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A Publicly Listed Company - CVM Registration 1732-9

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

On August 23, 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, Roberto Henrique Tejada Vencato and, in the justified absence of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Pierre Jean Bernard Guiollot and Luiz Leonardo Cantidiano Varnieri Ribeiro, the latter in the light of his decease, their respective alternates Gil de Methodio Maranhão Neto, Gustavo Henrique Labanca Novo, Simone Cristina de Paola Barbieri and Antonio Alberto Gouvêa Vieira. 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 matter on the Agenda of the Day in discussion in accordance with convening notice CA-0008/2017 of August 15, 2017 as follows: 1 - Matters for Resolution: Item 1.1 – To approve the power purchasing agreements with Geramamoré. RESOLUTIONS: Initially, the Chair recorded its condolences in the light of the decease last Sunday of the Director Luiz Leonardo Cantidiano Varnieri Ribeiro, expressing regret for his passing and paying tribute to the significant services rendered to the Company and to the development of the Brazilian capital markets, sentiments which were seconded by the other Directors. Consequently, Antonio Alberto Gouvêa Vieira has assumed the position of Director pursuant to Paragraph 2, Article 16 of the Company's Corporate Bylaws. Following discussion of the matter, the Chair put the item on the Day's Agenda to the vote, the Directors deciding as follows: 1. Matters for Resolution – Item 1.1 - After clarifications requested, the Directors approved unanimously the acquisition of 180 avMW of electric energy contracted by EBE's controlled company, ENGIE Brasil Energia Comercializadora Ltda., with Geramamoré for the management of the energy portfolio with respect to the closing of the energy balance for July/2017. Given that the electric energy was contracted with a subsidiary of the controlling company of the Company and considering the urgency and purpose of the operation for remedying the financial exposure with the Electric Energy Trade Board - CCEE due to the worsening of the GSF, and that the negotiated price was that practiced on the Brazilian Energy Commercialization Over-the-Counter Market (Balcão Brasileiro de Comercialização de Energia - BBCE) in the month of July/2017, that is the market price, the Directors unanimously agreed to the waiving of the need to install the Special Independent Committee for Transactions with Related Parties, concluding that the transaction complied with conditions of a strictly arm's length operation. In order to regulate future and similar operations, the proposal for the installation of the Special Independent Committee for Transactions with Related Parties was approved to evaluate the conditions for an umbrella agreement to be signed with Geramamoré. The Committee shall be made up of the Independent Directors José Pais Rangel and Antonio Alberto Gouvêa

Vieira and the Chief Commercialization Officer, Marco Antonio Amaral Sureck. Pursuant to item 2 of the Committee's regulations, the Board of Directors delegates powers to the Company's Executive Board to approve an aggregate amount for the working of the Committee hereby installed, establishing compensation equivalent to a monthly remuneration received from the Company by each Director for the purposes of executing the work of this Committee. **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, August 23, 2017.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

Roberto Henrique Tejada Vencato
Director

José Pais Rangel
Director

Antonio Alberto Gouvêa Vieira
Director

Gil de Methodio Maranhão Neto
Alternate Director

Gustavo Henrique Labanca Novo
Alternate Director

Simone Cristina de Paola Barbieri
Alternate Director