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A Publicly Listed Company - CVM Registration 1732-9

EXTRACT FROM THE MINUTES OF THE THIRTY-SECOND EXTRAORDINARY GENERAL MEETING OF ENGIE BRASIL ENERGIA S.A.

On the 7th (seventh) day of the month of December in the year two thousand and eighteen at 10:30 a.m. at the Company's registered offices at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, in the city of Florianópolis, state of Santa Catarina, a meeting of the shareholders of ENGIE Brasil Energia S.A. ("Company") was held, those present representing 85.41% of the capital stock with voting rights, as recorded in the registers and signatures in the "Shareholders Attendance Register", for the purpose of deliberating and voting the matters on the Day's Agenda. Opening the proceedings, Maurício Stolle Bähr, Chairman of the Board of Directors, on whom, pursuant to Article 12 of the Corporate Bylaws, it is incumbent to chair the meeting, proposed that I, Osmar Osmarino Bento, act as secretary of the meeting, this proposal being seconded by the shareholders. Opening the work of the Meeting, the Chair welcomed the Shareholders and Messrs. Eduardo Antonio Gori Sattamini, the Company's Chief Executive Officer, and Carlos Henrique Boquimpani de Freitas, Chief Financial and Investor Relations Officer. The Chair then notified attendees that the minutes would be drafted in summarized format pursuant to Article 130, Paragraph 1 of Law 6,404 of December 15, 1976, as amended ("Corporate Law") and that the Meeting had been regularly convened by a notice published on November 07, 08 and 09, 2018 in the newspaper *Diário Catarinense*, pages 19, 26 and 26, respectively, and in the *Diário Oficial do Estado de Santa Catarina* (Official Gazette of the State of Santa Catarina), pages 35, 45/46 and 32, respectively, and placed at the disposal of the shareholders in the website pages of the Company, the Brazilian Securities and Exchange Commission ("CVM") and the B3 S.A. - Bolsa, Brasil, Balcão ("B3"), the said notice being transcribed as follows, reading thereof being waived: *"EXTRAORDINARY GENERAL MEETING CONVENING NOTICE - Pursuant to the legal and statutory provisions, the Shareholders of ENGIE Brasil Energia S.A. ("Company") are hereby convened to the Extraordinary General Meeting to be held on December 7, 2018, beginning at 10:30 a.m. at the Company's registered offices at Rua Paschoal Apóstolo Pítsica 5064, Bairro Agronômica, CEP 88025-225 in the city of Florianópolis, capital of the state of Santa Catarina with the following Day's Agenda: EXTRAORDINARY GENERAL MEETING: 1. To approve the proposal for the increase in the capital of the Company with bonus shares, through the capitalization of: (i) the Retained Earnings Reserve; (ii) the Tax Incentive Reserve pending Capitalization; and (iii) the Net Income for the 3rd quarter 2018; 2. If the matter described under item (1) above is approved, to amend the Company's corporate bylaws as follows: (i) amendment of the caption sentence to Article 5 of the corporate bylaws for updating the amount of the Company's capital stock to incorporate (a) the increase in the capital described under item (1) above and (b) the increase in the capital stock realized by resolution of the board of directors, within the limit of the authorized capital; (ii) inclusion of Paragraph 4, Article 5 of the corporate bylaws in order to establish the criterion for reimbursement to the shareholders in cases where withdrawal rights are exercised; and (iii) to amend the caption sentence of Article 8 of the corporate bylaws in order to increase the amount of the authorized capital; and 3. To consolidate the Company's corporate bylaws. Pursuant to the provision of Law 6,404/1976*

