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A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF ENGIE BRASIL ENERGIA S.A.

On the seventeenth (17) day of April in the year two thousand and seventeen at 11:30 a.m. at the Company's registered offices at Rua 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. was held, those present representing more than 2/3 (two-thirds) of the capital stock with voting rights, pursuant to the consolidated remote voting list and registers and signatures in the "Shareholders Attendance Register", for the purpose of deliberating and voting the items on the Agenda of the Day. 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 present. Opening the agenda, the President welcomed the shareholders, Eduardo Antonio Gori Sattamini, Chief Executive Officer of the Company; Paulo de Resende Salgado, President of the Company's Fiscal Council and Cláudio Henrique Damasceno Reis, representative of KPMG Auditores Independentes. The President then notified attendees that these minutes would be drafted in summarized format pursuant to Article 130, Paragraph 1 of Law 6.404/76, which was accepted by all, and that this Meeting had been regularly convened by a notice published on March 17, 20 and 21, 2017 in the newspaper, *Diário Catarinense*, pages 46, 26 and 27, respectively, and in the *Diário Oficial do Estado de Santa Catarina* (Official Gazette of the State of Santa Catarina), pages 103-104, 55 and 25, respectively, and placed at the disposition of the shareholders in the Internet pages of the Company, the Brazilian Securities and Exchange Commission - CVM and the São Paulo Stock Exchange - BM&FBOVESPA, the said notice being transcribed as follows, reading thereof being waived: *"ANNUAL GENERAL MEETING - CONVENING NOTICE - Pursuant to the legal and statutory provisions, the Shareholders of ENGIE Brasil Energia S.A. are hereby convened to the Annual General Meeting to be held on April 17, 2017, beginning at 11:30 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: ANNUAL GENERAL MEETING: 1) Take cognizance of the management accounts, examine, discuss and vote on the financial statements with respect to the fiscal year ending December 31, 2016; 2) Deliberate on the allocation of Profits and the distribution of dividends; 3) Deliberate on the amount of the participation of the employees in the results for the fiscal year 2016; 4) Deliberate on the aggregate compensation for the members of the management of the Company and of the Fiscal Council for fiscal year 2017; 5) Reelect 3 (three) effective members to the Fiscal Council together with their respective alternates; and 6) Elect 1 (one) alternate member to the Board of Directors. 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 website of the Company*

(www.engieenergia.com.br), of the BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission - CVM (www.cvm.gov.br): (i) as provided under Article 9 to ICVM 481/09; ii) relative to the proposal for participation of the employees in the results for the fiscal year 2016 (Article 133, subsection V to LS/A); iii) the proposal for compensation of the members of management and other information (Article 12 to ICVM481/09); and iv) relative to the reelection of the members of the Fiscal Council and 1 (one) alternate member of the Board of Directors (Article 10 to 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 herein convened Meeting is scheduled to be held, by delivering during business hours to the Company's head offices, care of U.O. Assuntos Jurídicos, documents corroborating their ownership of the shares of ENGIE Brasil Energia S.A.. These substantiating documents must be issued by a financial securities registrar and/or custodian at the latest, 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: original or certified copy of an official identity document with a photograph. - Corporate Shareholders: i) certified 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 certified copy of an official identification document with a photograph of the legal representative(s). - Investment Funds: i) original or certified 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 certified copy of an official identification document with photograph of the legal representative(s). Should the shareholder be represented by a proxy (a shareholder or manager of the company or eventually, a lawyer), in addition to the corporate acts listed above for corporate shareholders and investment funds, the official identification document of the proxy and the power of attorney with specific powers granted and issued on a date less than one year prior to that of the AGM must be presented, pursuant to Paragraph 1, Article 126 of the LS/A, in the form of a public or private instrument. In the latter case, the signature of the principal should be notarized in a notary public's office, presentation of the identification document of the signatory on the power of attorney being waived. With the adoption of the remote voting system, shareholders may also exercise their voting rights through their respective custodian/broker or through the intermediary of Itaú Corretora de Valores S.A., securities registrar for the Company, or further through completion and dispatch of the Remote Voting List accompanied by a document substantiating ownership of the shares of ENGIE Brasil Energia S.A. and a certified copy of the aforementioned documents for participation in the Meeting, as the case may be. Shareholders must be cognizant of the guidance, timelines and procedures to be found in the Company's Internet page (www.engieenergia.com.br) by following the path: Investors/Assemblies and Board Meetings, selecting Remote Voting - Guidance. Florianópolis (SC), March 17 2017. Maurício Stolle Bähr - Chairman of the Board of Directors". Proceeding with the work of the Meeting, the President informed that the Management Report and the Financial Statements together with the opinions of the Fiscal Council and the Independent Auditors had been published on March 17, 2017 in the newspaper, *Diário*

