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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE ONE HUNDRED AND EIGHTY-FIFTH MEETING OF THE BOARD OF DIRECTORS OF ENGIE BRASIL ENERGIA S.A.

On the 8th day of the month of May 2019 at 9:30 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, Leonardo Augusto Serpa, Roberto Henrique Tejada Vencato and in the light of the justified absences of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante and Pierre Jean Bernard Guiollot, with the participation of their respective alternates, Gil de Methodio Maranhão Neto, Raphael Vincent Philippe Barreau and Simone Cristina De Paola Barbieri. Also present: the President of the Fiscal Council, Carla Carvalho de Carvalho and Eduardo Antonio Gori Sattamini, Chief Executive Officer and Chief Financial and Investor Relations Officer. 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-005/2019 of May 2, 2019 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the Account Statements for the 1st Quarter 2019; Item 1.2 – To approve the contracting of the electro-mechanical scope of the Campo Largo II Project; Item 1.3 – To approve the guarantees to be granted as part of the process for the financing and acquisition of TAG; Item 1.4 – To approve the agreement for connection of Pampa Sul TPP to the Grid; Item 1.5 – To evaluate the Internal Controls Program (INCOME Program) – Results for 2018; Item 1.6 – To approve the updating of the Policy for Disclosure of Information and Trading of Shares; Item 1.7 – To take cognizance and approve the report of the activities of the Board of Directors with respect to fiscal year 2018; Item 1.8 – To approve the Sustainability Report 2018 of the Company and its controlled companies; Item 1.9 – To elect the members of the Management Board; 2 – Matters for Cognizance: 2.1 – To take cognizance of power purchasing and sale agreements; and 3 – General Matters. RESOLUTIONS: After a discussion on the matters, the Chair put the items on the Agenda of the Day to the vote, the Directors deciding as follows: 1 – Matters for Resolution: Item 1.1 – Pursuant to the terms of the conditions and amounts presented, documentation for which is filed with the Company, and after rendering due clarifications requested, the directors unanimously approved the results for the 1st Quarter of 2019 on the understanding that they adequately represent the Company's results and numbers for the period; Item 1.2 – Pursuant to the presentation made, documentation for which is held on file at the Company and after rendering due clarifications on the matter, the directors unanimously approved the contracting of GE GRID for the execution of the scope of the Campo Largo substation expansion, the Management Board of the Company and the other controlled companies contractually bound to the Campo Largo II Project being hereby authorized to practice and adopt all that is deemed necessary for the execution of this resolution; Item 1.3 – Pursuant to the presentation made, documentation for which is held on file at the Company and after rendering due clarifications on the matter, the directors unanimously approved, *(i)*

the granting of an equitable charge on shares and credits ("Equitable Charge on Shares"), the ownership of the Company and issuance of Aliança Transportadora de Gás Participações S.A. ("Aliança") to the Guaranteed Parties, to be formalized through the execution of an Equitable Charge on Shares and other Covenants Agreement within the scope (a) of the 1st (first) simple, non-convertible debenture issue, of the unsecured type with an additional real guarantee, in 3 (three) series, of Aliança ("Debentures", and the owner of the Debentures hereinafter known as "Debenture Holders"); (b) the Facility Agreement, through which Aliança will contract financing with foreign financial institutions ("Foreign Creditors"); and (c) swap operations at term and with non-standard options referenced in various assets and/or indices, contracted by Aliança with a syndicate of financial institutions ("Hedge Providers" and, in conjunction with the Debenture Holders and the Foreign Creditors, the "Guarantee Parties"), for the purposes of protecting against risks of variation in the LIBOR rate (" Hedge Operations"), as well as granting a power of attorney in favor of the Guaranteed Parties, for the purposes of excussion of the Equitable Charge on Shares; *(ii)* the granting of corporate guarantees, in benefit of the Guaranteed Parties, under the terms of conditions set forth in the Private Indenture of the 1st (First) Simple, Non-Convertible Debentures Issue, of the Unsecured Type, with Additional Real Guarantee, in 3 (Three) Series, for Public Distribution with Restricted Distribution Efforts, of Aliança, in guarantee to the obligations of Aliança and Transportadora Associada de Gás S.A. of maintaining deposits in Brazilian or foreign currencies, in escrow accounts, in amounts equivalent to the minimum balances required pursuant to the Agreement of Fiduciary Assignment of Credit Rights and Other Covenants, to be executed, *inter alia*, by TAG, Aliança, by the Guaranteed Parties, Banco Bradesco S.A., as onshore depositary bank, Mizuho Bank, Ltd., as the financing agent, TMF Brasil Administração e Gestão de Ativos Ltda., as onshore guarantees agent as well as the Collateral Accounts Agreement, to be executed by TAG, Aliança, MUFG Union Bank, N.A., in the capacity of agent for the offshore guarantees, Sumitomo Mitsui Banking Corporation, as intercreditors agent and MUFG Union Bank, N.A., as offshore depositary bank; *(iii)* the granting of a corporate guarantee in favor of the Hedge Providers, in guarantee of obligations assumed by Aliança under the Hedge Operations; *(iv)* the Management Board of the Company is authorized to practice all acts necessary for the realization, formalization, improvement and conclusion of the resolutions approved pursuant to items *(i)* to *(iii)* above, especially, but not limited to, in that which refers to the constitution of proxies for the representation of the Company, as well as the contracting of service providers and the execution of the pertinent documents, being able, for this purpose, to set the price and the conditions for the respective instruments, including the payment of eventual premiums and commissions, and execute the respective instruments and other documents related thereto, including eventual amendments, attachments, notifications, letters, declarations, certificates and powers of attorney which may be necessary; and *(v)* finally all and any acts up to this date adopted by the Management Board and/or proxies of the Company for the implementation of the businesses described pursuant to the terms of the above decisions are hereby ratified; Item 1.4 – Pursuant to the conditions presented, documentation for which is filed at the Company, unanimous approval was given to the terms of the Sharing Agreement of the Installations of the Candiota SS, the Management Board of the Company and its controlled company Usina Termelétrica Pampa Sul S.A. being authorized to practice all that may be necessary for the execution of this resolution; Item 1.5 – Pursuant to the terms of the conditions and amounts presented, documentation for which is filed with the Company, a presentation was made of the Internal Controls System (INCOME Program), with the results of the auditing work and its certification in 2018. Due clarification having been provided, the directors unanimously,