("LS/A") and CVM Instruction 481/2009 ("ICVM481/09"), we inform that the following documents and information are at the disposal of the shareholders at the Company's registered offices as well as in the Internet pages of the Company (www.engieenergia.com.br), of the B3 (www.b3.com.br) and the Brazilian Securities and Exchange Commission - CVM (www.cvm.gov.br): i) information on the increase in capital (Attachment 14 to ICVM481/09); and ii) a comparative table with the justification for the proposed alterations and the corporate bylaws, highlighting the amendments (Article 11 of ICVM481/09). Pursuant to the applicable legislation and Article 13 of the Bylaws, the shareholders shall substantiate their status as such at least 72 (seventy-two) hours before the Meeting, convened herein, by delivering during business hours to the Company's registered offices, care of Assessoria Jurídica, documents corroborating ownership of the shares of the Company issued by a book entry financial institution and/or custody agent at the most 4 (four) working days prior to the date of the Meeting. In addition to substantiating their ownership of the shares issued by the Company, participation in the Meeting is contingent on shareholders producing the following documents: Personal Shareholders: an original or notarized copy of the official identity document with a photograph. Corporate Shareholders: i) notarized copy of the most recent bylaws or consolidated articles of association or of their amendments and the minutes of the election of the directors, should these not be included in the articles of association; and ii) original or notarized copy of an official identification document with a photograph of the legal representative(s). Investment Funds: i) original or notarized copy of the fund's most recent consolidated regulations or their amendments, of the fund administrator's bylaws or consolidated articles of association or their amendments together with the minutes of the election of the directors of the fund administrator, should these not be included in the articles of association; and ii) an original or notarized copy of an official identification document with photograph of the legal representative(s). Should the shareholder be represented by a proxy, in addition to the corporate actions listed above for corporate shareholders and investment funds, presentation must be made of the official identification document of the proxy and the power of attorney with specific powers, issued on a date less than one year prior to that of the Meeting, pursuant to Paragraph 1, Article 126 of the LS/A, by means of a public or private instrument. In the latter case, the signature of the grantor should be notarized in a notary public's office, presentation of the identification document of the signatory of the power of attorney being waived. Additionally, pursuant to the provision in Article 654, Paragraph 1 and Paragraph 2 of Law 10,406 of January 10, 2002 ("Civil Code"), the power of attorney shall indicate the place where it was given, the full qualification of the granter and grantee, the date and purpose of the proxy with the designation and extension of the powers granted. It is important to point out that (a) natural persons who are shareholders of the Company may only be represented at the Meeting by a proxy who is a shareholder, manager of the Company, lawyer or financial institution, pursuant to Article 126, Paragraph 1 of the LS/A; and (b) legal entities that are shareholders of the Company may be represented by a proxy constituted pursuant to their articles of association or corporate bylaws pursuant to the Civil Code without the requirement that such a person be a manager of the Company, shareholder or lawyer (cf. CVM RJ2014/3578 process, ruled on November 4, 2014). Shareholders' documents issued abroad must include recognition of the signatures of the signatories by a Notary Public, must be apostilled or, should the country of issue of the documentation not be a signatory to the Hague Convention (Apostil Convention), must be consularized at a Brazilian Consulate, translated by a sworn

translator certified at the Board of Trade, and registered at the Registry of Deeds and Documents pursuant to the legislation in force. It should be pointed out that shareholders may participate in the Meeting despite not having made prior delivery of documentation mentioned above, it being sufficient to deliver these documents at the opening of the Meeting, pursuant to the provision in Paragraph 2, Article 5 of ICVM481/09. As permitted under Paragraph 2, Article 21-A of ICVM481/09, the Company shall not adopt the remote voting system for the meeting hereby convened. Florianópolis (SC), November 7, 2018. Maurício Stolle Bähr Chairman of the Board of Directors". Proceeding with the work of the EGM, the Chair declared the Meeting installed and placed in discussion the first item on the Order of the Day: 1 – To approve the proposal for the increase in the Company's capital stock with bonus shares through the capitalization of the: *(i)* Retained Earnings Reserve; *(ii)* Tax Incentive Reserve Pending Capitalization; and *(iii)* Net Income for the 3rd quarter of 2018. Put to a vote, the matter was approved with 556,996,525 votes in favor, 540,400 abstentions and no vote against, the Company's capital stock increasing from R$ 2,829,055,259.66 (two billion, eight hundred and twenty-nine million, fifty-five thousand, two hundred and fifty-nine reais and sixty-six centavos) to R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven centavos), and therefore an increase in the amount of R$ 2,073,592,450.71 (two billion, seventy-three million, five hundred and ninety-two thousand, four hundred and fifty reais and seventy-one centavos), through the capitalization of profits and reserves as follows: (i) the balance of the Retained Earnings Reserve in the amount of R$ 1,594,357,546.69; (ii) Tax Incentive Reserve pending Capitalization, with respect to SUDAM tax breaks on the Ponte de Pedra Hydroelectric Power Plant in the amount of R$ 4,165,733.17; and (iii) Net Income for the 3rd Quarter 2018 in the amount of R$ 475,069,170.85, with the issue of 163,185,548 new common, book entry shares and with no par value, distributed to the shareholders of the Company in the form of a bonus in the proportion of 1 (one) new share for each 4 (four) common shares already in their possession. **1.1**. As a consequence of the increase in the Company's capital stock and the bonus shares as approved, the Company's capital stock increases to R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven centavos), divided in 815,927,740 (eight hundred and fifteen million, nine hundred and twenty-seven thousand, seven hundred and forty) common book entry shares with no par value. **1.2.** To register that the holders of common shares on December 11, 2018 shall be entitled to the bonus shares. The shares of the Company's issuance shall be traded on B3 "ex-bonus" rights as from December 12, 2018 and shall be included in the shareholders' position on December 17, 2018, being available for consultation as from December 18, 2018. **1.3.** To register that the bonus shares shall have the same rights as those granted by the Company's Corporate Bylaws and by the legislation applicable to the shares previously in existence, including the right to interest on shareholders' equity as decided by the Board of Directors in a meeting held on October 31, 2018, the share bonus being adjusted from R$ 0.6082033686 to R$ 0.4865626949 per share. **1.4.** To register that the benefit of the bonus shall be extended to the ADRs (American Depositary Receipts), traded on the United States Over-the-Counter Market in the same proportion as the bonus shares. **1.5.** To register that pursuant to Article 10 of Law 9,249 of December 26, 1995, as amended, and in Paragraph 1, Article 47 of RFB Normative Instruction 1,585 of August 31, 2015, as amended, the unitary value to be attributed to the bonus shares shall be R$ 12.70696135. **1.6.** To register that the bonus shares shall be