Catarinese, pages 21 to 42, and the *Diário Oficial do Estado de Santa Catarina*, pages 40 to 83, thus complying with the formalities for holding this Meeting. Having provided this information and after the reading of the consolidated voting map of the votes cast via remote voting lists, documentation for which was at the disposal of the shareholders present for consultation, pursuant to Paragraph 4, Article 21-W of CVM Instruction 481/2009, as amended, the President submitted the first item on the Agenda of the Day of the Twentieth Annual General Meeting for discussion. 1 - Take cognizance of the management accounts, examine, discuss and vote on the financial statements with respect to the fiscal year ending December 31, 2016 - Since the Meeting's attendee shareholders were already cognizant of the Management Report, the Financial Statements and the reports of the Independent Auditors and the Fiscal Council, waiving of the reading of these documents was proposed and approved. Following discussion pertinent to the matter, the Financial Statements for the fiscal year ending December 31, 2016 as well as the Management's accounts of the same fiscal year were put to the vote, being approved with 562,615,898 votes in favor, 274,300 votes against and 7,333,398 abstentions; the Chair then informed that he would move on to the next item on the Agenda of the Day: 2. Deliberate on the allocation of Profits and distribution of dividends. The allocation of Profits and the distribution of dividends was proposed pursuant to the Financial Statements approved above, in the following amounts: a) Legal Reserve – R$ 76,657,833.55; b) Tax incentive reserve – R$ 17,703,021.55; and c) Distribution of Dividends and Interest on Shareholders' equity in the total gross amount of R$ 1,487,341,387.34, corresponding to R$ 2.2786046398 per share, made up as follows: (i) Interim Dividends declared during fiscal year 2016 (154th Meeting of the Board of Directors of July 28, 2016) - R$ 645,196,752.46 (R$ 0.9884403986 per share); (ii) Interest on Shareholders' Equity credited during the fiscal year 2016 (156th Meeting of the Board of Directors of October 27, 2016) - R$ 432,500,000.00 (R$ 0.6625893121 per share); and (iii) Complementary Dividends – R$ 409,644,634.88 (R$ 0,6275749291 per share). The conditions for the payout of interim dividends and interest on shareholders' equity can be found in the respective minutes of the meetings of the Company's Board of Directors as shown above. With respect to the complementary dividends, the Company's shares shall trade ex-complementary dividends from May 30, 2017, the dividends to be paid out on June 21, 2017 based on existing registered information at Itaú Unibanco Banco Múltiplo S.A.. Put to the vote, the matter was approved by 569,949.296 votes in favor, 274,300 votes against and no abstentions; the President then moved on to the next item on the Agenda of the Day: 3 - Deliberate on the amount of the participation of the employees in the results for fiscal year 2016. The amount of up to R$ 29 million (twenty-nine million reais) was proposed for payment of the Participation of the employees in the Profits or Results - PLR – for fiscal year 2016, on dates to be decided by the Management Board and in accordance with criteria adopted in the Company's Compensation System and the Collective Labor Agreements. Put to the vote, the matter was approved by 569,949,296 votes in favor, 274,300 votes against and no abstentions; moving on to the next item on the Agenda of the Day: 4 - Deliberate on the aggregate compensation for the management of the Company and of the Fiscal Council for the fiscal year 2017 - The amount of up to R$ 32.0 million (thirty-two million reais) was proposed as the annual aggregate compensation for the members of the Management elected by the Annual General Meeting and by the Board of Directors, the distribution of the said compensation to be made according to the criteria and values established by the Board of Directors, it being also incumbent on the Company to absorb expenses, as the case may be, related to INSS, FGTS, Healthcare

