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A Publicly Listed Company - CVM Registration 1732-9

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

On the 31st day of the month of January 31 at 2:00 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 Board of Directors of ENGIE Brasil Energia S.A. ("Company") was held, the following Effective Members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Paulo de Resende Salgado, José Pais Rangel, Gustavo Henrique Labanca Novo and Roberto Henrique Tejada Vencato, and in the light of the justified absences of the 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 Chair, 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 in accordance with convening notice CA-001/2020 of January 28, 2020 as follows: **Item 1.1** – To approve the 1st issue of simple, non-convertible debentures, of the unsecured type, with an additional personal guarantee, in a single series, of Engie Transmissora de Energia Participações S.A. ("Issue", "Debentures" and "Issuer", respectively), for public distribution with restricted placement efforts, pursuant to CVM Instruction 476 of January 16, 2009, as amended ("Restricted Offer"); **Item 1.2** – To approve the tendering by the Company of a personal guarantee within the scope of the Issue represented by a corporate surety ("Surety"). **RESOLUTIONS**: Following discussion of the matters in hand, the Chair put the items on the Agenda of the Day to the vote, the directors deciding as follows: **Item 1.1** – Pursuant to the presentation proffered, documentation for which is held on file with the Company, and following clarifications requested, the directors approved unanimously the execution of the Issue and the Restricted Offering by the Issuer for the total amount of up to R$500,000,000.00 (five hundred million reais), with remuneratory interest corresponding to 100% of the DI rate +0.67% annually on the basis of a 252 (two hundred and fifty-two) business day year, due date being 9 months as from the issue date and payment of principal as remuneratory interest only on due date (given that the respective indenture document shall provide for the Debentures to be subject to (i) early optional redemption or extraordinary amortization, at any time, at the sole discretion of the Issuer, with no premium payment, (ii) early mandatory redemption in the event of given contingencies, provided for therein, including an increase in the capital stock of the Issuer through the issue of preferred shares in a net amount equal or more than the balance of the principal of the Debentures, and/or certain additional events applicable to the Issuer and/or its controlled companies substantially equivalent to those used as triggers of early maturity of offers of debentures of the Company's issuance and/or

components of its economic group, and (iii) early automatic and non-automatic maturity in the event of certain contingencies provided for therein, applicable to Issuer, Guarantor and/or their controlled companies and substantially equivalent to those used in debenture offers of the issuance of the Company and/or corporations integral to its economic group). All amounts due from the Issuer to the debenture holders pursuant to the terms of the Issue shall be subject to default charges of 1% (one percent) per month, calculated *pro rata temporis*, from the date of default to the date of effective payment together with a default fine, individual and non-compensatory, of 2% (two percent). The Company's Management Board and the management board of the Issuer are hereby authorized under this act to (i) practice all acts necessary for the execution of the Issue and the Restricted Offering, including, but not limited to, (a) the approval of the matter in an extraordinary general meeting of shareholders of the management board of the Issuer, including the principal terms and condition of the Issue, the Restricted Offering and the Debentures, and (b) the negotiation and signing of the instruments (including eventual addenda and rectifications) necessary for the execution of the Issue and the Restricted Offering, and (ii) to ratify all the acts already practiced by the Management Board of the Company and the Issuer related to the resolutions above; **Item 1.2** – To approve the rendering, by the Company, of the Surety within the scope of the Issue, through the signature by the Company of the respective issue indenture, whereby the Company shall agree to bind itself, on an irrevocable and irredeemable basis, as guarantor, joint co-debtor, principal payer and jointly and severally with the Issuer, responsible for all the obligations assumed by the Issuer within the scope of the Issue and the Restricted Offering (including (i) obligations relative to the punctual and integral payment by the Issuer, of principal, remuneratory interest, default charges and of the other charges, pursuant to the Debentures and the respective indenture, when due, whether on the respective payment dates or in the light of the early redemption of the Debentures, extraordinary amortization of the Debentures or early maturity of the obligations arising from the Debentures, as established in the issue indenture, (ii) any other obligations assumed by the Issuer pursuant to the terms of the Debentures and the issue indenture, including obligations to pay fees, expenses, costs, charges, taxes, reimbursements or indemnities; and (iii) repayment obligations of all and any amount which the debenture holders and/or the fiduciary agent may come to disburse in the terms of the Debentures and the issue indenture and/or arising from the constitution, maintenance, realization, consolidation and/or forbearance or execution of the Surety), expressly renouncing benefits of order, rights and permissions of exoneration of any nature pursuant to articles 333, sole paragraph, 364, 366, 368, 821, 827, 830, 834, 835, 837, 838 and 839 of the Civil Code and of the articles 130 and 794 of the Civil Procedure Code. The Management Board is hereby authorized to negotiate, discuss and sign in the Company's name, all and any agreements and other documents necessary for the formalization of the operation deliberated herein, including, without limitation, the issue indenture and the distribution agreement to be signed with the financial institution(s) engaged by the Issuer to intermediate the Restricted Offering. 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 January 31, 2020.

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

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