TITLE

PERFORMANCE EVALUATION OF DIRECTORS AND COMMITTEE MEMBERS

1. PURPOSE

To establish guidelines for preparing the periodic evaluation of the performance of Directors, Officers and other executives of ENGIE Brasil Energia in order to contribute to their effectiveness and to the improvement in the Company's governance.

2. DEFINITIONS

2.1 MANAGEMENT
Officers, members of the Board Directors, Fiscal Council and any consultative and technical functions, created by statutory provision.

2.2 COMPANY
ENGIE Brasil Energia S.A.

2.3 CONTROLLING COMPANY
ENGIE Brasil Participações Ltda.

2.4 ECONOMIC GROUP
ENGIE S.A.

2.5 SHAREHOLDER
The person, natural or legal, or group of people bound by voting agreement, or under common control, that hold shares in the Company and that exercise powers of election of Management and of control, pursuant to Law 6404/1976 and its subsequent amendments.

3. PRINCIPLES

3.1 GENERAL

3.1.1 The role of the evaluation of performance is to identify and analyze the individual or collective contribution for reaching the established objectives and, consequently, influence more efficient and effective future results for the business.

3.1.2 The evaluation of the Board of Directors and the directors contributes to the effectiveness and continual improvement of governance of ENGIE Brasil Energia. Through an effective evaluation of performance of the Board of Directors and its members, it is possible to identify strengths and opportunities for improvement in the collegiate body as a whole, and in each director, individually.

3.1.3 The Chief Executive Officer and the Management Board are evaluated on the basis of financial and non-financial objectives (including occupational health and safety, environmental, social and governance aspects), aligned with the values and ethical principles of the Company. This systematic and structured process of evaluation contributes to achieving strategic objectives and for the promotion of a premium and consistent performance at the Company. It also permits the recognition of talents and efforts, rewards those responsible for results obtained and corrects where there are opportunities for improvement.

3.2 GUIDELINES

3.2.1 The Chairman of the Board of Directors is responsible for the coordination of the evaluation of the members of management, furnishing the Board with information and recommendations. One of these

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practices consists of internal processes of evaluation involving systems, metrics and behavioral skills.

3.2.2 The Economic Group is responsible for defining guidelines which indicate specifically and in detail the skills expected from each leadership position in the Company, permitting an evaluation aligned with its concerns. Through the medium of these rules, the future needs of the organization are anticipated, and new challenges and responsibilities are attributed to leadership such that potential successors are able to prepare themselves to occupy executive positions.

3.2.3 The members of the Management Board must be evaluated annually by the Chief Executive Officer and the Chief Executive Officer by the Chairman of the Board of Directors, considering financial and non-financial objectives as well as managerial and behavioral aspects.

3.2.4 The Board of Directors must be evaluated on the basis of criteria approved by the Board itself.

3.2.5 The Company must complement the information required in the Reference Form with respect to the evaluation processes, indicating the period in which the evaluations of Management were undertaken.

3.3 RESULTS

3.3.1 The results of the evaluation of the Board and the Chief Executive Officer, are tabulated and presented in a meeting of the Board of Directors for discussion and analysis. Proposed actions may be made for improving the functioning of the Board and the development of the directors and the Chief Executive Officer.

3.3.2 The results of the evaluations shall be maintained confidential by the Chairman of the Board for recommending initiatives for individual improvement and development. The evaluation may also serve as an indication for reelection of directors, at the criterion of the Chairman of the Board.

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