Insurance, Private Pension Plan, medical welfare and housing costs. Put to the vote, the matter was approved by 563,817,596 votes in favor, 6,064,889 votes against and 341,111 abstentions; the President then proceeded to the next item on the Agenda of the Day: 5 - Reelect 3 (three) effective members of the Fiscal Council and their respective alternates – Following discussion on the matter, the following were elected to sit on the Company's Fiscal Council, with 519,622,195 votes in favor, 5,993,021 votes against and 44,608,380 abstentions with term of office to run until the Annual General Meeting for 2018: Messrs Manoel Eduardo Lima Lopes, Brazilian, married, accountant, bearer of ID number 1767127–IFP/RJ, enrolled in the tax register (CPF/MF) under number 046.227.237-00, resident and domiciled in the city and state of Rio de Janeiro at Av. Oswaldo Cruz, n.º 81, apto 201, Flamengo, CEP 22250-060, as effective fiscal councilor, and Ailton Pinto Siqueira, Brazilian, married, banker, ratified by the Central Bank of Brazil - BACEN pursuant to correspondence reference DERJA/REORF-98/222-2 of April 17, 1998, copy of which is filed at the Company, bearer of ID number 01160700-9–IFP/RJ, enrolled in the tax register (CPF/MF) under number 006.936.346-34, resident and domiciled in the city and state of Rio de Janeiro at Rua Senador Vergueiro, number 147, apto 202, Flamengo, CEP 22230-000, as alternate fiscal councilor; Carlos Guerreiro Pinto, Brazilian, married, administrator, bearer of professional ID number 0109984-1–CRA/RJ, enrolled in the tax register (CPF/MF) under number 047.615.457-04, resident and domiciled in the city and state of Rio de Janeiro at Rua Artur Possolo, n.º 50, apto 204, Recreio dos Bandeirantes, CEP 22790-220, as effective fiscal councilor, and Manoel Eduardo Bouzan de Almeida, Brazilian, married, accountant, bearer of professional ID number 026695/0-3-CRC/RJ, enrolled in the tax register (CPF/MF) under number 269.006.377-87, resident and domiciled at Rua das Açucenas, Lote 17, Quadra 27, Casa 2, Bairro Itaipuaçu, CEP 24936-360, Maricá, state of Rio de Janeiro, as alternate fiscal councilor; and Paulo de Resende Salgado, Brazilian, married, economist, bearer of ID number 02418153-9-IFP/RJ, enrolled in the tax register (CPF/MF) under number 161.008.917-00, resident and domiciled in the city and state of Rio de Janeiro at Rua Sacopã, n.º 83, apto. 901, Lagoa, CEP 22471-180, as effective fiscal councilor, and Flávio Marques Lisboa Campos, Brazilian, married, civil engineer, bearer of ID number 524578-SSP/MG, enrolled in the tax register (CPF/MF) under number 118.388.096-00, resident and domiciled in the city of Belo Horizonte, state of Minas Gerais with professional domicile at Rua Guajajaras, n.º 43, Centro, CEP 30180-100, in the city of Belo Horizonte/MG as alternate fiscal councilor. The establishment of the annual compensation of the fiscal councilors set at 10% (ten percent) of the annual average compensation of the Company's Executive Directors, not including the latter's benefits, representational allowance and variable remuneration, was proposed and approved. Finally, the President informed that he would move on to the last item on the Agenda of the Day: 6 - Election of 1 (one) alternate member to the Board of Directors - Initially, the President said that Director Marcelo Fernandes Soares had resigned his position as alternate member of the Board of Directors of the Company to take on other functions and responsibilities in the ENGIE Group in Latin America, thanking him for his contributions to the Company. In substitution of the resigning alternate director, the following was elected with 569,949,296 votes in favor, 274,300 votes against and no abstentions to the position of alternate member of the Board of Directors: Simone Cristina de Paola Barbieri, Brazilian, psychologist, married, resident and domiciled in the city of Florianópolis, state of Santa Catarina, with professional domicile at Rua Paschoal Apóstolo Pítsica, 5064, 8º andar, Bairro Agronômica, CEP 88025-255, Florianópolis/SC, with term of office beginning on this date and for the remaining

