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A Publicly Listed Company - CVM Registration 1732-9

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

On July 28, 2016, at 10:00 a.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, Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Willem Frans Alfons Van Twembeke, Manoel Arlindo Zaroni Torres, José Pais Rangel and, in the light of the justified absences of the directors Pierre Jean Bernard Guiollot and Roberto Henrique Tejada Vencato, their respective alternates Marcelo Fernandes Soares and Luiz Antônio Barbosa. Also present at the meeting were Messrs Eduardo Antonio Gori Sattamini, Chief Executive, Financial and Investor Relations Officer of the Company; Paulo de Resende Salgado, president of the Company's Fiscal Council; and Samuel Viero Ricken, representative of KPMG Auditores Independentes. 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-0006/2016 of July 22, 2016 as follows: 1. Matters for Resolution: 1.1 - To approve the Account Statements for the 2nd Quarter 2016; 1.2 - To approve the payment of interim dividends; 1.3 - To approve the limestone supply agreement for Pampa Sul TPP (UTMW); 1.4 - To approve the signing by the companies within the Campo Largo Project of the agreements for executing the civil engineering work; 1.5 - To elect a new member of the Strategic Committee; 2 - Matters for Cognizance: 2.1 - Business Risks Matrix – 2017 to 2022; 2.2 - To take cognizance of the electric energy purchase agreements; and 3 – 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-625-0002 of July 18, 2016 and the presentation proffered, documents for which are filed with the Company, and the requested clarifications having been provided, the Directors unanimously approved the results for 2nd Quarter 2016, on the understanding that they adequately represent the Company's numbers and results for the period; Item 1.2 - Pursuant to DD-625-0005 of July 18, 2016 and the presentation made, documents for which are held on file at the Company and based on the results approved in the preceding item, unanimous approval was given for the distribution of interim dividends for the following amounts and under the following conditions: *a)* the total interim dividends shall be R$ 645,196,752.46 (six hundred and forty-five million, one hundred and ninety-six thousand, seven hundred and fifty-two reais and forty-six centavos), corresponding to R$ 0.9884403986 per share; *b)* the Company's shares shall trade ex-dividends as from August 09, 2016; and *c)* the payment of interim dividends shall be effected on October 6, 2016 based on the existing information registered with Itaú Unibanco Banco Múltiplo S.A. as at

August 08, 2016. These dividends reflect a payout of 100% (one hundred percent) of the adjusted net income for the first half of 2016; Item 1.3 - Pursuant to DD-625-0003 of July 18, 2016 and the presentation made, documents for which are held on file at the Company and clarifications having been given to matters raised by the Directors, unanimous approval was given to the limestone supply agreements for Pampa Sul TPP (UTMW) under the conditions, timelines and values presented, to be signed by the Company's subsidiary, Usina Termelétrica Pampa Sul S.A.; Item 1.4 - Pursuant to DD-625-0001 of July 18, 2016 and the presentation effected, documents for which are filed at the Company, and with clarifications provided on issues raised by the Directors, unanimous approval was given to the contracting of the services for executing the civil engineering work for the installation of the Campo Largo Wind Complex – Phase 1, in accordance with the scope, conditions and values presented, the respective agreements to be signed by the companies comprising the Campo Largo Project - Phase 1, all such companies under the indirect control of the Company; Item1.5 – The Chairman of the Board of Directors notified the other Directors with respect to a letter of resignation from the Strategic Committee received from the director Shankar Krishnamoorthy and dated July 1, 2016, effective July 14, 2016, in the light of the said director transferring to other functions and responsibilities in the ENGIE Group. The Chairman took the opportunity of thanking the resigning director for his contributions to the Company. In replacement of the resigning member, PAULO JORGE TAVARES ALMIRANTE was elected with personal details as follows: Portuguese, married, engineer, bearer of passport number M619074 issued by the Government of Portugal, resident and domiciled in Portugal with his professional domicile at Quinta da Fonte, Edificio D.Maria I, Piso 2, Ala B, Paço d'Arcos, Portugal, to sit on the Company's Strategic Committee; 2. Matters for Cognizance – Item 2.1 – Pursuant to DD-618-0004 of May 17, 2016, and the presentation rendered, documents for which are held on file at the Company, the Directors took cognizance of the Business Opportunities and Risks Matrix, cycle 2016 for the period 2017 to 2022, covering operational, financial and strategic risks. The Directors raised some issues during the course of the presentation, notably risks with respect to Major Disasters and those of a Regulatory and Tax nature. Questions having been answered and other clarifications provided, it became clear to the Directors present that the overall risk situation in terms of degree of significance and probability remained the same as the preceding cycle but with variations in individual risks; Item 2.2 – Pursuant to the sole paragraph to Article 19 of the Corporate Bylaws and in line with the presentation rendered, details of which are held on file with the Company, and following clarification of issues raised, the Directors took cognizance of the electric energy purchase agreements signed by the Company and its subsidiary, ENGIE Brasil Energia Comercializadora Ltda.; 3. General Matters: Pursuant to the presentation made, the documentation for which is filed with the Company, the Directors took cognizance of ANEEL Authoritative Resolution 5922. **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, July 28, 2016.

Maurício Stolle Bähr
Director and Chair

Osmar Osmarino Bento
Secretary

Dirk Achiel Marc Beeuwsaert
Director

Paulo Jorge Tavares Almirante
Director

Manoel Arlindo Zaroni Torres
Director

Willem Frans Alfons Van Twembeke
Director

José Pais Rangel
Director

Luiz Antônio Barbosa
Alternate Director

Marcelo Fernandes Soares
Alternate Director

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

Paulo de Resende Salgado
President of the Fiscal Council

Samuel Viero Ricken
Representative of KPMG Auditores Independentes