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A Publicly Listed Company – CVM Registration 1732-9

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

On the 18th day of the month of February at 2:30 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, Paulo Jorge Tavares Almirante, 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 and Pierre Jean Bernard Guiollot, their respective alternates, Gil de Methodio Maranhão Neto and Simone Cristina De Paola Barbieri. Also present were Eduardo Antonio Gori Sattamini, Chief Executive and Investor Relations Officer; Carla Carvalho de Carvalho, president of the Fiscal Council; and Fernando de Souza Leite, representative of Deloitte Touche Tohmatsu. 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-002/2020 of February 12, 2020 as follows: 1– Matters for Resolution: Item 1.1 – To approve the Management Report and the Financial Statements for fiscal year 2019; Item 1.2 – To decide the proposal for allocation of Net Income for the Fiscal Year and the distribution of dividends; Item 1.3 – To approve the Technical Study of Feasibility prepared for compliance with CVM Instruction 371 of June 27, 2002; Item 1.4 – To decide on the proposal for the participation of the employees in Profits or Results for fiscal year 2019; Item 1.5 – To decide on the proposal for Compensation of the Management for fiscal year 2020; Item 1.6 – To approve the execution by Usina Termoelétrica Pampa Sul S.A. (Miroel Wolowski TPP), of *i)* the ash, gypsum and limestone movement and transportation services agreement; and *ii)* addendum to the agreement for surfacing the access road to the plant; Item 1.7 – To approve the Budget for the fiscal year 2020; Item 1.8 –To approve the convening of the Company's Annual General Shareholders' Meeting; 2 – Matters for Cognizance: Item 2.1 – Presentation of the work of the independent auditors; and 3 – General Matters. 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: 1 – Matters for Decision: Item 1.1 – Pursuant to the the presentation made and the opinion of the Independent Auditors, documents for which are filed with the Company, the Management Report and Account Statements for the fiscal year ending December 31, 2019 were unanimously approved, the directors understanding that they adequately represent the

Company's numbers and results for the period, the matter to be submitted for the final decision of the Annual General Meeting; Item 1.2 – Further to the presentation delivered, documents for which are filed at the Company, unanimous approval was given to the proposal for the Allocation of the Retained Earnings and distribution of dividends, to be submitted to the Annual General Meeting, pursuant to the Account Statements approved in the previous item, in the following amounts: a) Legal Reserve – R$ 115,496,280.00; b) Tax Incentive Reserve – R$ 28,430,980.00; c) Distribution of Dividends and Interest on Shareholders' Equity in the gross amount of R$ 2,197,143,592.44, corresponding to R$ 2.6928163913 per share, made up as follows: (i) Interim Dividends declared during the fiscal year 2019 in the amount of R$ 893,399,909.16 (R$ 1.0949497919 per share); (ii) Interest on Shareholders' Equity credited during fiscal year 2018 in the amount of R$ 354,000,000.00 (R$ 0.4338619496 per share), both distributed on the occasion of the 192nd Meeting of the Board of Directors of November 5, 2019; and (iii) Complementary Dividends – R$ 949,743,683.28 (R$ 1.1640046498 per share); Item 1.3 – Pursuant to the presentation proffered, documents for which are filed in the Company, unanimous approval was given to the Technical Study of Feasibility for Recognition of an Asset Account Registration on December 31, 2019, prepared in compliance with CVM Instruction 371 of June 27, 2002; Item 1.4 – Pursuant to the presentation made, documentation for which is filed with the Company, unanimous approval was given to the proposal of the Company's management board for payment to the employees the amount of up to R$ 38 million (thirty-eight million reais) with respect to the Results or Profits Sharing – PLR for fiscal year 2019, to be distributed pursuant to the criteria enshrined in the Company's Compensation System and Collective Labor Agreements. This matter to be submitted for the final decision of the Annual General Meeting of Shareholders; Item 1.5 – Approved unanimously, the amounts with respect to the individual compensation of the members of the management of the Company for the fiscal year 2020, as per the table presented and filed with the Company, in the maximum amount of R$ 27 million (twenty-seven million), the global value to be submitted for approval of the Annual General Meeting, additionally, it being incumbent, where applicable, to bear the cost of expenses relative to INSS, FGTS, Health Insurance, Private Pension Plan, medical and housing assistance, being understood that there shall be no accumulation of amounts in the event of an accumulation of positions by the same individual; Item 1.6 – Pursuant to the presentation effected, documentation for which is filed with the Company, after receiving due clarification on the matter, unanimous approval was given to the execution by Usina Termelétrica Pampa Sul S.A. (Miroel Wolowski TPP) of *i)* the ash, gypsum and limestone movement and transportation services agreement; and *ii)* addendum to the agreement for surfacing the access road to the plant; Item 1.7 – Pursuant to the presentation made, documentation for which is filed with the Company, and after rendering due clarifications to inquiries, the directors approved unanimously the Operating Revenues and Expenses Budget and Investment Budget for the fiscal year 2020; Item 1.8 – Unanimously approved, the convening of the Annual General Meeting to decide on the matters over which it has due competence; 2 – Matters for Cognizance: Item 2.1 – The representative of Deloitte

Touche Tohmatsu provided a presentation to the directors of the work of the independent auditors with respect to the account statements for the fiscal year ending December 31, 2019; 3 – General Matters – Item 3.1 – Pursuant to the presentation made, documentation for which is filed with the Company, directors took cognizance of the results of the evaluation of performance of the members of the Board of Directors and the Chief Executive Officer; Item 3.2 – Pursuant to the sole paragraph of Article 19 of the Corporate Bylaws and according to the presentation made, documentation which is filed with Company, the directors took cognizance of the power purchasing agreements executed by the Company and its subsidiaries; and Item 3.3 – The criterion used for definition and the amount of compensation of the members of the Audit Committee was presented. 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 February 18, 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

Paulo Jorge Tavares Almirante
Director

(Signatures continue on the next page)

(Continuing page of the signatures to the Minutes of the 196th Meeting of the Board of Directors of February 18, 2020)

Gil de Methodio Maranhão Neto
Alternate Director

Simone Cristina De Paola Barbieri
Alternate Director

Others present:

Eduardo Antonio Gori Sattamini
Chief Executive and Investor Relations Officer

Carla Carvalho de Carvalho
President of the Fiscal Council

Fernando de Souza Leite
Representative of DeloitteTouche Tohmatsu