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A Publicly Listed Company - CVM Registration 1732-9

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

On June 21, 2017, at 2:00 p.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, José Pais Rangel, Luiz Leonardo Cantidiano Varnieri Ribeiro, Roberto Henrique Tejada Vencato and, in the justified absence of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante and Pierre Jean Bernard Guiollot, their respective alternates Gil de Methodio Maranhão Neto, Gustavo Henrique Labanca Novo and Simone Cristina de Paola Barbieri. 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-0006/2017 of June 14, 2017 as follows: 1 - Matters for Resolution: Item 1.1 - To take cognizance and evaluate the proposals for amending the Novo Mercado listing regulations; Item 1.2 - To approve the signing of the addendum instrument to the supply agreement for Wind Turbines to the Campo Largo Wind Complex; and Item 1.3 - to validate the engagement of guarantee insurance for the Pampa Sul Project and for the Campo Largo Wind Complex. 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-657-0003 of June 12, 2017 and the presentation made, documents for which are filed at the Company, the Directors took cognizance of the proposals for amending the Novo Mercado listing regulations, and on a unanimous vote, authorized the Chief Financial and Investor Relations Officer to vote in favor of the amendments proposed, both with respect to the basic regulations and also the specific rules; Item 1.2 - Pursuant to DD-657-0005 of June 12, 2017 and the presentation made, documents for which are filed at the Company, unanimous approval was given for the signing of the Addendum Instrument 2 to the Supply, Transportation, Assembly, Installation and Commissioning agreements as well as the Umbrella Agreement signed on November 27, 2014 between Alstom Energias Renováveis Ltda (currently denominated GE Energias Renováveis Ltda.) and the indirectly controlled subsidiaries of the Company component members of the Campo Largo Project, the corporations CLWP Eólica Parque I Ltda., CLWP Eólica Parque II Ltda., CLWP Eólica Parque III Ltda., CLWP Eólica Parque IV Ltda., CLWP Eólica Parque V Ltda., CLWP Eólica Parque VI Ltda., CLWP Eólica Parque VII Ltda., CLWP Eólica Parque XV Ltda., CLWP Eólica Parque XVI Ltda., CLWP Eólica Parque XVIII Ltda., CLWP Eólica Parque XXI Ltda. and ENGIE Brasil Energias Complementares Participações Ltda.; Item 1.3 - Pursuant to DD-657-0004 of June 12, 2017, and the presentation delivered, documents for which are filed at the Company, the actions of the Management Board in the engagement of guarantee Performance Bond

insurance were unanimously validated pursuant to the participation in the A-5 New Energy Auction (Auction 06/2014- ANEEL) of its directly controlled subsidiary, Usina Termelétrica Pampa Sul S.A., and of its indirectly controlled subsidiaries CLWP Eólica Parque III Ltda., CLWP Eólica Parque IV Ltda., CLWP Eólica Parque V Ltda., CLWP Eólica Parque VI Ltda., CLWP Eólica Parque VII Ltda., and CLWP Eólica Parque XXI Ltda., as well as for the same purposes the engagement of the policies 01-0775-0238988, 01-0775-0238986, 01-0775-0238984, 01-0775-0238987-0 and 01-0775-0238985-0 and subsequent endorsements to J. Malucelli Seguradora S.A. for the implementation of the investment in the corporations CLWP Eólica Parque I Ltda., CLWP Eólica Parque II Ltda., CLWP Eólica Parque XV Ltda., CLWP Eólica Parque XVI Ltda. and CLWP Eólica Parque XVIII Ltda., as approved by the 139th Meeting of this Board of Directors, held on November 27, 2014. **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, June 21, 2017.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Luiz Leonardo Cantidiano Varnieri Ribeiro
Director

Roberto Henrique Tejada Vencato
Director

Gustavo Henrique Labanca Novo
Alternate Director

Simone Cristina de Paola Barbieri
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director