attributed to the shareholders in whole numbers. Consequently, pursuant to Paragraph 3, Article 169 of the Corporate Law, share fractions shall be sold on the stock exchange following the opening of a window of at least 30 days in order that the shareholders holding the fractions may buy and sell fractions in order to recompose entire shares. In this context, the shareholders holding fractions of shares may buy and sell such fractions to recompose entire shares between December 18, 2018, inclusive and January 16, 2019, inclusive. Following the elapsing of the term for buying and selling the fractions, eventual remaining fractions shall be separated, grouped into whole numbers and sold via an auction to be conducted on B3, the product of this sale to be made available to the shareholders of these fractions. The procedure for the auction of fractions shall be notified by the Company to the shareholders in due course. Subsequently, the Chair informed that he would move on to the following item on the Agenda of the Day: 2 – If the matter described in item (1) above is approved, to amend the corporate bylaws of the Company as follows: (i) amendment of caption sentence to Article 5 of the corporate bylaws to restate the amount of the Company's capital stock to cover (a) the capital increase described in item (1) above, and (b) the increase in the authorized capital stock realized by decision of the board of directors within the authorized capital; (ii) inclusion of Paragraph 4 to Article 5 of the corporate bylaws in order to establish the criterion for reimbursement to the shareholders in cases of exercising withdrawal rights; and (iii) to amend the caption sentence of Article 8 of the corporate bylaws in order to increase the amount of the authorized capital. Certain due clarifications on the matter having been made, the proposal to amend the caption sentences to articles 5 and 8 and the inclusion of Paragraph 4, Article 5 of the Company's Corporate Bylaws was approved with 555,579,866 votes in favor, 540,400 abstentions and 1,416,659 votes against, these provisions becoming effective with the following wording: *"**Article 5** – The subscribed capital stock is R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven centavos), totally subscribed and paid in, divided into 815,927,740 (eight hundred and fifteen million, nine hundred and twenty-seven thousand, seven hundred and forty) shares, all of them common nominative and with no par value. [...] **Paragraph 4** - Pursuant to the law, shareholders dissenting from a resolution of the General Meeting and that have exercised right of withdrawal shall have their shares reimbursed at the net equity value published in the last balance sheet approved by the General Meeting, the right pursuant to Paragraph 2, Article 45 of the Brazilian Corporate Law being guaranteed." and "**Article 8** – The Company is authorized, by resolution of the Board of Directors and irrespective of amendment, to increase its capital stock up to the limit of R$ 7,000,000,000.00 (seven billion reais). [...]"*. Finally, the Chair put the third and final item on the agenda of the day to the vote: 3 – To consolidate the Company's corporate bylaws. The matter was approved with 556,537,125 votes in favor, 540,400 abstentions and 459,400 votes against, the Company's Corporate Bylaws to be effective with the following consolidated wording, at the same time adjusting the wording in the body of the bylaws, by substituting the denomination BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA") for B3 S.A. – Bolsa, Brasil, Balcão ("B3"):

"**CHAPTER I – Name, Organization, Head Office, Duration and Purpose - Art. 1 - ENGIE Brasil Energia S.A.** is a corporation governed by these Bylaws, by Law 6,404 of December 15, 1976 ("Brazilian Corporate Law") and other applicable Laws and Regulations. **Paragraph 1** – With the admission of the Company to the special listing segment

denominated Novo Mercado, of the B3 S.A. – Bolsa, Brasil, Balcão ("B3"), the Company, its shareholders, including controlling shareholders, management and members of the fiscal council, when installed, are subject to the provisions of Novo Mercado Listing Rules ("Novo Mercado Rules"). **Paragraph 2** - The provisions of the Novo Mercado Rules shall prevail over the statutory provisions, in the event of violation of rights of the beneficiaries to the public offerings pursuant to these Bylaws. **Paragraph 3** – The terms and definitions beginning with capital letters in these Bylaws, when not defined in the said Corporate Bylaws, shall have the meaning pursuant to Article 2.1 of the Novo Mercado Rules. **Art. 2.** -The Corporate Head Office and jurisdiction are in the city of Florianópolis, Santa Catarina, at Rua Paschoal Apóstolio Pitsíca, 5064, Agronômica CEP 88025-255; the Company may open, alter and close branches, subsidiaries, agencies and offices in Brazil upon the decision of the Board of Executive Officers and abroad, upon the decision of the Board of Directors. **Art. 3 –** The Company has an indeterminate duration. **Art. 4 –** The Company's corporate purpose is: **I –** to study, design, build and operate electric power plants, as well as to carry out the ensuing business activities; **II –** to take part in research of interest to the energy industry, concerning the generation and distribution of electric power, as well as studies for the use of reservoirs for multiple purposes; **III –** to contribute to the training of technical staff needed by the electric power industry, as well as to build the capacity of specialized workers, by providing specific courses; **IV –** to take part in organizations dedicated to the operational coordination of interconnected electrical systems; **V –** to take part in regional, national or international technical, scientific and business associations or organizations of interest to the electric industry; **VI –** to contribute to environmental preservation in the performance of its activities; **VII –** to cooperate in programs related to the promotion and incentive to the national industry of materials and equipment designed for the electric energy industry, as well as to its technical regulations standardization and quality control; and **VIII –** to have an interest, as a partner, shareholder or stockholder, in other companies in the energy industry. - **CHAPTER II - Capital and Stock - Art. 5** - The subscribed capital stock is R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven centavos), totally subscribed and paid in, divided into 815,927,740 (eight hundred and fifteen million, nine hundred and twenty-seven thousand, seven hundred and forty) shares, all of them common nominative and with no par value. **Paragraph 1** - Shares issued by the Company may be kept in custody accounts in the name of their respective holders, as uncertified shares, in a financial institution appointed by the Board of Directors. **Paragraph 2** - Whenever the stock ownership is transferred, the custodian financial institution may charge the seller a transfer fee, within the limits established by the Brazilian Securities and Exchange Commission – CVM. **Paragraph 3** – The Company may not issue preferred shares or founder's shares. **Paragraph 4** - Pursuant to the law, shareholders dissenting from a resolution of the General Meeting and that have exercised right of withdrawal shall have their shares reimbursed at the net equity value published in the last balance sheet approved by General Meeting, the right pursuant to Paragraph 2, Article 45 of the Brazilian Corporate Law being guaranteed. **Art. 6.** - The Company may issue simple or convertible debentures. **Art. 7 –** Capital increases shall be carried out by means of public or private stock subscription, by conversion of debentures or capitalization of reserves, as allowed by law; the payment of the shares shall comply with

