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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE ONE HUNDRED AND SIXTY-FIFTH MEETING OF ENGIE BRASIL ENERGIA S.A.

On July 27, 2017, at 10:00 a.m. at Av. Almirante Barroso, 52, 14th floor, room 1401 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 and José Pais Rangel and in the justified absence of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Pierre Jean Bernard Guiollot, Luiz Leonardo Cantidiano Varnieri Ribeiro and Roberto Henrique Tejada Vencato, their respective alternatives Gil de Methodio Maranhão Neto, Gustavo Henrique Labanca Novo, Simone Cristina de Paola Barbieri, Antonio Alberto Gouvêa Vieira and Luiz Antônio Barbosa. Also present were Messrs Eduardo Antonio Gori Sattamini, Chief Executive Officer; Carlos Henrique Boquimpani de Freitas, Chief Financial and Investor Relations Officer of the Company; Paulo de Resende Salgado, president of the Company's Fiscal Council; and Fernando de Souza Leite, 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. 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-0007/2017 of July 21, 2017 as follows: 1 - Matters for Resolution: Item 1.1 – To approve the Account Statements for the 2nd Quarter, 2017; Item 1.2 – To approve the payout of interim dividends; Item 1.3 – To approve the renewal of the Operational Risks Insurance; Item 1.4 – To approve the signature by Usina Termelétrica Pampa Sul S.A. (Miroel Wolowski TPP) of the terms of the addenda to the agreements for: *i)* implementation of the energy transmission line signed with Santa Rita; and *ii)* execution of the proprietary engineering services of the offshore portion, signed with Black and Veatch; and to inform on the management for the conclusion of the reservoir dam installation agreement for Pampa Sul TPP, signed with PAVSOLO; Item 1.5 – To approve the acquisition of the rights, assets and quotas of companies of an Electric Energy Generation Project; 2 – Matters for Cognizance and Positioning: Item 2.1 – To take cognizance of power purchasing agreements; Item 2.2 – Positioning on the Independence Declaration of the Independent Auditors; and 3.0 – General Matters. RESOLUTIONS: Following discussions of the matters, the Chair put the items on the Agenda to the vote, the Directors deciding as follows: 1. Matters for Resolution – Item 1.1 - Pursuant to DD-661-0002 of July 24, 2017, and the presentation effected, documents for which are filed with the Company and following clarifications requested, the Directors approved on a unanimous vote, the results for the 2nd Quarter 2017, understanding that they represent adequately the numbers and results of the Company in the period. Deloitte's representative made the Directors cognizant of the revision work on the quarterly information for June 30, 2017; Item 1.2 - Pursuant to DD-661-0001 for July 24, 2017 and the presentation effected, documents for which are filed with the Company and on the basis

