CNPJ 02.474.103/0001-19 – NIRE 4230002438-4
A Publicly Listed Company - CVM Registration 1732-9

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

On the 23rd day of the month of December 2019 at 2:00 p.m. at Av. Presidente Wilson, 231, 22nd floor, Center, CEP 20030-905, 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, 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 present. 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-014/2019 of December 19, 2019 as follows: 1 – Matters for Resolution: Item 1.1– To approve an Investment in a Transmission Project; and Item 1.2 – To approve the Campo Largo Operation and Maintenance Agreement, Phase 2. 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 – Matters for Resolution: Item 1.1 – Pursuant to the presentation proffered, documentation for which is held on file with the Company, the directors unanimously approved the conditions and amounts of the operation for acquisition by its controlled company, ENGIE Transmissão de Energia Participações S.A. ("Controlled Company"), of the total shares issued by Sterlite Novo Estado Energia S.A. and the ownership of Sterlite Brazil Participações S.A., the executive boards of the Company and the Controlled Company being authorized to practice and sign all that shall be necessary and resulting from this resolution, especially but not limited, as the case may be, to: *i)* sign the Share Purchase and Sale Agreement between the Controlled Company, as acquirer, Sterlite Brazil Participações S.A., as seller, and Sterlite Novo Estado Energia S.A., as intervening consenting party; *ii)* sign the Addendum to the Concession Agreement 003/2018 ("Concession Agreement") for installation and operation of the transmission lines and substations, the purpose of the Concession Agreement; *iii)* assume the obligations of Sterlite Brazil Participações S.A. in the agreements relative to the respective enterprise of Sterlite Novo Estado Energia S.A.; *iv)* if the case, replace the guarantees rendered in favor of ANEEL and suppliers already contracted; *v)* to sign the Hedge agreement for the currency-denominated tranche and the LME index ("London Metal Exchange") covering the conductor cable supply agreement; *vi)* negotiate and sign prior documentation relative to financing and investment agreements necessary for compliance with the business plan; and *vii)* make the investments necessary for the installation of the transmission lines and substations, the purpose of the Concession Agreement; and Item 1.2 – Unanimously approved pursuant to the presentation rendered, documents for which are filed with the Company, the Operation and Maintenance Agreement of the wind farms of the Campo Largo Project, Phase 2, the executive boards of the controlled companies, parties to the said Project, being authorized to practice and sign all that shall be necessary for the execution of this resolution especially, but not limited to the signature of the "Service Agreement with an Energy-Based Availability Guarantee" to be signed with Vestas do

Brasil Energia Eólica Ltda. 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 December 23, 2019.

Maurício Stolle Bähr
Chairman of the Board of Directors 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