the rules and conditions established by the board of directors. **Sole paragraph** – Shareholders who fail to pay up according to the rules and conditions mentioned herein shall be legally deemed in default and subject to monetary restatement, interest at 12% (twelve percent) per year and a penalty of 10% (ten percent) on the overdue amount. **Art. 8** - The Company is authorized, by resolution of the board of directors and irrespective of amendment, to increase its capital stock up to the limit of R$ 7,000,000,000.00 (seven billion reais). **Paragraph 1 -** In addition to the other conditions concerning the issue of new shares, it is incumbent on the board of directors to determine the issue price and the deadline for the payment of the subscribed shares. **Paragraph 2 –** The board of directors may approve the issue of new shares without giving the preemptive right to senior shareholders if the sale is made on the stock exchange, by public subscription, or in exchange for stock in a public buyout. **Art. 9 –** The Company may issue single or multiple share certificates. Stock splits or reverse splits will be carried out on request; the requesting shareholder will pay for all the expenses arising from the replacement of the certificates. **Sole paragraph –** The services of stock conversion, transfer and splits may be temporarily discontinued, conditional on the compliance with the rules and limitations set by the laws in force. **CHAPTER III** - **Shareholders' Meetings - Art. 10 –** The annual shareholders' meeting shall be held within the first four (4) months following the end of the fiscal year, at a date and time previously established, to: **I –** take cognizance of the management accounts, examine, discuss and vote the financial statements; **II –** determine the destination of the net income for the year and the distribution of dividends; and **III** - elect the fiscal council members and, as the case might be, the members of the board of directors. **Art. 11 -** The general meeting shall be held whenever required, subject to the applicable laws and these bylaws concerning the call, installation and resolutions. **Art. 12 –** The general meetings shall be chaired by the chairman of the board of directors or, in his/her absence or incapacity, by whoever the shareholders may choose, and a secretary elected among the shareholders present. **Art. 13 –** The call notice may condition attendance to the general meeting on the fulfillment of the applicable legal requirements, shareholders substantiating their status as such, the required documents being delivered 72 (seventy-two) hours prior to the date on which the meeting is scheduled to be held. **Sole Paragraph** – In addition to the matters within its scope of authority provided by the law and in these Bylaws, it is also incumbent on the extraordinary general meeting to approve: **I** – the deregistration from the Novo Mercado; **II** – the choice of the institution or specialized company charged with valuating the Company for the purposes of the public offerings provided in chapters XI and XII hereof, among the companies listed by the board of directors; and **III** – plans to grant stock options to management and employees of the Company and of other corporations directly or indirectly controlled by the Company, without shareholders' preemptive rights. **CHAPTER IV - Management** - **Art. 14 –** The Company shall be managed by a board of directors and a board of executive officers. **Art. 15 -** The shareholders' meeting shall determine the compensation of the members of both boards. In the event such compensation is determined as an aggregate amount, such amount will be apportioned among the members of both boards by the board of directors. - **CHAPTER V** - **Board of Directors** - **Art. 16 -** The board of directors is comprised of a minimum of 5 (five) and a maximum of 9 (nine)

