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A Publicly Listed Company - CVM Registration 1732-9

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

On April 25, 2017, at 3:00 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, Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Willem Frans Alfons Van Twembeke, Manoel Arlindo Zaroni Torres, José Pais Rangel, Roberto Henrique Tejada Vencato and in the justified absence of the directors Pierre Jean Bernard Guiollot and Luiz Leonardo Cantidiano Varnieri Ribeiro, their respective alternates, Simone Cristina de Paola Barbieri and Antonio Alberto Gouvêa Vieira. The President of the Fiscal Council, Paulo de Resende Salgado was also present. 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-0005/2017 of April 18, 2017, as follows: 1 - Matters for Resolution: Item 1.1 - To approve the Account Statements for the 1st Quarter 2017; Item 1.2 - To approve the Sustainability Report for 2016 of the Company and its subsidiaries; Item 1.3 - To approve the signing of an addendum instrument to the agreement for the acquisition of 2 (two) Electrostatic Precipitators for UTLA; Item 1.4 - To approve the signing of the addendum instrument to the agreement to supply Wind Turbine Generators for the Santa Mônica Project; Item 1.5 - To authorize Variation Orders to the EPC agreement of the Pampa Sul TPP; Item 1.6 - To take cognizance and approve the report of the activities of the Board of Directors for fiscal year 2016; 2 - Matters for Cognizance: Item 2.1 - To take Cognizance of the Goals for 2017 and the Business Objectives; Item 2.2 - To take cognizance of electric power purchasing agreements; and 3. 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-653-0002 of April 19, 2017, and the presentation made, documents for which are filed with the Company, and after providing the clarifications requested, the directors unanimously approved the results for the 1st Quarter, 2017, understanding that they adequately represent the numbers and the results of the Company in the period; Item 1.2 - Pursuant to DD-653-0003 of April 19, 2017, approved unanimously and without qualification, the Sustainability Report of the Company and its subsidiaries for the year 2016 pursuant to the document placed at the disposal of the Directors and filed with the Company; Item 1.3 - Pursuant to DD-652-0004 of April 10, 2017, and the presentation proffered, documents for which are filed with the Company and after responding to questioning, unanimous approval was given to the signing of the addendum instrument to the Agreement signed with Alstom/GE for the manufacture and installment of two Electrostatic Precipitators in units 1 and 2 of UTLA, full and complete satisfaction with all steps required to conclude the agreement being given; Item 1.4 - Pursuant to DD-653-0001 of April 19, 2017 and the presentation made, documents for which are filed at the Company and after satisfying doubts, the Directors approved unanimously the

signature of the addendum instrument to the agreement signed with GE/BAC for the supply of Wind Turbine Generators to the Santa Mônica Project, full and complete satisfaction with all steps required to conclude the agreement being given; Item 1.5 - Pursuant to the presentation made, the document for which is filed with the Company, unanimous approval was given to the limit of up to R$ 20 million for Variation Orders pursuant to the EPC agreement for installing the Pampa Sul TPP, the Variation Orders realized to be presented to this Board when the authorized limit is reached. The Management Board of the Company and its subsidiary, Usina Termelétrica Pampa Sul S.A., is hereby authorized to practice all the acts necessary to execute this resolution; Item 1.6 - The activities report of the Board of Directors for fiscal year 2016, was presented, the document being approved unanimously and filed with the Company; 2 - Matters for Cognizance – Item 2.1 – A presentation was made of the Goals for 2017 and the Business Objectives, instruments for Strategic Planning, documents for which are filed with the Company; Item 2.2 - Pursuant to sole paragraph, Article 19 of the Corporate Bylaws and in accordance with the presentation rendered and filed with the Company and following due clarification of inquiries, the Directors took cognizance of the electric power purchasing agreements signed by the subsidiary, ENGIE Brasil Energia Comercializadora Ltda.; 3 - General Matters – Item 3.1 – Pursuant to the presentation made, the document for which is filed with the Company and after providing clarifications requested, the Directors unanimously approved the conditions of the agreement to supply fuel to the William Arjona TPP, the Management Board being authorized to practice and sign all acts and documents necessary for the execution of this resolution; and Item 3.2 – A presentation was made of the strategies, negotiations, lessons to be learnt and results of the Transmission Auction where the Company was unsuccessful in bids for any of the lots in which it was interested. **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, April 25, 2017.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Dirk Achiel Marc Beeuwsaert
Director

Manoel Arlindo Zaroni Torres
Director

The signatures continue on the next page

Continuation page of signatures of the 163rd Meeting of the Board of Directors

Paulo Jorge Tavares Almirante
Director

José Pais Rangel
Director

Willem Frans Alfons Van Twembeke
Director

Roberto Henrique Tejada Vencato
Director

Simone Cristina de Paola Barbieri
Alternate Director

Antonio Alberto Gouvêa Vieira
Alternate Director

Paulo de Resende Salgado
President of the Fiscal Council