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A Publicly Listed Company - CVM Registration 1732-9

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

On September 12, 2016 at 2:00 p.m. at Av. Almirante Barroso, 52, 14th floor, room 1401 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, José Pais Rangel, Luiz Leonardo Cantidiano Varnieri Ribeiro, Roberto Henrique Tejada Vencato and in the light of the justified absences of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Pierre Jean Bernard Guiollot, their respective alternates: Gil de Methodio Maranhão Neto, Gustavo Henrique Labanca Novo and Marcelo Fernandes Soares. 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. Welcoming those present, the Chair called the meeting to order, placing the matters on the Agenda of the Day in discussion as itemized in the Convening Notice CA-0007/2016 of September 5, 2016 as follows: 1. Matters for Resolution: 1.1 - To approve the restructuring and the new duties of the Executive Board; 1.2 - To approve the participation of a Company subsidiary in the Electronic Procurement 16/02545 of CELESC; 1.3 - To take cognizance of the resignation of a member of the Strategic Committee and to elect his substitute; and 2 – General Matters. RESOLUTIONS: After discussion of the aforementioned matters, the Chair submitted the items on the Agenda of the Day to a vote, the Directors resolving as follows: 1. Matters for Resolution – Item 1.1 - Pursuant to DD-629-0002 of August 22, 2016 and the presentation effected, documents for which can be found filed with the Company, unanimous approval was given to the new organizational structure of the Company, amending the current denomination from "Planning and Control Division – DC" to "Strategy and Regulation Division" and the readjustment of certain duties of the divisions. Consequently and pursuant to the powers in subsection II of Article 19 of the corporate bylaws, new duties for the Company's divisions were approved as follows: *i)* It is incumbent on the **CEO's office – PRE**, in addition to the duties specifically ascribed under Paragraph 2, Article 24 of the corporate bylaws: a) to oversee the Company's businesses and to formulate its strategies and policies; and b) to maintain an internal audit system. *ii)* It is incumbent on the **Finance and Investor Relations Division - DF**: a) to promote the financial, accounting and tax management of the Company and its controlled companies, b) to prepare and monitor the corporate budget; c) to coordinate the relations with the capital and financial markets, representing the company with and rendering information to the Brazilian Securities and Exchange Commission - CVM, stock exchange, shareholders and investors; d) to promote the financial management of the questions related to private pension entities sponsored by the Company; e) to coordinate the activities of the financial and tax committees; and f) to coordinate the preparation of the annual sustainability report in conjunction with the various areas of the Company. *iii)* It is incumbent on the **Generation Division - DG**: a) to promote the management, operation and maintenance of the Company's generation assets; b) to conduct the physical implementation of new generation projects; and c) to conduct the

environmental licensing of the generator complex during the implementation phase. *iv)* It is incumbent on the **Business Development Division - DN**: a) to spearhead the identification, analysis and development of new investments in electric energy generation; b) to ensure that the entire process of new business development and sale of assets is in line with the Company's strategy, managing approvals through the various internal committees, including those with respect to the parent company; c) to conduct the Company's business development activities; and d) to coordinate jointly with the manager for the multidisciplinary business development teams in the Company (legal, environmental, regulatory, economic, financial, technical, market and commercial), seeking to mitigate the risks involved in the implementation of new businesses and also creating shareholder value. *v)* It is incumbent on the **Strategy and Regulation Division - DR**: a) to coordinate the preparation of the Company's strategic plan; b) to evaluate and monitor the management of corporate risk; c) to propose power purchasing/selling operations with a view to the management of the Company's market risk; d) to report and monitor exposure to the contracts portfolio, verifying as to whether operations are conducted in accordance with the Company's commercialization policy; e) to effect the generation plan; f) to direct matters of a regulatory nature of interest to the Company; g) to analyze prices and risks and to propose products and strategies for the commercialization of energy; h) to coordinate the activities of the Risk Management Committee, Energy Committee and Innovation Committee; i) to direct the activities of information technology and digitization; and j) to direct the strategy, innovation and management activities of the research and development programs. *vi)* It is incumbent on the **Energy Commercialization Division - DE**: a) to effect the purchases and sale of energy in the free contracting environment and to participate in the sale of energy in the regulated contracting environment in the physical and/or financial derivatives modalities; b) to propose products and strategies for the purchase and sale of energy, including trading operations and derivative products associated with energy transactions; c) to develop new markets and clients and to define products to be commercialized; d) to consolidate and market information and to monitor client satisfaction; e) to effect the booking and commercialization of energy across the Electric Energy Trade Board - CCEE and to execute the power purchasing contracts; and f) to prepare the calculation of the energy invoicing and the checking of power purchasing tickets, Tariff for Use of the Electricity Distribution Systems - TUSD, use of water resources and others for the purposes of collection and payment. *vii)* It is incumbent on the **Administrative Division - DA**: a) to direct the administrative management, documentation, supplies and services activities; b) to coordinate the organization and processes activities and the updating of the organization manual; c) to direct the Company's activities of personnel management and development and to coordinate labor relations' activities; d) to monitor and represent the Company in the management of private pension entities for which it is sponsor; e) to promote actions of a social and business communication nature, press advisory initiatives and monitoring of the Company's image; f) to direct the environmental activities at the operational stage of the projects, the sustainable management of natural and social resources and the strengthening of the Company's social and institutional relations; and g) to coordinate the activities of the Sustainability Committee; Item 1.2 - Pursuant to the presentation made, the relative document for which is filed with the Company, the participation of ENGIE Geração de Energia Fotovoltaica Ltda., a company indirectly controlled by the Company, was unanimously approved, without qualification in the Electronic Procurement 16/02545 of CELESC, the Executive Board of the Company and that

of its controlled company hereby authorized to adopt all measures necessary in the light of this decision, all acts already practiced within the scope of this decision being ratified; and Item 1.3 – The Chairman of the Board of Directors informed the other directors as to the resignation for personal reasons from the seat as a member of the Strategic Committee tendered on September 02, 2016 by the director Manoel Arlindo Zaroni Torres, the said resignation effective from today's date, the Chairman thanking the resigning member for his contributions to the Company. In substitution of the resigning member, Eduardo Antonio Gori Sattamini, Brazilian, married, economist, bearer of ID 7.213.111-SSP/SC, enrolled in the tax register (CPF/MF) under number 821.111.117-91, was unanimously elected to sit on the Company's Strategic Committee. Pursuant to this decision and the appointment of Paulo Jorge Tavares Almirante, which took place at the 154th Meeting of the Board of Directors of July 28, 2016, the Strategic Committee shall be composed as follows: Maurício Stolle Bähr; Dirk Achiel Marc Beeuwsaert; Willem Frans Alfons Van Twembeke; Paulo Jorge Tavares Almirante; Pierre Jean Bernard Guiollot; Eduardo Antonio Gori Sattamini and Gustavo Henrique Labanca Novo. **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 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, September 12, 2016.

Maurício Stolle Bähr
Director and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Roberto Henrique Tejada Vencato
Director

Gustavo Henrique Labanca Novo
Alternate Director

Luiz Leonardo Cantidiano Varnieri Ribeiro
Alternate Director

Marcelo Fernandes Soares
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director