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

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

On April 17, 2017 at 2:00 p.m. at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255 in the city of Florianópolis, state of Santa Catarina, following its regular convening, a meeting of the Board of Directors of ENGIE Brasil Energia S.A. was held with the following Effective Members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, José Pais Rangel, Luiz Leonardo Cantidiano Varnieri Ribeiro and 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 as itemized in the Convening Notice CA-0004/2017 of April 11, 2017 as follows: 1. Matter for Resolution: Item 1.1 - To approve the participation in the Transmission Auction – Auction number 05/2016-ANEEL. RESOLUTIONS: Following discussions on the matter, the Chairman put the item on the Agenda of the Day to the vote, the Directors deciding as follows: Item 1.1 – Pursuant to DD-652-0003 of April 10, 2017, and the presentation made and for which relative documents are filed with the Company and following the clarifications requested, the Directors approved unanimously the Company's participation - either directly or through the intermediary of one of its subsidiaries, including through a company consortium - in the Transmission Auction, ANEEL Auction 05/2016, the management of the Company and/or of its subsidiary/subsidiaries, whichever is decided should participate in the auction, being authorized to: *i)* arrange all the necessary guarantees to participate in the auction; *ii)* sign all the Commitment Instruments, setting a price for each agreement: *a)* Commitment Instrument for the Substations EPC with the supplier selected for each Lot; and *b)* Commitment Instrument for the EPC-M of the Transmission Lines (multiple agreements) with the supplier selected for each Lot; *iii)* effective participation in the Transmission Auction; *iv)* should bidding at the auction be successful: *a)* to proceed with the investments in each one of the Lots for which winning bids were made; and *b)* to arrange all the necessary guarantees required by ANEEL, including the Performance Bond; and *v)* to contract derivative instruments for hedging variations in the tranche denominated in currency as well as aluminum commodity exposure. All acts already practiced within the scope of this resolution are hereby ratified. **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. Florianópolis/SC, April 17, 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