directors and an equal number of alternates. One of the directors shall be appointed chairman of the board and another the vice chairman by the shareholders, as provided by law, for a two-year term of office, and may be reappointed. **Paragraph 1 –** One of the members of the board of directors, and his/her respective alternate, shall be elected by the employees by direct vote to be organized by the Company; the director so elected will be confirmed by the shareholders at the general meeting. - **Paragraph 2 -** Should a vacancy on the board of directors occur, it will be filled by the proper alternate. In the event of the vacancy both of the director and his/her alternate, it will be filled by a director appointed by the remaining directors, who shall hold office until the next general meeting. Should the majority of positions be vacant, a general meeting shall be convened for the purpose of holding a new election. **Paragraph 3 –** The investiture of the members of the board of directors shall be conditional upon the prior adherence to the Directors Consent Form pursuant to the provision in the Novo Mercado Rules, as well as compliance with the applicable legal requirements. **Paragraph 4 -** At least 20% (twenty per cent) of the board of directors shall be Independent Directors as defined in the Novo Mercado Rules, and expressly declared as such in the minutes of the general shareholders' meeting which elects them, also being considered as independent, those directors elected pursuant to Article 141, paragraphs 4 and 5 and Article 239 of Law 6,404/76. **Paragraph 5** -When due to the compliance with the said percentage in the foregoing paragraph, the result is a fraction of a number of directors, the number shall be rounded up pursuant to the terms of the Novo Mercado Rules. **Paragraph 6** – The positions of chairman of the board of directors and chief executive officer of the Company may not be accumulated by the same person. **Art. 17 –** The board of directors shall meet every quarter, and whenever the corporate best interests require, convened as determined herein. **Art. 18 –** The board of directors' meetings shall be called by its chairman or at least one-third (1/3) of the directors; the call is waived when all members are present. The board of directors' resolution will be passed by the majority of votes; the chairman has the casting vote. **Art. 19 –** The board of directors shall have the following duties: **I –** to determine the overall direction of the Corporate businesses; **II –** to appoint and remove officers and determine their duties, subject to the provisions hereof; **III –** to supervise the officers' performance; **IV –** to establish limits and scope of authority for corporate proxies; **V –** to call the general meeting; **VI –** to opine on the management report and the accounts of the board of executive officers; **VII –** to approve the global annual budget of the Company; **VIII –** to approve agreements and commitments and amendments thereto, worth over R$ 20,000,000.00 (twenty million reais), subject to the provisions of the sole paragraph hereof; **IX –** to propose to the general meeting the issue of debentures under conditions that are not within their original scope of authority; **X –** to decide on the issue of debentures convertible into common shares, up to the limit of the authorized capital deducted from the capital already subscribed and, if the case, from the previous issues of convertible debentures decided by the board of directors; on the conditions lawfully delegated by the shareholders' meeting; and on the opportune nature of the issue; **XI –** to approve the granting of co-signature or guarantee to third parties, except those offered by the Company to its subsidiaries, which require the approval of the board of executive officers, within the limits established in subsection VIII and in the sole paragraph of this

Article; **XII –** to approve the pledge or divestiture of the Corporate fixed assets worth over twenty million reais (R$ 20,000,000.00); **XIII –** to decide on the purchase and divestiture of Corporate stock, determining the respective prices and conditions; **XIV –** to decide on the issue of new shares, their issue prices, and other issue conditions, subject to the provisions hereof; **XV –** in the cases provided for herein, to declare interim dividends from the income shown in the half-yearly financial statements, or in the case of shorter periods, for retained earnings or surplus reserve, as well as the credit or payment of interest on shareholders' capital; **XVI –** to decide on the issue of commercial papers, as well as on the issue of subscription bonuses; **XVII** – to define a list of three companies specialized in economic analyses of companies for the preparation of an evaluation report of the shares of the Company in the event of a public offering for the acquisition of shares, for the cancellation of the registration of a listed company or for deregistration from the Novo Mercado; **XVIII**– to approve or reject any public offering for the acquisition of shares involving shares issued by the Company, based on a prior well founded opinion, disclosed in up to 15 (fifteen) days from the publication of the notice of the public offering for the acquisition of shares, which should include at least (i) the convenience and opportunity of the public offering for acquisition of shares with respect to the interests of the shareholders as a whole and in relation to the liquidity of the securities of its ownership; (ii) the repercussions of the public offering for the acquisition of shares on the interests of the Company; (iii) the strategic plans announced by the offeror in relation to the Company; (iv) other points which the board of directors deem as pertinent as well as information required by the applicable rules as set forth by the CVM; **XIX-** to appoint and dismiss the independent auditors and approve any other agreement to be signed with the company rendering independent audit services; **XX –** to approve the internal charter of the Company; and **XXI –** to decide on matters not provided for herein. **Sole paragraph** – The limit set in the foregoing item VIII does not apply to the agreements for the commercialization of electric power, for the purchase of fuel for the production of electrical power, or to the agreement for the use of the transmission and distribution system (CUST and CUSD) and the contracting of acceptable and necessary financial and surety instruments for guaranteeing legal processes and for financial settlement of the operations conducted within the scope of the Electric Power Trade Board. The contracting of such activities must comply with the approval limits defined below, with subsequent notice to the board of directors: I – for agreements for the purchase and sale of electrical power and subsequent acts linked to them including the contracting of financial and surety instruments acceptable and necessary for guarantee: **a)** up to 20 average MW per month, limited to 1,000 GWh for the duration of the contract: approval by two executive officers of ENGIE Brasil Energia; **b)** above 20 average MW per month and up to 150 average MW per month, limited to 7,500 GWh for the total duration of the contract: approval by the chief executive officer jointly with another executive officer of ENGIE Brasil Energia; and **c)** above 150 average MW per month or above 7,500 GWh for the total duration of the contract: approval by the board of directors; **II** – Energy export contracts, CUST and CUSD, and subsequent acts linked to them including the contracting of financial and surety instruments acceptable and necessary for guarantee: approval by the chief executive officer and another executive officer of ENGIE Brasil Energia; **III** – for the purchase of CE-4500 coal, up to

