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A Publicly Held Company - CVM Registration - 1732-9

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

On the 22nd day of the month of June 2018 at 1:00 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. 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 in the light of the justified absences of the directors Dirk Achiel Marc Beeuwsaert, Pierre Jean Bernard Guiollot and Claude Emile Jean Turbet, the Alternate Directors, Gil de Methodio Maranhão Neto, Simone Cristina De Paola Barbieri and Leonardo Augusto Serpa. 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-0006/2018 of June 15, 2018 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the participation in ANEEL Transmission Line Auction 02/2018; Item 1.2 – To approve the signature of the addenda to the installation agreements of the Umburanas Project; Item 1.3 – To approve the controlled company cash flow management system; and 2 – General Matters. RESOLUTIONS: Following discussion of the matters on the agenda, the Chair put the items on the Day's Agenda to the vote, the Directors deciding as follows: 1. Matters for Resolution - Item 1.1 – Pursuant to ADE 691-0002 of June 11, 2018 and the presentation made, documents for which are filed with the Company, and following after clarifications requested, the Directors unanimously approved the Company's participation in the Transmission Auction – ANEEL Auction 02/2018, whether directly or through the intermediary of any of its controlled companies, including through the intermediary of a consortium of companies, the management board of the Company and/or of the controlled company/companies indicated to take part in the auction is/are hereby authorized to: *a)* engage all the necessary guarantees to take part in the auction; *b)* to sign the principal Conditions and Commitment Instruments to guarantee the price of the following agreements: *1)* of the EPC-M for the Substations with the supplier chosen for each Lot; *2)* of the EPC-M for the Transmission Lines with the supplier chosen for each Lot; *3)* for the supply of the cables, to set the price indexed to the LME and US Dollars; and *4)* to contract a hedge operation for the portion in US Dollars of the aluminum cables; and *c)* in the event of success in the auction: *i)* to proceed with the investments for each Lot for which a successful bid was made; and *ii)* to engage all the necessary guarantees required by ANEEL, including the Performance Bond, all the agreements necessary for the implementation of the lots successfully bid at the auction to be presented to this Board, the amounts of which are within the limits of the powers of this Board, all acts already practiced being ratified within the purview of this resolution; Item 1.2 – Pursuant to ADE-692-0003; ADE-692-0004; and ADE-692-0005, all dated June 20, 2018, and the presentations effected, documents for which are filed with the Company, unanimous approval was given to the addenda to the agreements for the installation of the Umburanas Project: *i)* Addendum 1 to the Wind Turbine Supply, Transportation,

Assembly, Installation and Commissioning Agreements signed by the Company's controlled companies, parties to the Umburanas Project and with GE Power & Water Equipamentos e Serviços de Energia e Tratamento de Água Ltda.; *ii)* Addendum 1 to the Global Electro-Mechanical Equipment Project, Supply, Transportation, Assembly, Installation and Commissioning Price Agreement signed between CYMI do Brasil Projetos e Serviços Ltda. and Centrais Eólicas Umburanas 1 S.A.; and *iii)* Addendum 1 to the Global Electro-Mechanical Equipment Project, Supply, Transportation, Assembly, Installation and Commissioning Price Agreements for the Umburanas Wind Complex, signed by the Company's controlled companies, parties to the Umburanas Project and with GRID Solutions Transmissão de Energia Ltda. and Santa Rita Comércio e Instalações Ltda.; Item 1.3 – Pursuant to ADE-692-0002 of June 20, 2018, and the presentation provided, documents for which are filed at the Company, and following clarification of doubts raised, the Directors unanimously approved the controlled company cash flow management system, the management boards of the Company and the controlled company being authorized to practice all acts arising from this resolution according to the presented limits and conditions; and Item 2 – General Matters - Item 2.1 – Pursuant to ADE-692-0001 of June 20, 2018, and the presentation effected, documents for which are filed with the Company and after the proffering of the requested clarifications, the Directors unanimously approved: *i)* the contracting of financing in the total amount of R$ 88,060,873.56 (eighty-eight million, sixty thousand, eight hundred and seventy-three reais, fifty-six centavos) from the Banco do Nordeste do Brasil S/A ("BNB"), for its indirectly controlled company, Central Fotovoltaica Assú V Ltda. ("Assú V"), enrolled in the tax register (CNPJ/MF) under number 23.844.275/0001-07, with the intermediation of the Company's subsidiary, ENGIE Brasil Energias Complementares Participações Ltda. ("EBEP"), enrolled in the tax register (CNPJ/MF) under number 09.212.990/0001-04, with funds sourced from the Fundo Constitucional de Financiamento do Nordeste – FNE, allocated for the installation of the Assu V Photovoltaic Plant pursuant to all its terms and conditions, and the granting of the pertinent guarantees; and *ii)* to authorize EBEP to pledge the sum total of quotas of its ownership, representative of the capital stock of Assú V, in favor of BNB as a guarantee of compliance with the obligations pursuant to the engagement of the said financing and to provide a Corporate Guarantee until the conclusion of the project. In the light of the above resolutions, the Management Boards of the Company, of EBEP and Assú V are hereby authorized to negotiate, discuss and sign in the name of the respective companies, all and any agreements and other documents deemed necessary for the formalization of the operation. **Conclusion:** The floor being given to the Directors present and in addition to the discussions conducted with respect to the matters on the agenda, and no other issuances 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, June 22, 2018.

Maurício Stolle Bähr
Chair and Chairman of the Board

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

Roberto Henrique Tejada Vencato
Director

José Pais Rangel
Director

Paulo de Resende Salgado
Director

Simone Cristina De Paola Barbieri
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Leonardo Serpa
Alternate Director