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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE ONE HUNDRED AND EIGHTIETH MEETING OF THE BOARD OF DIRECTORS OF ENGIE BRASIL ENERGIA S.A.

On the 18th day of the month of December 2018 at 10:30 a.m. at Av. Presidente Wilson, 231, 22nd floor, Center, in the city and state of Rio de Janeiro, following its regular convening, a meeting of the Board of Directors of ENGIE Brasil Energia S.A. was held, the following Effective Members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Paulo de Resende Salgado, José Pais Rangel and, in the light of the justified absences of the directors Dirk Achiel Marc Beeuwsaert, Pierre Jean Bernard Guiollot and Roberto Henrique Tejada Vencato, their respective Alternates Gil de Methodio Maranhão Neto, Simone Cristina De Paola Barbieri and Luiz Antonio Barbosa. The meeting was presided by the Director, Maurício Stolle Bähr, who proposed that I, Osmar Osmarino Bento, should act as the meeting's secretary, the proposal being duly seconded by the other Directors present. Welcoming those present, the Chair called the meeting to order, placing the matters on the Agenda of the Day in discussion in accordance with convening notice CA-0011/2018 of December 11, 2018 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the participation in ANEEL Auction 04/2018 – Transmission System; Item 1.2 – To approve the signing of the termination and discharge instrument to the supply agreements covering the Wind Turbines and electromechanical content for the Campo Largo Wind Complex – Phase 1; Item 1.3 – To confirm the supply of coal to the Jorge Lacerda Complex for the year 2019; and Item 2 – General Matters. RESOLUTIONS: Following discussion of the matters, the Chair put the items on the Day's Agenda to the vote, the Directors deciding as follows: Item 1. Matters for Resolution – Item 1.1 – Pursuant to ADE-710-0001 of December 10, 2018, and the presentations delivered, documentation for which is held on file at the Company and after providing the clarifications requested, the directors unanimously approved the participation of the Company, directly or through intermediary of any subsidiary/subsidiaries, including through a company consortium, in the ANEEL 04/2018 Transmission Auction, the management board of the Company and/or the management board(s) of its subsidiary/subsidiaries which ever is/are decided as participant(s), in the authorized auction(s) to: *a)* raise all the guarantees necessary for participation in the auction; *b)* to sign all the principal Commitment and Conditions Instruments to guarantee the price of the following agreements: *1)* for the Substations' EPC-M (Engineering, Procurement and Construction – Management) or EPC with the supplier selected for each Lot; *2)* for the Transmission Lines' EPC-M with the supplier selected for each Lot; *3)* for the supply of aluminum cables, to establish a price indexed according to the LME and the US dollar; and *4)* for the hedge operation with respect to the US Dollar portion of the cable supply agreement; and *c)* in the case of successful bids in the auction: *i)* to proceed with investments in each one of the Lots for which Bids were successful; *ii)* contract all the necessary guarantees required by ANEEL, including the Performance Bond; *iii)* to extend a corporate guarantee to its subsidiary/subsidiaries for guaranteeing the EPC and ECP-M agreements; *iv)* for the lots specified in the presentation, to effect the payments of the amount of the business set forth in the respective commitment instruments; and *v)* to sign the agreements deemed necessary for the execution of this resolution. All the agreements, the amounts of which are within the authority of this Board, and necessary for the implementation of the Projects relative to the successful auction bids, must be

presented to this Board for approval, all acts already practiced within the scope of this decision being ratified; Item 1.2 – Pursuant to ADE-710-0002 and ADE-710-0003, both of December 10, 2018, and presented, with respective documents filed at the Company, and following satisfactory responses to questions posed, the directors unanimously approved the conditions for signing the termination and discharge instrument to the supply agreements of Wind Turbines and electromechanical content for the Campo Largo Wind Complex – Phase 1 and the limits of the penalty amounts to be imposed on the contracted parties; Item 1.3 – Pursuant to ADE-710-0004 of December 10, 2018, and the presentation delivered, the relative documents for which are held on file at the Company and with respect to the resolution adopted at the 145th meeting of this Board held on November 6, 2015, the Directors unanimously confirmed the supply of coal to the Jorge Lacerda Complex for 2019 and the signature of the corresponding addenda instruments to reflect the contractual readjustment; and Item 2 – General Matters – Pursuant to ADE-711-0001 of December 17, 2018, and the presentation delivered, documents for which are filed at the Company, the Directors unanimously approved the alteration of the ex-date for interest on shareholders' equity for the period from January 1 to December 31, 2018, decided at the 178th Meeting of the Board of Directors of October 31, 2018, the said ex-date being changed from January 04, 2019 **to December 27, 2018**, the interest on shareholders' equity to be paid subsequently according to the decision of the Management Board and notified through an Announcement to Shareholders on the basis of the registration details held with Itaú Unibanco Banco Múltiplo S.A. on December 26, 2018. The other conditions relative to interest on shareholders' equity approved at the 178th Meeting of the Board of Directors of October 31, 2018 and disclosed through an Announcement to Shareholders of the same date, remains unchanged. **Conclusion:** The floor being given to the Directors present and in addition to the discussions conducted with respect to the matters on the agenda, and no other issuances being raised, the time and themes discussed at this meeting being monitored by me, the Secretary, pursuant to the Monitoring of Time and Themes Report, this document being initialed by the members of the chair and placed on record at the registered offices of the Company, the President proceeded to declare the work of the meeting concluded, requesting that I, as Secretary, draft these minutes. The said minutes, having been subsequently read and found correct, were duly signed by the members of the Board of Directors present, including the Chair, and by myself as Secretary. Rio de Janeiro/RJ, December 18, 2018.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

Paulo de Resende Salgado
Director

José Pais Rangel
Director

Luiz Antonio Barbosa
Alternate Director

Simone Cristina De Paola Barbieri
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director