100,000 tons a month, or an equivalent amount for the purchase of other types of fuel: approval by the chief executive officer and another executive officer of ENGIE Brasil Energia. Purchases exceeding the amount set herein require approval by the board of directors; and IV – for the contracting of acceptable and necessary financial and surety instruments for guaranteeing legal processes and for financial settlement of operations conducted within the scope of the Electric Power Trade Board: approval by two executive officers. **Art. 20 –** In the event of his/her absence or incapacity, the chairman of the board shall be replaced by his/her alternate and, in the absence of the latter, by the vice chairman. - **CHAPTER VI** - **Board of Executive Officers** - **Art. 21 –** The board of executive officers shall be comprised of 7 (seven) officers elected by the board of directors, serving a 3- (three) year term of office, eligible for reelection. **Paragraph 1 –** The duties and powers of the board of executive officers will be determined by the board of directors, which must appoint the chief executive officer and the investor relations officer. **Paragraph 2 –** The investiture of the members of the board of executive officers shall be conditional on prior acceptance of the Executive Officers' Consent Form pursuant to the Novo Mercado Rules as well as compliance with the applicable legal requirements. **Art. 22 –** The board of executive officers shall meet regularly, at least once a month, and whenever special meetings are called, as set forth herein. **Art. 23 –** The meetings of the board of executive officers shall be called by the chief executive officer or two (2) executive officers; the call is waived when all executive officers are present. The board of executive officers will decide by the majority of votes, the chief executive officer having the casting vote. **Art. 24 –** The board of executive officers is charged with the general management and with representing the Company, subject to these Bylaws as well as the guidelines and duties determined by the board of directors. **Paragraph 1 -** In the performance of their duties, it is incumbent on the board of executive officers to: **I –** prepare the financial statements and the management report, when appropriate; **II –** draft the internal charter and submitting it to the board of directors; **III –** prepare the annual corporate budget, and **IV –** approve any review of the agreed annual budget, subject to the overall amounts approved by the board of directors. **Paragraph 2 –** The following duties are incumbent solely on the chief executive officer: **I –** presiding over the board of executive officers' meetings; **II –** coordinating and guiding the activities of all other executive officers, in their respective areas; **III –** assigning special activities and tasks to any of the executive officers, irrespective of their usual duties; and **IV –** ensuring the compliance with the resolutions of the board of directors and board of executive officers. **Art. 25 –** In the case of temporary incapacity, leave or vacation of any executive officer, the board of executive officers shall appoint another executive officer to take on his/her duties. **Art. 26 –** In the event of a vacancy, the board of executive officers shall appoint another executive officer to hold the office for the remaining term, until the next meeting of the Board of Directors, when the vacancy shall be filled. **Art. 27 –** The Company shall be bound by the signature of two officers, but subject to the provisions of the following paragraphs. **Paragraph 1 –** The executive officers may appoint proxies to represent the Company, acting always jointly with an executive officer or another duly empowered proxy, or, severally, acting alone. **Paragraph 2 -** Powers of attorney shall be granted by two (2) executive officers, specifying the authority granted and the duration, except for the power of attorney to represent the