of the results approved in the preceding item, the distribution of interim dividends was approved unanimously in the following amounts and under the following conditions: *a)* the amount of interim dividends shall be R$ 938,917,827.71, corresponding to R$ 1.4384206188 per share; *b)* the shares of the Company shall be traded ex-dividends as from August 10, 2017; and *c)* the payout of the interim dividends shall be effected on a date to be set by the Executive Board and announced through a Notice to Shareholders based on existing information held with Itaú Unibanco Banco Múltiplo S.A. on August 09, 2017. These dividends represent a payout of 100% (one hundred percent) of the adjusted net income for the first half of 2017; Item 1.3 – Pursuant to DD-659-0001 of July 10, 2017 and the presentation made, documents for which are filed at the Company, unanimous approval was given to the renewal of the Operational Risks Insurance in the amounts and general conditions presented. The Company's Executive Board was authorized to practice all acts arising from this resolution and all acts that may have already been practiced were duly validated; Item 1.4 – Under the terms of the presentations effected, documents for which are filed with the Company and after replying to questioning and clarifying doubts of the Directors, unanimous approval was given for the signature by the controlled subsidiary, Usina Termelétrica Pampa Sul S.A. (Miroel Wolowski TPP) of the terms of the addenda to the agreements: *i)* implementation of the energy transmission line signed with Santa Rita; and *ii)* execution of the proprietary engineering services of the offshore portion with Black and Veatch. The Directors were informed of the actions for concluding the reservoir dam installation agreement for Pampa Sul TPP, signed with PAVSOLO; Item 1.5 - Pursuant to DD-660-0004 of July 17, 2017 and the presentation made, documents for which are filed at the Company and, having provided clarifications on the matter and considering the advanced stage of the negotiations, the Directors approved unanimously, the acquisitions by the controlling company, Engie Brasil Energias Complementares Participações Ltda. ("EBEP") with the intervention and agreement of the Company, of 100% of the capital stock of the Specific Purpose Companies and of the development rights associated to an Electric Energy Generation Project, the Executive Officers of the Company and EBEP being authorized to adopt all measures and to practice all acts deemed necessary for the execution of this resolution, and in particular, to negotiate, and after the satisfactory conclusion of the negotiations, to sign the corresponding Quotas Purchase Agreement and other Covenants, pursuant to the conditions and the limits presented; 2. Matters for Cognizance – Item 2.1 – Pursuant to sole paragraph of Article 19 of the Corporate Bylaws and the presentation effected, documents for which are filed with the Company and after due clarification to inquiries, the Directors took cognizance of the power purchasing agreements signed by the Company and by its controlled subsidiary, ENGIE Brasil Energia Comercializadora Ltda.; Item 2.2 - The Directors were also made cognizant of correspondence from Deloitte Touche Tohmatsu on July 24, 2017, which is filed at the Company, through which the said audit company declares its independence in relation to the Company, pursuant to the existing professional standards in Brazil on the matter issued and supervised by the Brazilian Securities and Exchange Commission and by the Federal Accounting Council; 3. General Matters – Item 3.1 – Approved unanimously, pursuant to DD-661/0003 of July 24, 2017 and the presentation made, documents for which are filed at the Company, the signature of the 1st Addendum Instrument to the DGT.NAJL.09.51768 Ash Purchase Agreement of the Jorge Lacerda Thermoelectric Complex with Votorantim Cimentos Brasil S.A.; Item 3.2 – The Chairman of the Board made the other Directors cognizant as to the letter of resignation from his seats on the Board of Directors and the

Strategy Committee, submitted by the Director Willem Frans Alfons Van Twembeke, dated June 30, 2017, effective from July 1, 2017. The Chair took the opportunity to highlight the contributions of the Director Willem Frans Alfons Van Twembeke in the exercising of the positions as member of the Board of Directors and the Strategy Committee and thanked him for his participation in the defense of the Company's interests. Pursuant to Article 16, Paragraph 2 of the Corporate Bylaws and to replace the resigning Director, the Chairman of the Board informed that the position on the Board of Directors will be assumed by José Carlos Cauduro Minuzzo, Brazilian, married, engineer, bearer of identity document 1001904232-SSP/RS, enrolled in the tax register (CPF/MF) under number 199.412.420-20, resident and domiciled in the city of Florianópolis, State of Santa Catarina at Avenida Vinicius de Moraes, 155, Casa, Jardim Anchieta, Bairro Córrego Grande, CEP 88037-240, with a term of office to run until the next general shareholders meeting, the position as member of the Strategic Committee to remain vacant until the appointment of the new member, nomination of whom shall be decided by this Board; and 3.3 – The Directors present received an edition of the Company's new Code of Ethics and Ethical Practices' Guide, these documents having been approved at the 160th Meeting of the Board of Directors on February 23, 2017. **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, July 27, 2017.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Gustavo Henrique Labanca Novo
Alternate Director

Simone Cristina de Paola Barbieri
Alternate Director

(Signatures continue on the next page)

(Continuation page of signatures to the minutes of the 165th Meeting of the Board of Directors of July 27, 2017)

Gil de Methodio Maranhão Neto
Alternate Director

Luiz Antônio Barbosa
Alternate Director

Antonio Alberto Gouvêa Vieira
Alternate Director

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

Fernando de Souza Leite
DeloitteTouche Tohmatsu