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A Publicly Listed Company - CVM Registration 1732-9

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

On the 12th day of September of the year two thousand and nineteen, at 6:00 p.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 members 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, Roberto Henrique Tejada Vencato and Gustavo Henrique Labanca Novo, and, in the light of the justified absences of directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante and Pierre Jean Bernard Guiollot, their respective Alternates, Gil de Methodio Maranhão Neto, Raphael Vincent Philippe Barreau and Simone Cristina De Paola Barbieri. The meeting was presided by the Chairman of the Board, 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 in attendance. Welcoming those present, the Chair called the meeting to order and placed the matters on the Agenda of the Day in discussion in accordance with convening notice CA-009/2019, of 09.09.2019, as follows: 1 – Matters for Resolution: Item 1.1 – To approve entry into a financing agreement with BNDES for implementation of the Umburanas Wind Complex; and Item 1.2 – To approve the convening of the Company's General Shareholders' Meeting to ratify the acquisition of a shared controlling stake in Transportadora Associada de Gás S.A. – TAG. **RESOLUTIONS**: After discussion of the matters, the Chair put the items on the Agenda of the Day to a vote, the Directors deciding as follows: 1 – Matters for resolution: Item 1.1 – In accordance with the presentation made, which shall be kept on file at the Company's registered offices, the Directors unanimously approved: (i) entry into a financing agreement in a total amount of BRL 1,260,000,000.00 (one billion, two hundred and sixty million Brazilian *Reais*), with Banco Nacional de Desenvolvimento Econômico e Social – BNDES, by its indirectly controlled entities Centrais Eólicas Umburanas 1 S.A., Centrais Eólicas Umburanas 2 S.A., Centrais Eólicas Umburanas 3 S.A., Centrais Eólicas Umburanas 4 S.A., Centrais Eólicas Umburanas 5 S.A., Centrais Eólicas Umburanas 6 S.A., Centrais Eólicas Umburanas 7 S.A., Centrais Eólicas Umburanas 8 S.A., Centrais Eólicas Umburanas 9 S.A., Centrais Eólicas Umburanas 10 S.A., Centrais Eólicas Umburanas 11 S.A., Centrais Eólicas Umburanas 12 S.A., Centrais Eólicas Umburanas 13 S.A., Centrais Eólicas Umburanas 14 S.A., Centrais Eólicas Umburanas 15 S.A., Centrais Eólicas Umburanas 16 S.A., Centrais Eólicas Umburanas 18 S.A., Centrais Eólicas Bela Vista XV S.A., (collectively the "Umburanas Project's Wind Farms"), with directly and indirectly controlled entities ENGIE Brasil Energias Complementares Participações Ltda and Umburanas Participações S.A. as

consenting parties, for the implementation of Wind Farms of the Umburanas Project and the associated transmission system, under the terms and conditions provided in BNDES Executive Board Decision No. 583/2019, at a meeting held on the present date. The following authorizations were given: (a) ENGIE Brasil Energias Complementares Participações Ltda, as consenting surety, to provide a Corporate Bond up until completion of the project and to pledge, on behalf of BNDES, the entirety of its shares in Umburanas Participações S.A., as collateral against fulfillment of the obligations arising from the financing agreement; and (b) a Umburanas Participações S.A., as consenting surety, to pledge on behalf of BNDES, the entirety of its shares in the Umburanas Project's Wind Farms, as collateral against fulfillment of the obligations arising from the financing agreement. As a consequence of this resolution, the Executive Boards of the Company, of ENGIE Brasil Energias Complementares Participações Ltda; of Umburanas Participações S.A.; and of the Umburanas Project's Wind Farms, are authorized to negotiate, discuss and execute, on behalf of the respective entities, any and all agreements and other documents required to formalize the operation, including, without limitation, to negotiate and accept the pre-payment clause; and Item 1.2 – To unanimously approve the convening of an Extraordinary General Meeting of the Company's shareholders with the following Agenda of the Day: 1. To ratify the appointment and retainer of KPMG Corporate Finance Ltda. as experts to prepare a valuation report according to the applicable procedures under Article 256 of Law 6.404/76 ("Corporations Law"), in connection with the acquisition of a shared controlling stake in Transportadora Associada de Gás S.A. – TAG; 2. To approve the valuation report; and 3. To ratify, pursuant to the contents of Article 256, ¶1, of the Corporations Law, the joint acquisition by the Company, GDF International and co-investors Caisse de Dépôt et Placement du Québec, of a controlling stake in Transportadora Associada de Gás S.A. – TAG owned by Petróleo Brasileiro S.A. – Petrobras, as approved at the 183rd Meeting of the Company's Board of Directors, held on March 26, 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 the meeting being monitored by me, as Secretary, pursuant to the Time and Themes Monitoring 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 myself. City and state of Rio de Janeiro, September 12, 2019.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

(Signatures continue on the following page)

(Continued signatures of the minutes of the 189th Meeting of the Board of Directors of ENGIE Brasil Energia S.A.)

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Paulo de Resende Salgado
Director

Gustavo Henrique Labanca Novo
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