Company in any action at law or in equity, which may be of a perpetual duration. **CHAPTER VII** - **Strategy Committee** - **Art. 28 –** The Company shall have a strategy committee, which shall act as a consulting body for the management, providing advice and opinions to the board of directors and to the board of executive officers, when requested. The strategy committee shall be comprised of up to seven (7) members, shareholders or not, residing in Brazil or not, who may be officers, elected by the board of directors, which will establish the compensation of its members and its functioning governed by the Company's internal charter. **CHAPTER VIII** - **Fiscal Council** - **Art. 29 –** The fiscal council will be permanent and elected by the General Shareholders' Meeting, as provided by law, and shall comprise 3 (three) to 5 (five) permanent members and an equal number of alternates, for a one (1) year term of office, members being eligible for reelection. The general meeting electing the fiscal council shall establish the members' respective compensation, subject to the legal minimum. **Paragraph 1** – In addition to the legally required competencies, the fiscal council shall have the following functions: **I** – evaluate the risk management and internal controls systems; and **II** – opine on any proposals to be submitted to the board of directors for engaging additional services to be contracted from the company rendering the auditing services of the financial statements. **Paragraph 2** – The investiture of the members of the Fiscal Council shall be conditional on the prior adherence to the Fiscal Council Members Consent Form pursuant to the provision in the Novo Mercado Rules as well as compliance with the applicable legal requirements. - **CHAPTER IX - Fiscal Year and Financial Statements** - **Art. 30 –** The fiscal year shall end on December 31 of each year. The financial statements shall comply with the Novo Mercado Rules and the applicable laws. **Paragraph 1** - The distribution of dividends no less than 30% (thirty percent) of the net income, adjusted as required by law, is mandatory; the destination of total income for the year shall be submitted to the general meeting. **Paragraph 2 –** The Company shall prepare half-yearly balance sheets; the Board of Directors may declare interim dividends on the basis of such financial statements. **Paragraph 3 –** The Company may prepare a balance sheet and distribute interim dividends for lesser periods provided the dividends paid in each half of the fiscal year do not exceed the capital reserves pursuant to Paragraph 1, Article 182, Law 6,404, dated December 15, 1976. **Paragraph 4 -** The board of directors may declare intermediate dividends, from retained earnings or surplus reserves existing in the last annual or half-year balance sheet. **Paragraph 5** - The Company, upon decision of the board of directors, may credit or pay the shareholders interest on capital, subject to the applicable legislation. The amounts paid or credited by the Company as interest on capital may be posted as prepaid mandatory dividends, pursuant to the applicable laws. **Art. 31 –** Dividends not claimed within three (3) years shall revert to the Company. **CHAPTER X** - **Divestiture of the controlling interest** - **Art. 32 –** Sale of a Controlling Interest in the Company, whether in a single operation or in a series of operations, shall be agreed upon on the suspensive or resolutory condition that the acquiring party undertakes to make a public offering for the acquisition of the shares from the remaining shareholders, thereby ensuring them equal treatment to that enjoyed by the Divesting Controlling Shareholder, and subject to the terms and conditions provided by the laws in force and Novo Mercado Rules. **Sole Paragraph** – The public offering mentioned above shall also be required in the event of: **I** –

the sale of rights to the subscription of shares and other securities, or rights to convertible securities that may result in the Divestiture of the Controlling Interest in the Company; or **II** - divestiture of the controlling interest in the Holding Company of the Company, in this case the Selling Controlling Shareholder having the obligation to advise the B3 of the value of the Company in that divestiture and attach documents evidencing such value. **Art. 33** – The party which acquires the Controlling Stake as a result of a private share purchase agreement signed with the Controlling Shareholder, involving any quantity of shares, shall be required to: **I** – effect the public offering pursuant to Article 32 above; and **II** – to pay as indicated below the amount equivalent to the difference between the price of the public offering and the value paid per share eventually acquired on the stock exchange in the 6 (six) months preceding the date of the acquisition of the Controlling Stake, monetarily restated up to the date of the payment. The said amount shall be distributed among all those who have sold shares in the Company on the trading days when the acquiring party made purchases, proportional to the net daily sold position of each one, being incumbent on the B3 to operacionalize the distribution, pursuant to its regulations. **Art. 34 –** The Company shall not register any assignment of shares to the acquiring party or to the party/parties that may eventually hold the Controlling Stake, until the said party/parties have adhered to the Controlling Shareholders Agreement to which the Novo Mercado Rules relate. **Sole Paragraph** – No shareholders' agreement concerning the exercise of such control may be filed with the Company while its signatories have not adhered to the Controlling Shareholders' Agreement to which the Novo Mercado Rules refer. **CHAPTER XI – Deregistration** - **Art. 35** – In the public offering for the acquisition of shares, to be made by the Controlling Shareholder or by the Company, for deregistration as a publicly listed company, the minimum price to be offered shall correspond to the Economic Value calculated in the valuation report prepared pursuant to Article 37 and component paragraphs, respecting the legal norms and applicable regulations. **Sole Paragraph -** Provided all the other provisions of the Novo Mercado Rules, these Bylaws, and the laws in force are complied with, the public offering for deregistration may, in addition to payment in cash, also provide for an alternative of an exchange for securities issued by other publicly-held companies, to be accepted at the discretion of the offered party. **Art. 36** – Once the market is informed of the decision to proceed with the deregistration, the offeror must disclose the maximum price per share or lot of a thousand shares on which the public offering will be based. **Paragraph 1** – The public offering shall be contingent on the value determined by the valuation report mentioned in article 37 and its paragraphs, not exceeding the price disclosed by the offeror, as provided in the foregoing paragraph. **Paragraph 2** - Should the value of the shares determined by the valuation report exceed the value disclosed by the offeror, the decision to proceed with the deregistration will be revoked, unless the offeror expressly agrees to make a public offering for the value determined by the valuation report; the offeror must disclose the decision adopted to the market. **Art. 37** - The valuation report must be issued by an institution or specialized company of renowned experience and independent from corporate decision-making, management and/or the controlling shareholder, as well as satisfy the requirements of Paragraph 1 of Article 8 of Law 6,404/76, and include the responsibility pursuant to

