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

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

On the 22nd day of the month of February 2018 at 10:00 a.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, Antonio Alberto Gouvêa Vieira and in the light of the justified absences of the directors Paulo Jorge Tavares Almirante, Dirk Achiel Marc Beeuwsaert, Pierre Jean Bernard Guiollot, Roberto Henrique Tejada Vencato and José Pais Rangel, their respective alternates, Gustavo Henrique Labanca Novo, Gil de Methodio Maranhão Neto, Simone Cristina De Paola Barbieri, Luiz Antônio Barbosa and José João Abdalla Filho. Also present were Eduardo Antonio Gori Sattamini, Chief Executive Officer; Carlos Henrique Boquimpani de Freitas, Chief Financial and Investor Relations Officer, Paulo de Resende Salgado, president of the Fiscal Council, and Rodolfo Lima, 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-0002/2018 of February 16, 2018 as follows: 1 – Matters for Resolution: Item 1.1 – To approve the Management Report and the Financial Statements for fiscal year 2017; Item 1.2 – To decide on the proposal for allocating the Net Income for the Fiscal Year and the distribution of dividends; Item 1.3 – To approve the Technical Viability Study prepared for the purpose of compliance with CVM Instruction 371 of June 27, 2002; Item 1.4 – To approve the Budget for fiscal year 2018; Item 1.5 – To approve the engagement of financing from the Brazilian Development Bank for the installation of Pampa Sul TPP and the granting of the pertinent guarantees; Item 1.6 – To approve the engagement of a Bid Bond; Item 1.7 – To decide on the proposal for participation of the employees in the Profits or Results relative to the fiscal year 2017; Item 1.8 – To decide on the proposal for Remuneration of the Members of Management for the fiscal year 2018; Item 1.9 – To evaluate the Internal Control System (INCOME Program) – Results for 2017; Item 1.10 – To approve the contracting of a supply of limestone for Pampa Sul TPP; Item 1.11 – To approve the ash purchase and sale agreement for the Jorge Lacerda Complex; Item 1.12 – To approve the calling of the Company's General Shareholders' Meeting; 2 – Matters for Cognizance: Item 2.1 – To take cognizance of the power purchasing agreements; Item 2.2 – To take cognizance of the Goals for 2018 and the Corporate Objectives; and 3 – General Matters. RESOLUTIONS: Following discussion of 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 ADE-681-0002 of February 05, 2018, the presentation rendered and the opinion of the Independent Auditors, documents for which are filed at the Company, with the abstention of the Alternate Director, José João Abdalla Filho, who presented in writing the reasons for his vote, the relative document to be held on file at the Company, unanimous approval was given to the

Management Report and the Account Statements for the fiscal year ending December 31, 2017, the Directors understanding that such adequately reflect the Company's numbers and results for the period, the material in question to be submitted to the superior decision of the Annual General Meeting; Item 1.2 – Approved unanimously with the abstention of the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, also in terms of ADE-681-0002, of February 05, 2018 and the presentation delivered, documents for which are on file at the Company, the proposal for allocating Retained Earnings and the distribution of dividends, to be submitted to the Annual General Meeting as per the Account Statements approved in the preceding item in the following amounts: a) Tax incentives reserve – R$ 37,613,266.77; and b) Distribution of Dividends and Interest on Shareholders' Equity in the gross amount of R$ 2,000,174,138.09, corresponding to R$ 3.0642635985 per share as follows: (i) Interim Dividends declared during fiscal year 2017 (165th Meeting of the Board of Directors of July 27, 2017) - R$ 938,917,827.71 (R$ 1.4384206188 per share); (ii) Interest on Shareholders' Equity credited during fiscal year 2017 (168th Meeting of the Board of Directors of October 26, 2017) - R$ 424,500,000.00 (R$ 0.6503333249 per share); and (iii) Complementary Dividends – R$ 636,756,310.38 (R$ 0.9755096548 per share); Item 1.3 – Pursuant to ADE-681-0001 of February 05, 2018 and the presentation delivered, documents for which are on file at the Company and with the abstention of the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, unanimous approval was given to the Technical Viability Study for the Recognition of an Account Entry of a Deferred Fiscal Asset as of December 31, 2017, prepared pursuant to CVM Instruction 371 of June 27, 2002, to be examined by the Company's Fiscal Council; Item 1.4 – Pursuant to ADE-678-0001 of January 8, 2018 and the presentation delivered, documents for which are on file at the Company, and following clarifications on issues raised and with the abstention of the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, the Directors approved unanimously, the Operational Expenses and Investment Budget for the fiscal year 2018; Item 1.5 – Pursuant to ADE-682-0001 of February 19, 2018, and the presentation delivered, documents for which are filed with the Company, approval was given by a majority with a vote against by the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, to (i) the engagement of financing in the total amount of R$ 728,950,000.00 (seven hundred and twenty-eight million, nine hundred and fifty thousand) from the Brazilian Development Bank – BNDES, for the Company's subsidiary, Usina Termelétrica Pampa Sul S.A., with the guarantee of the Company under all its terms and conditions, for the installation of Pampa Sul TPP; and (ii) the granting of the relative collateral, all in conformity with Resolution 76/2018 of the Board of Directors of the BNDES at its meeting held on February 19, 2018, the Company being authorized as intervening guarantor to provide a Corporate Surety until the conclusion of the project and to pledge in favor of the BNDES, the total number of shares in its ownership issued by Usina Termelétrica Pampa Sul S.A., as guarantee for fulfillment of the liabilities arising from the engagement of the financing. As a consequence of this decision, the management boards of the Company and Usina Termelétrica Pampa Sul S.A., are hereby authorized to negotiate, discuss and sign in the name of the respective companies, all and any agreements and other documents which may be necessary for the formalization of the operation; Item 1.6 – Pursuant to ADE-682-0002 of February 19, 2018,

