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A Publicly Listed Company - CVM Registration 1732-9

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

On the 5th day of the month of November 2019 at 9:30 a.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, Roberto Henrique Tejada Vencato and Gustavo Henrique Labanca Novo, 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, Raphael Vincent Philippe Barreau and Simone Cristina De Paola Barbieri. Also present were Eduardo Antonio Gori Sattamini, Chief Executive and Investor Relations Officer; Marcelo Cardoso Malta, Chief Financial Officer; Carla Carvalho de Carvalho, president of the Fiscal Council; and Letícia Ferreira Rodrigues, representative of Deloitte Touche Tohmatsu. 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 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-012/2019 of October 31, 2019 as follows: 1 – Matters for Resolution: Item 1.1– To approve the Account Statements for the 3rd Quarter 2019; Item 1.2 – To decide on the distribution of dividends and credit of interest on equity for the period from January 1 to December 31, 2019; and 2 – General Matters. Resolutions and Cognizance: After discussions on the matters, the Chair put the items on the Agenda of the Day to the vote, the Directors deciding as follows: 1 – Matters for Resolution: Item 1.1 – Pursuant to the presentation proffered, documentation for which is held on file with the Company and after rendering the appropriate clarifications, the directors unanimously approved the results for the 3rd Quarter 2019, understanding that they adequately represent the numbers and the results of the Company in the period; Item 1.2 – Unanimously approved, pursuant to the presentations made, documents for which are held on file at the Company, the proposal of the Management Board for: *i)* distribution of intermediate dividends in the following amounts and conditions: *a)* the amount of the intermediate dividends shall be R$ 893,399,909.16 (eight hundred and ninety-three million, three hundred and ninety-nine thousand, nine hundred and nine Reais and sixteen centavos), corresponding to R$ 1.0949497919 per share; *b)* the shares of the Company shall be traded ex-dividends from December 03, 2019; and *c)* payout of intermediate dividends shall be made on a date to be decided by the Management Board and announced through a Notice to Shareholders on the basis of existing information registered with Itaú

Unibanco Banco Múltiplo S.A. on December 02, 2019. These dividends represent a payout of 100% (one hundred percent) of the adjusted net income for the period from January 1 to June 30, 2019; and *ii)* credit of interest on equity capital for the period from January 1 to December 31, 2019, pursuant to Article 9 of Law 9.249/95 and CVM Resolution 683/2012, in the following amounts and conditions: a) The total gross amount shall be R$ 354,000,000.00 (three hundred and fifty-four million Reais), corresponding to R$ 0.4338619496 per share; b) Date of registration of the credit – The booking of the credit to the Company's books shall take place on December 31, 2019; c) Trading of the shares – The shares of the Company shall be traded ex-interest as from December 3, 2019; d) Income tax at source – Income tax at the rate of 15% shall be withheld on the amount of the credit, except for those shareholders able to prove they are exempt or immune. In relation to the shareholders resident or domiciled in a country which does not tax income or taxes at a maximum rate less than 20%, pursuant to Article 24 of Law 9.430 of December 27, 1996, the rate of the income tax at source shall be 25%; e) Substantiation of exemption or immunity – Pursuant to the current tax legislation, those Shareholders exempt or immune from income tax shall present proof of exemption or immunity by December 10, 2019 at the headquarters of the Company, located at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, Florianópolis/SC, A/C Tax Governance Department – GTR; f) Inclusion of interest in dividends – The amount of interest on equity, net of income tax at source, shall be incorporated into the mandatory dividends for the fiscal year 2019, pursuant to Paragraph 7, Article 9 of Law 9.249/95 and CVM Resolution 683/2012; g) Payment of interest on equity capital – The interest on equity capital shall be paid on a date to be decided subsequently by the Management Board and announced through a Notice to Shareholders, based on existing information registered at Itaú Unibanco Banco Múltiplo S.A. on December 2, 2019; and 2 – General Matters: No other matter was raised; 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 November 5, 2019.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

(Signatures continue on the next page)

(Page of continuation of the signatures to the minutes of the 192nd Meeting of the Board of Directors of the Company of November 5, 2019)

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 Directors

Simone Cristina De Paola Barbieri
Alternate Director

Others present:

Eduardo Antonio Gori Sattamini
Chief Executive Officer and Investor Relations Officer

Carla Carvalho de Carvalho
President of the Fiscal Council

Marcelo Cardoso Malta
Chief Financial Officer

Letícia Ferreira Rodrigues
Representative of DeloitteTouche Tohmatsu