Paragraph 6 of this same Article. **Paragraph 1** – The choice of the institution or specialized company is incumbent solely on the general meeting, based on the board of directors' list of three names; the respective approval will be adopted by the majority of the outstanding voting stock present at the general meeting, blank votes excluded. If the meeting is called to order on the first call, the quorum will be shareholders' holding at least twenty percent (20%) of shares making up the free float or, if called to order on the second call, the quorum will be any number of shares making up the free float. **Paragraph 2** - The costs incurred in the preparation of the valuation report shall be borne by the offeror. - **CHAPTER XII** - **Deregistration from the New Market** - **Art. 38** – Should the general meeting adopt the deregistration from the Novo Mercado in order that the Company's securities may be registered for trading outside the Novo Mercado, or by virtue of an operation involving a corporate reorganization, in which the company resulting from this corporate reorganization is not accepted for trading its securities on the Novo Mercado within the period of 120 (one hundred and twenty) days as from the date of the annual shareholders' meeting that approved the said operation, the Controlling Shareholder must make a public offering for the purchase of shares held by the remaining shareholders of the Company, at least at the respective Economic Value of the shares as calculated in the valuation report prepared pursuant to Article 37, subject to the applicable laws and regulations. **Art. 39** – In the absence of a Controlling Shareholder, should a resolution be made to deregister the Company from the Novo Mercado in order that the securities it has issued may be registered for trading outside the Novo Mercado, or by virtue of an operation for corporate reorganization, in which the securities of the Company resulting from this reorganization are not acceptable for trading on the Novo Mercado within the period of 120 (one hundred and twenty) days as from the date of the annual shareholders' meeting at which the said operation was approved, the process of deregistration shall be conditional on the realization of a public offering for the acquisition of shares under the same conditions pursuant to the preceding article. **Paragraph 1** – The said shareholders' meeting shall decide as to the responsible party/parties for effecting the public offering for the acquisition of shares, the said party/parties, present at the meeting expressly assuming the obligation to execute the offering. **Paragraph 2** – In the absence of a definition on the responsible parties for holding the public offering for the acquisition of shares, in the case of a corporate reorganization in which securities of the Company resulting from this reorganization are not acceptable for trading on the Novo Mercado, it shall be incumbent on the shareholders that voted in favor of the corporate reorganization, to execute the said offering. **Art. 40** – The deregistration of the Company from the Novo Mercado due to noncompliance with the Novo Mercado Rules is conditional on the holding of a public offering for the acquisition of shares, at least at the Economic Value of the shares to be calculated in the valuation report pursuant to Article 37 of these Bylaws in line with the legal norms and applicable rules. **Paragraph 1** – The Controlling Shareholder shall execute the public offering for the acquisition of shares pursuant to the caption sentence to this article. **Paragraph 2** – In the event of there being no Controlling Shareholder and the deregistration from the Novo Mercado pursuant to the caption sentence occurs as a result of the resolution of the shareholders' meeting, the shareholders that have voted in favor of the resolution resulting in the respective non-

compliance, shall execute the public offering for the acquisition of shares pursuant to the caption sentence. **Paragraph 3** - In the event of there being no Controlling Shareholder and the deregistration from the Novo Mercado pursuant to the caption sentence occurs as a result of a management act or fact, the Members of Management of the Company shall call a meeting, included on the agenda of the day, a resolution on how to remedy non-compliance with the obligations contained in the Novo Mercado Rules or, if the case, decide on deregistering the Company from the Novo Mercado. **Paragraph 4** – Should the annual shareholders' meeting mentioned in Paragraph 3 above decide on the deregistration of the Company from the Novo Mercado, the said shareholders' meeting shall decide the party/parties responsible for executing the public offering of shares pursuant to the caption sentence, the said party/parties, having been present at the meeting, shall expressly accept the obligation of executing the offering. **CHAPTER XIII – Arbitration** - **Article 41 –** The Company, its shareholders, Management and members of the fiscal council undertake to submit to arbitration, through the Novo Mercado Arbitration Panel, any and every dispute or controversy that may arise among them, related with or arising from, in particular, the application, validity, enforcement, interpretation, violation and their effects, of the provisions in the Brazilian Corporate Law, the Corporate Bylaws, the rules issued by the National Monetary Council, the Central Bank of Brazil and the Brazilian Securities and Exchange Commission, as well as the other rules applicable to the capital markets in general, besides those in the Novo Mercado Listing Rules and the Rules of Arbitration, the Rules on Penalties and the Novo Mercado Registration Agreement. - **CHAPTER XIV – Miscellaneous** - **Art. 42 –** Employees may receive a share of the profits or income, not linked to their pay, upon decision adopted by the general meeting, subject to the applicable laws." Conclusion: Having concluded all items on the Agenda of the Thirty-Second Extraordinary General Meeting and with no manifestation from the floor, the Chair thanked those present, declaring the work of this General Meeting concluded and requesting that these Minutes be drafted. The Minutes, having been read and found in conformity, were signed by the Chair and by the shareholders present, and by myself as Secretary, extracting the necessary copies for all legal purposes. Florianópolis, (SC), December 07, 2018. I declare in the quality of Secretary of the Thirty-Second Extraordinary General Meeting of the Company, that the above text is a transcription of the minutes recorded in the Register 01 of the Minutes of the General Meetings of ENGIE Brasil Energia S.A., folios 452 and 472. Florianópolis/SC, December 07, 2018.

Osmar Osmarino Bento
Secretary