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A Publicly Listed Company - CVM Registration 1732-9

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

On the 19th day of the month of February 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 view of the justified absence of the directors Dirk Achiel Marc Beeuwsaert and Pierre Jean Bernard Guiollot, their respective Alternates, Gil de Methodio Maranhão Neto and Simone Cristina De Paola Barbieri. Also present were Eduardo Antonio Gori Sattamini, Chief Executive Officer; Carlos Henrique Boquimpani de Freitas, Chief Financial and Investor Relations Officer, Carla Carvalho de Carvalho, president of the Fiscal Council, and Fernando de Souza Leite, representative of Deloitte Touche Tohmatsu. 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-001/2018 of February 12, 2019 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the Management Report and the Financial Statements for the fiscal year 2018; Item 1.2 – To decide on the proposal for allocating the Net Income for the Fiscal Year and the distribution of dividends; Item 1.3 – To approve the Technical Viability Study prepared pursuant to CVM Instruction 371 of June 27, 2002; Item 1.4 – Decide on the proposal for participation of the employees in the Profits or Results for the fiscal year 2018; Item 1.5 – To decide on the proposal for Remuneration of Management for fiscal year 2019; Item 1.6 – To approve the Nomination Policy; Management Compensation Policy; and the Performance Evaluation Policy; Item 1.7 – To approve the investment for the installation of the Campo Largo Phase 2 Project; Item 1.8 – To approve the signature of the Installation Agreement for the Provisional Connection and Sharing of Exclusive Use Installations (CCII) by Usina Termolétrica Pampa Sul S.A. (Miroel Wolowski TPP); Item 1.9 – To approve the constitution of the Dam Safety Committee; Item 1.10 – To take cognizance of the power purchasing agreements and approve the addendum to the TBLC-10.407-CVE-PIE – Gerdau Agreement; Item 1.11 – To approve the convening of the Company's General Shareholders' Meeting; 2 – Matters for Cognizance: Item 2.1 – Presentation of the work of the independent auditors; Item 2.2 – To take cognizance of the resignation of members of the Board of Directors and the Strategic Committee; Item 2.3 – To take cognizance of the resignation of the Chief Financial and Investor Relations Officer. and 3 - General Matters. RESOLUTIONS: Following discussion of the matters, the Chair put the items on the Agenda of the Day to the vote, the Directors deciding as follows: Item 1. Matters for Resolution – Item 1.1 – Pursuant to ADE-717-0006, the presentation delivered and the opinion of the Independent Auditors, documentation for which is held on file at the Company, the directors unanimously approved the Management Report and Account Statements for the fiscal year ending December 31, 2018, understanding that they adequately reflect the Company's numbers and results for the period, the matter to

be submitted for the superior decision of the Annual General Meeting; Item 1.2 – Also pursuant to ADE-717-0006 and the presentation made, documentation for which is filed with the Company, unanimous approval was given to the proposal for Allocation of Accumulated Earnings and distribution of dividends, to be submitted to the Annual General Meeting, as per the Account Statements approved in the preceding item, in the following amounts: a) Legal Reserve – R$ 115,718,025.12; b) Tax Incentives Reserves – R$ 23,465,647.08; c) Retained Earnings Reserve – R$ 177,673,021.18; d) Distribution of Dividends and Interest on Shareholders' Equity in the gross amount of R$ 2,272,481,965.99, corresponding to R$ 2.7851510063 per share, comprising: (i) Interim Dividends declared during fiscal year 2018 (176th Meeting of the Board of Directors of August 8, 2018) - R$ 1,146,036,920.27; (ii) Intermediate Dividends declared during the fiscal year 2018 (178th Meeting of the Board of Directors of October 31, 2018) - R$652,742,192.00 ; (iii) Interest on Shareholders' Equity credited during fiscal year 2018 (178th Meeting of the Board of Directors of October 31, 2018) - R$397,000,000.00; (iv) Complementary Dividends – R$ 76,702,853.72; Item 1.3 – Pursuant to ADE-717-0007 and the presentation made, documentation for which is filed with the Company, unanimous approval was given to the Technical Viability Study for Recognition of an Account Registration of a Deferred Tax Asset on December 31, 2018, prepared in compliance with CVM Instruction 371 of June 27, 2002, to be examined by the Company's Fiscal Council; Item 1.4 – Pursuant to ADE-717-0002 and the presentation made, documentation for which is filed with the Company, unanimous approval was given to the proposal of the Company's management board for payment to the employees of up to R$ 35.5 million (thirty-five million, five hundred thousand Reais) in the form of Participation in Profits or Results – PLR for the fiscal year 2018, to be distributed according to the criteria established in the Company's Remuneration System and the Collective Labor Agreements. These matters shall be submitted for the decision of the Annual General Meeting; Item 1.5 – Unanimously approved the amounts relative to the individual compensation of the Company's Management for the fiscal year 2019, in accordance with the table presented which is filed at the Company in an amount of up to R$ 27.0 million (twenty-seven million Reais), the aggregate amount to be submitted for approval of the Annual General Meeting, it being incumbent on the Company additionally and where applicable, to bear the cost of expenses relative to INSS, FGTS, Health Insurance, Private Pension Plan, medical and housing assistance, being understood that there shall be no accumulation of amounts in the event of an accumulation of positions by the same individual; Item 1.6 – Pursuant to ADE-716-0001 and the presentation made, documentation for which is filed with the Company, and pursuant to current Novo Mercado regulations, the directors have unanimously approved the following policies: (i) Management Performance Evaluation; (ii) Nomination; and (iii) Management Compensation; Item 1.7 – Pursuant to ADE-717-0005 and the presentation made, documentation for which is filed with the Company, and following clarification given to questions, unanimous approval was given to the investment for installation of wind farms comprising the Campo Largo Phase 2 Project. Consequently, the management boards of the Company and the Subsidiaries related, both directly and indirectly, to the Campo Largo Phase 2 Project are authorized to take all measures and practice all actions, in particular, the signature of (i) the agreements for the Supply of the Wind Turbines, the Civil Works and the Electro-mechanical Scope (medium voltage network) necessary for the implementation of the wind projects; and (ii) to present and provide the guarantees which may be necessary for the installation of the project, particularly, but not limited to, the guarantees requested by ANEEL; Item 1.8 – Pursuant to ADE-717-0003 and the presentation made, documentation for