evaluated and concluded that the activities realized by the INCOME program in 2017 fully attended the internal controls requirement of the Company in the period; Item 1.6 – Pursuant to the terms of the conditions presented, documentation for which is filed with the Company, unanimous approval was given to the new version of the Policy for Disclosure of Information and Trading of Shares; Item 1.7 – The report on the activities of the Board of Directors for the fiscal year 2018 was presented, the relative document being unanimously approved, and filed with the Company; Item 1.8 – Pursuant to the presentation made, document for which is filed with the Company, unanimous approval was given to the Sustainability Report of the Company and its controlled companies for the year 2018; Item 1.9 – Unanimous approval was given to the reelection of the members of the Management Board to exercise a mandate of 3 (three) years, having been elected: *i)* to the position of Chief Executive Officer, accumulating the position of Chief Financial and Investor Relations Officer, **EDUARDO ANTONIO GORI SATTAMINI**, Brazilian, married, economist, bearer of identity card number 7.213.111-SSP/SC, enrolled in the tax register (CPF) under number 821.111.117-91; *ii)* to the position of Chief Strategy and Regulation Officer, **EDSON LUIZ DA SILVA**, Brazilian, married, electrical engineer, bearer of identity card number 240.564-SSP/SC, enrolled in the tax register (CPF) under number 298.418.879-91; *iii)* to the position of Chief Generation Officer, **JOSÉ LUIZ JANSSON LAYDNER**, Brazilian, married, mechanical engineer, bearer of identity card number 922.254-SSP/SC, enrolled in the tax register (CPF) under number 481.767.029-00; *iv)* to the position of Chief Energy Commercialization Officer, **GABRIEL MANN DOS SANTOS**, Brazilian, married, mechanical engineer and business administrator, bearer of identity card number 3.414.341-SSP/SC, enrolled in the tax register (CPF) under number 983.371.819-15; *v)* to the position of Chief Administration Officer, **JÚLIO CÉSAR LUNARDI**, Brazilian, married, electrical engineer, bearer of identity card number 12/R 1.010.164-SSP/SC, enrolled in the tax register (CPF) under number 432.586.979-49, all resident in the city of Florianópolis, capital of the state of Santa Catarina, and with professional domicile, pursuant to Article 72 of the Brazilian Civil Code, at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, Florianópolis/SC, where they may receive notices and notifications; and *vii)* to the position of Chief Business Development Officer, **GUSTAVO HENRIQUE LABANCA NOVO**, Brazilian, married, engineer, bearer of identity card number 07281708-3–IFP/RJ, enrolled in the tax register (CPF) under number 000.674.107-07, resident and domiciled in the city and state of Rio de Janeiro, and with professional domicile, pursuant to Article 72 of the Brazilian Civil Code at Av. Presidente Wilson, 231, 22º andar, Centro, CEP 20030-905, Rio de Janeiro/RJ, where he may receive notices and notifications; 2 – Matters for Cognizance: Item 2.1 – Pursuant to the Sole Paragraph to Article 19 of the Corporate Bylaws and following the presentation made, which is filed with the Company, and after clarification of the questions raised, the Directors took cognizance of the power purchasing and sale agreements executed by the Company and its controlled company, ENGIE Brasil Energia Comercializadora Ltda.; and 3 – General Matters: With the delivery of the Report by the Special Independent Committee for Transactions with Related Parties, installed for analysis of the operation for the potential acquisition of a shareholder stake in the corporation Transportadora Associada de Gás - TAG, as recorded in the minutes of the 183rd meeting of this board, held on March 26, 2010, the work of the committee was declared concluded, the chair thanking the dedication and efforts of its members. Conclusion: The floor being given to the Directors present and in addition to the discussions conducted with respect to the matters on the Agenda of the Day, and no other issues 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, May 08, 2019.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Paulo de Resende Salgado
Director

Leonardo Augusto Serpa
Director

Roberto Henrique Tejada Vencato
Director

Raphael Vincent Philippe Barreau
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Simone Cristina De Paola Barbieri
Alternate Director

Carla Carvalho de Carvalho
President of the Fiscal Council

Eduardo Antonio Gori Sattamini
Chief Executive Officer and Chief Financial and Investor Relations Officer