TITLE

PREVENTION OF CORRUPTION AND ANTI-BRIBERY

1. OBJECTIVE

Establish a commitment to obey all laws for the prevention of corruption and bribery in the conduct of business under the ENGIE Brasil Energia.

2. PRINCIPLES

2.1 GENERAL

2.1.1 The ambitious of ENGIE Brasil Energia is to work only with whom share the commitment to combat corruption and bribery and adopt the values compatible with those expressed in our Ethics Code of Conduct, which was approved by the Board of Directors.

2.1.2 Corruption is the misuse of conduct, at any level or instance, practiced with the objective of obtain undue advantage (pecuniary or otherwise) to yourself or to another, either with public bodies or agents, whether with people or private entities. In general terms, it is possible to distinguish two types of corruption:

- Active: it's offering and granting of improper advantage someone to circumvent a decision-making mechanism (license, law, supply, contract etc.).
- Passive: is the request and receiving an undue advantage to anyone to practice, omit or delay act of legal office.

2.1.3 Bribery is a means by which practicing corruption, as it is the practice of promise, offer or pay to a governmental authority, public agent or private sector professional any cash value or other favors (gifts, entertainments, benefits, advantages etc.) to stop behaving ethically with their professional duties.

2.1.4 Corruption and bribery are illegal and contrary to the ethical principles of the ENGIE Brasil Energia and for that reason are not tolerated by the company, under any circumstances, in all its business with the public and private sectors.

2.1.5 The Company requires compliance with high ethical standards and with all laws and regulations applicable to your business. In this sense, all managers and employees (own and third-party) acting on behalf of the Company are prohibited from offering, promising, authorize, provide or give (directly or indirectly) any kind of benefit, whether monetary or otherwise, to any individual or entity, with the purpose of influencing conduct contrary to honesty or integrity, or to take advantage or reward any action or decision of such person or for the benefit of the company. Similarly, nobody within the Company has permission to request, agree or accept to receive such benefits. Such provisions must be observed under any circumstances, including but not limited to the scope of relationships with our suppliers, business partners, charitable donation and sponsorship beneficiaries, and public agents.

2.1.6 Each manager and employee of the Company is an agent of ethics and compliance, and need to be aware of compliance with internal and external rules and regulations and come across a situation of non-compliance, must use one of the available channels in ENGIE Brasil Energia to report the situation, as foreseen in the Ethics Code of Conduct.

2.1.7 One manager or employee that receive request or offer a bribe, or have been aware of this fact within the Company, must communicate it immediately to his superior hierarchical or the Ethics Committee of the ENGIE Brasil Energia.

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2.1.8 ENGIE Brasil Energia will not permit retaliation of any kind against any employee or manager who, in good faith, report a suspicion of improper behavior. All situations reported will be kept in absolute secrecy by the Ethics Committee of the Company and the communications through the website www.canalintegro.com.br/engiebrasil and the phone 0800 580 2586 can be made anonymously.

2.1.9 The Management of ENGIE Brasil Energia, through the Ethics Committee, monitors stringently all preventive policies, procedures and processes of the Company regarding to the prevention of corruption and bribery, to ensure that this regulation is disseminated in the Company, demonstrating clearly how your business should be conducted.

2.1.10 ENGIE Brasil Energia is committed to conduct the business in accordance with the laws and anti-corruption and anti-bribery regulations applicable to the activities. This will ensure that the Company's operations are aligned with their social and ethical responsibilities and improve the sustainability of businesses and the communities in which it made its operations.

2.1.11 ENGIE Brasil Energia must keep the books, records and accounts reflecting, in a detailed, accurate and correct form, all the Company's transactions. To combat corruption and bribery is important that transactions are transparent, fully documented and classified for the ledger accounts reflect accurately its nature. The Company keeps internal controls to provide reasonable assurance that all operations are:

- Approved and executed as established in this Policy and according to the Policies and Internal Rules of ENGIE Brasil Energia;

- Registered to allow the elaboration of the financial statements in accordance with the generally accepted accounting principles, as well as to preserve the correct control of the assets.

2.1.12 Violations of this policy may result in severe civil and criminal penalties for the ENGIE Brasil Energia and its managers and employees (own and third parties') involved. Therefore, managers, employees and third parties acting on behalf of the Company will be considered responsible in case they do not comply with this Anti-Bribery and Anti-Corruption Policy.

2.1.13 ENGIE Brasil Energia has practices focused on prevention and verification of improper acts and facts and for protection of the objectives established in this Policy, such as "due diligence" processes (notably concerning suppliers, charitable donation and sponsorship beneficiaries, investment project partners, and business consultants), audits, training and awareness programs, ethics, inclusion of contractual provisions to comply with this Policy in contracts with third parties, as well as a program of internal control of the company's activities.

2.1.14 This Policy will be reviewed annually by the Ethics Committee, aiming to ensure its adequacy and update in light of the evolution of laws and regulations, the Company's situation, and the operating context. If the need for amendment is identified, a new version of the Policy will be submitted for approval by the Board of Directors.

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