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A Publicly Listed Company - CVM Registration 1732-9

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

On December 13, 2016, at 9:30 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, Manoel Arlindo Zaroni Torres, José Pais Rangel, Roberto Henrique Tejada Vencato and in the light of the justified absence of the Directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Pierre Jean Bernard Guiollot and Luiz Leonardo Cantidiano Varnieri Ribeiro, their respective alternates Gil de Methodio Maranhão Neto, Gustavo Henrique Labanca Novo, Marcelo Fernandes Soares and Antonio Alberto Gouvêa Vieira. Mr. Eduardo Antonio Gori Sattamini, CEO and Chief Financial and Investor Relations Officer, was also present. The meeting was presided by 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-0009/2016, of December 7, 2016, as follows: 1 – Matters for Resolution: 1.1 - To approve the hiring of corporate providers of the electromechanical scopes and the addendum to the civil construction works agreement for the Campo Largo Complex – Phase I; 1.2 - To approve the hiring of corporate providers of the metallic structure and electromechanical and integration services provider for the Assú V Photovoltaic Plant; 1.3 – To confirm supply of coal to the Jorge Lacerda Complex for the year 2017; 1.4 - To approve the divestment of assets; 1.5 - To approve the participation of wind and photovoltaic projects in the Second Reserve Energy Auction of 2016; and 2 – General Matters. RESOLUTIONS: After discussion of the aforementioned matters, the Chair put the items on the Agenda to a vote, the Directors resolving as follows: 1. Matters for Deliberation – Item 1.1 – Pursuant to DD-641-0007, dated Dec.02.2016, and the presentation delivered, which documents shall be kept on file at the Company, and after clarifications requested had been provided, the Directors unanimously approved the hiring by the controlled firms that comprise the Campo Largo Wind Complex – Phase 1: *i)* for the Electromechanical Scope (Medium Voltage Network and Substation); and *ii)* of the Electromechanical Scope (High Voltage Network); and entry into the 1st addendum to the civil construction works agreement entered into with Cortez as a result of the expansion of the agreement's scope, all according to the conditions, baseline date and ceiling amounts presented, authorizing the Company's Executive Board and the executive boards of the controlled companies and of the consortium that comprise the Campo Largo Wind Complex – Phase 1 to carry out all steps arising from this resolution; Item 1.2 – Pursuant to DD-641-0008, dated Dec.02.2016, and the presentation delivered, which documents shall be kept on file at the Company, and after clarifications requested had been provided, particularly in connection with the ownership connection with the company to be hired for the integration scope, the Directors unanimously approved the hiring by the Company's indirectly controlled firm Central Fotovoltaica Assú V Ltda.: *i)* of the "Integrator" Scope of the Assú V Photovoltaic Plant ("UF Assú V"), according to the

conditions and value presented, for reference date Oct.01.2016*ii)* of the supply of the metallic structure with "Tracker" one-axis tracking system for UF Assú V, according to the conditions and ceiling amounts presented; *iii)* of an exchange rate hedge operation for the tranche in foreign currency of the supply agreement for the metallic framework with one-axis Tracker system for UF Assú V, and respective renewals over the project's implementation period; and *iv)* of the Electromechanical Scope (High-Voltage Network and Substation) for UF Assú V, according to the conditions and ceiling amounts presented for reference date October 2016, authorizing the Company's Executive board and that of its indirectly controlled company Central Fotovoltaica Assú V Ltda. To carry out all steps arising from this resolution, under the ceiling authorized amount for the electromechanical scope, and contingent upon presentation of the hired company to the Board of Directors; Item 1.3 – Consistently with the resolution of the 145th Meeting of this Board of Directors, held on Nov.06.2015, and pursuant to the presentation delivered, which document shall be kept on file at the Company, the Directors unanimously confirmed the supply of coal to the Jorge Lacerda Complex for the year 2017; Item 1.4 – Item removed from the Agenda because negotiations have not yet been satisfactorily completed, and to be submitted in the future to a resolution from this Board of Directors; Item 1.5 – Pursuant to DD-641-0002 and DD-641-0004, both dated Dec.02.2016, and the presentation delivered, which documents shall be kept on file at the company, and after clarifications required had been provided, the Directors unanimously approved the Company's participation, whether directly or through any of its controlled companies, including consortia, in the 2nd Reserve Energy Auction of 2016, with the Wind Project and the Photovoltaic Projects. As concerns the Wind Project, the Company's Executive Board and, as the case may be, those of its controlled companies are hereby authorized: *a)* to secure the necessary guarantees for participation in and certification at the Auction and, should the projects be the winners, to secure the financial guarantees required for certification in the 2nd Reserve Energy Auction of 2016, in particular those with third parties as beneficiaries; *b)* effective participation and sale of energy in the LER/2016; *c)* in the event of a successful participation in the auction, to invest ~1.000 MBRL in the six projects that make up the Paraipaba Complex, with ~162.8 MW in installed capacity; *d)* to hire a Foreign Currency Hedge for the tranche denominated in foreign currency and its renewal for the duration of the project's implementation period; and *e)* to carry out all steps required to secure the Reduced Emission Certificate (CER – Certificado de Emissão Reduzida – CO2) that the financial model contemplates. As for the Photovoltaic Projects presented, the Directors acknowledge that they are aligned with the Company's strategic interests, and approve participation in the 2nd Reserve Energy Auction of 2016; however, because this is a partnership with ("SD"), a member company of the ENGIE group, the Directors unanimously approved the creation of a Special Independent Committee for Transactions with Related Parties ("Committee") to analyze and recommend or not recommend entry into the Memorandum of Understanding ("MoU") with SD for the purposes of participation in the Auction, contingent upon a favorable resolution from the Committee. The Committee shall be made up of Independent Directors José Pais Rangel and Luiz Leonardo Cantidiano Varnieri Ribeiro and by Business Development Officer Gustavo Henrique Labanca Novo. The members of the Committee shall submit, by December 18, 2016, a report on the terms of the MoU and their recommendation. Pursuant to item 2 of the Committee's articles, the Board of Directors delegates to the Company's Executive Board the authority to approve an overall budget for the operation of the hereby created committee, establishing in exchange for the Committee's work

compensation equal to the monthly compensation that each Director receives from the Company; and 2. – General Matters – No other matters were raised for resolution. **Conclusion**: The floor being given to the Directors Present, no issues were raised beyond discussion of the matters on the Agenda, the time and themes discussed at this meeting having been monitored by me, the Secretary, pursuant to the Monitoring of Times 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. City and State of Rio de Janeiro, December 13, 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

Gil de Methodio Maranhão Neto
Alternate Director

Marcelo Fernandes Soares
Alternate Director

Antonio Alberto Gouvêa Vieira
Alternate Director

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