higher whole number.

3.3.2 The nomination of members to the Company's Board of Directors must comply with the following criteria, as well as legal and regulatory requirements and those requirements expressed in the Company's Corporate Bylaws:

a) Be in alignment and committed to the values and culture of the Company and its Code of Ethics.

b) Unblemished reputation.

c) Educational background compatible with the functions of the members of the Board of Directors, as described in the Corporate Bylaws. The absence of a higher education qualification should be compensated by proven experience and alignment with the other requisites of the position.

d) Professional experience on a range of different themes.

e) Be free from conflicts of interests with the Company or occupy positions in corporations which may be deemed competitors and including political appointments – a politically exposed person, unless this requirement is waived by the shareholders general meeting.

f) Availability of time sufficient to adequately dedicate to the function and responsibility assumed, which goes beyond the participation in Board meetings and prior reading of the documentation.

i. Potential candidates, to be subject to nomination, may hold up to a maximum of 4 (four) mandates as board members, including executive board positions, in other listed companies.

NOTE: This restriction applies exclusively to listed companies and does not extend, for example, to non-listed companies or non-profit institutions and organizations.

3.3.3 Independent members of the Board shall be considered as those qualified with respect to the aforementioned criteria and those established by the Novo Mercado Listing Regulations, irrespective of their nomination by controlling shareholders or by minority shareholders.

3.3.4 The proposal for reelection of the members of the Board of Directors shall take into account their performance during their mandate, including the minimum attendance rate of 75% (seventy-five percent) at meetings, as well as their experience, and the complementary nature of their competencies.

NOTE: In the event that the Chairman of the Board of Directors decides to maintain the nomination for reelection of a member with insufficient attendance at meetings, a justification must be provided in the Management Proposal.

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3.4 PROCESS OF NOMINATING MEMBERS OF THE COMMITTEES

3.4.1 The statutory Committees shall be made up as set forth in the Company's Corporate Bylaws.

3.4.2 The composition of the Board of Directors' other non-statutory, advisory committees shall be decided by the Board of Directors itself, pursuant to their internal regulations, if such exist.

3.5 PROCESS OF NOMINATING THE MANAGEMENT BOARD

3.5.1 The Board of Directors shall nominate to compose the executive bodies, professionals with the capacity to combine harmoniously, the interests of the Company, the shareholders, managers and employees, as well as the Company's social and environmental responsibility, based on the law and ethics.

3.5.2 The Company's Management Board shall be made up of the number of members set forth in the Corporate Bylaws, with a term of office of 3 (three) years, reelection being permitted. The appointments (positions and nomenclature) are defined as set forth in the Corporate Bylaws.

3.5.3 The duties and powers of the members of the Management Board shall be set by the Board of Directors, which must obligatorily designate a Chief Executive Officer and an Investor Relations Officer.

3.5.4 The nomination of the Officers of the Company shall comply with the following criteria according to their function:

a) Alignment and committed to the values and culture of the Company and its Code of Ethics.

b) Unblemished reputation.

c) Educational background compatible with their functions as described in the Corporate Bylaws or decided by the Board of Directors. The absence of a higher education qualification should be compensated by proven experience and alignment with the other requisites of the position.

d) Professional knowledge and experience compatible with the position to which they were nominated.

e) Skills necessary to implement the strategies, meet the challenges and reach the objectives of the Company.

f) Be exempt from conflicts of interests with the Company.

3.5.5 The proposal for re-election of Officers shall take into consideration the annual evaluation wherein performance indicators and alignment to the Company's culture are considered.

3.6 OTHER PROVISIONS

3.6.1 Resignations or removal of members from the Board of Directors or Statutory Officers shall be announced to the market by the first business day following the notification / decision.

3.6.2 Any alteration to this Policy shall be approved by the Company's Board of Directors and obligatorily notified to the Brazilian Securities and Exchange Commission - CVM and to B3.

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3.6.3 This Policy was approved by the Company's Board of Directors on February 19, 2019.

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