which is filed with the Company, and following clarification of questions, unanimous approval was given for the finalization by the controlled company Usina Termoelétrica Pampa Sul S.A., of the Installation Agreement for the Provisional Connection and Sharing of Exclusive Use Installations (CCII) to be signed with Eletrobras and Eletrosul, with the intervention of the TPP; Item 1.9 – Pursuant to ADE-717-0001, and the presentation made, documentation for which is filed with the Company, unanimous approval was given to the constitution of the Dam Safety Committee, an advisory body to the Management Board, responsible for the strategic management of matters related to dam safety, with a view to risk prevention and the adoption of best practices in accordance with the Company's commitments; Item 1.10 – Pursuant to the sole paragraph to Article 19 of the Corporate Bylaws and pursuant to the presentation proffered and held on file with the Company and following clarifications of issues raised, the directors took cognizance of the power purchasing agreements signed by the Company and its controlled company, ENGIE Brasil Energia Comercializadora Ltda. in the fourth quarter of 2018 as well as approving the addendum to the TBLC-10.407-CVE-PIE-Gerdau agreement; Item 1.11 – Approved unanimously, the calling of the Annual General Meeting to decide on matters pertaining to its competency; 2 – Matters for Cognizance: Item 2.1 – The representative of DeloitteTouche Tohmatsu presented to the directors the results of the work of the independent auditors with respect to the account statements for the fiscal year ending December 31, 2018; Item 2.2 – The Chair notified the receipt of the letter from Claude Emile Jean Turbet, resigning from the positions as effective member of the Board of Directors and as a member of the Strategic Committee due to leaving the ENGIE Group for reasons of retirement, and the letter from Natacha Herrero Et Guichard Marly, relinquishing her position as alternate director of the Board of Directors, having assumed new functions in the ENGIE Group. Consequently, Alternate Director Leonardo Augusto Serpa will now assume as an effective member of the Board of Directors, replacing Claude Emile Jean Turbet, while the seat on the Strategic Committee will remain vacant until the nomination of the new member. Further, the position of Natacha Herrero Et Guichard Marly will also remain vacant. The Chair also confirmed that the resignation letters were received on December 18, 2018 and announced to the market on December 19, 2018, pursuant to the rules of the Novo Mercado Listing Regulations; Item 2.3 – The Chair also registered that on January 25, 2019, a request was received from Carlos Henrique Boquimpani de Freitas to resign his position as Chief Financial and Investor Relations Officer in order to assume new professional challenges. The fact was announced to the market on the same date as notification. The Chair informed that the Company had already begun the process for selecting a new professional in line with its succession program and that Mr. Freitas will accompany the transition process until his effective departure date which will be March 15, 2019, after which, Eduardo Sattamini, Chief Executive Officer of the Company, will accumulate the position of Chief Financial and Investor Relations Officer on an interim basis. 3 – General Matters – Pursuant to ADE-718-0001 and the presentation made, documents for which are filed with the Company, and after providing clarifications to issues raised, the Directors unanimously approved the Operational Expenses and CapEx Budget for fiscal year 2019. **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, February 19, 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

Roberto Henrique Tejada Vencato
Director

Leonardo Augusto Serpa
Director

Simone Cristina De Paola Barbieri
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Others present:

Eduardo Antonio Gori Sattamini
Chief Executive Officer

Carla Carvalho de Carvalho
President of the Fiscal Council

Carlos Henrique Boquimpani de Freitas
Chief Financial and Investor Relations Officer

Fernando de Souza Leite
Representative of DeloitteTouche Tohmatsu