and the presentation made, documents for which are filed with the Company, approval was given by a majority with a nay vote from the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, for the engagement of a Bid Bond with J.Malucelli Seguradora S.A., with respect to: i) the participation in Auctions 06 and 07/2017 (A-1 and A-2) of existing energy, having as guaranteed parties, the Company and its controlled company, ENGIE Brasil Energia Comercializadora Ltda., for the purpose of guaranteeing indemnification in the event of non-compliance with any of the obligations described in the Auction Notice; (ii) the fulfillment of the Power Purchasing Agreements in favor of the companies, Alcoa Alumínio S.A., Copel Geração e Transmissão S.A., Copel Comercialização S.A. and Electra Comercializadora de Energia Ltda., having as guaranteed party, the Company's controlled company, ENGIE Brasil Energia Comercializadora Ltda., with the purpose of guaranteeing indemnification of the beneficiaries for eventual losses that these may suffer as a result of non-payment of the electric energy invoices due from the guaranteed party; and (iii) the Purchase Agreement for Use of the Distribution System – CUSD, having as the guaranteed party, the indirectly controlled company Central Fotovoltaica Assú V Ltda. and as beneficiary, Companhia Energética do Rio Grande do Norte - COSERN, with the purpose of guaranteeing indemnification of eventual losses which COSERN may incur due to lack of payment of the charges with respect to the Distribution or Transmission System due from the guaranteed party. All acts practiced within the scope of this resolution by the Management Board are hereby ratified; Item 1.7 – Pursuant to ADE-682-0002 of February 19, 2018, and the presentation delivered, documents for which are on file at the Company, unanimous approval was given to the proposal of the Company's management board for payment to the employees of up to R$ 30.3 million (thirty million, three hundred thousand reais) with respect to the Participation in Profits or Results – PLR relative to fiscal year 2017, to be distributed in accordance with the criteria established in the Company's Compensation System and Collective Labor Agreements. The extension of the PLR payment methodology to the Company's members of management was also approved. These matters shall be submitted to the superior decision of the Annual General Meeting; Item 1.8 – With the abstention of the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, unanimous approval was given to the amounts with respect to the individual compensation of the Members of Management of the Company for the fiscal year 2018, pursuant to the table which is filed with the Company, in the amount of up to R$ 32.661 million (thirty-two million, six hundred and sixty-one thousand reais), representing an increase of approximately 2.06% over the amount approved for the preceding fiscal year, the aggregate amount to be submitted for approval by the Annual General Meeting, it being incumbent on the Company, as the case may be, to bear the expenses of INSS, FGTS, Health Insurance, Private Pension Plane, medical assistance and housing, it being understood that there shall be no accumulation of amounts in the event of an accumulation of positions by the same person; Item 1.9 – Pursuant to ADE-677-0005 of December 20, 2017 and the presentation delivered, documents for which are on file at the Company, the Internal Control System was presented (INCOME Program), covering the results of the auditing work and its certification in 2017. Due clarification having been given, with the abstention of the Alternate Director, José João Abdalla Filho, the Directors unanimously evaluated and concluded that the activities undertaken within the scope of the INCOME Program in 2017 fully satisfied the internal controls requirements of the Company in the

period; Item 1.10 – Pursuant to ADE-677-0003 of December 20, 2017 and the presentation delivered, documents for which are on file at the Company and with the nay vote of the Alternate Director, José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, approval was given on a majority vote for the signature by its controlled company, Usina Termelétrica Pampa Sul S.A., of the limestone supply agreement to be concluded with Votorantim Cimentos; Item 1.11 – Pursuant to ADE-677-0004 of December 20, 2017 and the presentation delivered, documents for which are on file at the Company, with the nay vote of the Alternate Director José João Abdalla Filho, who gave the reasons for his vote in writing, document for which will be held on file with the Company, the directors approved on a majority vote, the agreement for the sale of ash resulting from the burning of mineral coal in the Jorge Lacerda Thermoelectric Complex's plants to be signed with Votorantim Cimentos; Item 1.12 – The convening of the Annual General Meeting for deliberating on matters for which it has competence was approved unanimously; 2 – Matters for Cognizance: Item 2.1 – Pursuant to the sole paragraph to Article 19 of the Corporate Bylaws and in accordance with the presentation made and held on file at the Company and following clarifications of inquiries, the Directors took cognizance of the power purchasing agreements signed by the Company and by its controlled company, ENGIE Brasil Energia Comercializadora Ltda.; Item 2.2 – A presentation was made of the Goals for 2018 and the Corporate Objectives, Strategic Plan instruments, documents for which are held on file at the Company; and 3 – General Matters – No further matters were on the agenda for discussion. **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 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 22, 2018.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

José João Abdalla Filho
Alternate Director

Antonio Alberto Gouvêa Vieira
Director

Luiz Antonio Barbosa
Alternate Director

The signatures continue on the next page

Continuation page of the signatures to the 171st Meeting of the Board of Directors

Gustavo Henrique Labanca Novo
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Simone Cristina De Paola Barbieri
Alternate Director

Others present:

Eduardo Antonio Gori Sattamini
Chief Executive Officer

Paulo de Resende Salgado
President of the Fiscal Council

Carlos Henrique Boquimpani de Freitas
Chief Financial and Investor Relations Officer

Rodolfo Lima
Representative of DeloitteTouche Tohmatsu