mandate of the current members of the Board of Directors, that is up to April 13, 2018. The President informed additionally that he had received the clearance declaration from the elected Director for exercising the position pursuant to Paragraph 4, Article 147 of Law 6.404/76 and Article 2 of CVM Instruction 367/2002. Conclusion: having concluded all items on the Agenda of the Twentieth Annual General Meeting and with no manifestations from the floor, the President 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 President and by the shareholders present, representing more than 2/3 of the Company's voting capital, and by me as Secretary, extracting the necessary copies for all legal purposes. Florianópolis, (SC), April 17, 2017.

Chair:

_____	_____
Maurício Stolle Bähr	Osmar Osmarino Bento
President and shareholder	Secretary

Director of the Company

Eduardo Antonio Gori Sattamini
Chief Executive Officer

Shareholders:

ENGIE Brasil Participações Ltda.

Banco Clássico S.A.

Antonio Libenir Martins

Roberto Henrique Tejada Vencato

José Pais Rangel

Funds represented by J.P. Morgan S.A. Distribuidora de Títulos e Valores Mobiliários, the latter represented by the law firm Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo José Martins Gimenez:

AQR FUNDS - AQR EMERGING DEFENSIVE STYLE FUND;
BUREAU OF LABOR FUNDS-LABOR INSURANCE FUND;
BUREAU OF LABOR FUNDS-LABOR PENSION FUND;
CAPITAL INTERNATIONAL FUND;
GENESIS EMERGING MARKETS FUND LIMITED;

(The signatures continue on the next page)

(Continuation page of signatures to the minutes of the 20th AGM of ENGIE Brasil Energia S.A., held on April 17, 2017)

JNL/MELLON CAPITAL EMERGING MARKETS INDEX FUND;
JPMORGAN BRAZIL INVESTMENT TRUST PLC;
JPMORGAN FUND ICVC - JPM EMERGING MARKETS INCOME FUND;
JPMORGAN FUND ICVC - JPM MULTI-ASSET INCOME FUND;
JPMORGAN FUNDS;
JPMORGAN FUNDS LATIN AMERICA EQUITY FUND;
JP MORGAN GLOBAL EMERGING MARKETS INCOME TRUST PLC;
MINISTRY OF STRATEGY AND FINANCE;
MISSOURI EDUCATION PENSION TRUST;
NEW WORLD FUND INC.;
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO;
STICHTING PENSIOENFONDS VOOR HUISARTSEN;
THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045828;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045829;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045833;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045835;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045794;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045795;
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045796;
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS; and
VANTAGETRUST III MASTER COLLECTIVE INVESTMENT FUNDS TRUST.

Funds represented by HSBC Corretora de Títulos e Valores Mobiliários S.A., the latter represented by the law firm Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo José Martins Gimenez:

HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED AS TRUSTEE OF SCHRODER GLOBAL EQUITY STABILISER; and
JPMORGAN MULTI INCOME FUND.

Funds represented by Itaú Unibanco S.A., the latter represented by the law firm Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo José Martins Gimenez:

STICHTING JURIDISCH EIGENAAR ACTIAM BELEGGINGSFONDSEN

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(Continuation page of signatures to the minutes of the 20th AGM of ENGIE Brasil Energia S.A., held on April 17, 2017)

Funds represented by BANCO BNP PARIBAS BRASIL S.A., the latter represented by the law firm Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo José Martins Gimenez:

CANADA POST CORPORATION REGISTERED PENSION PLAN;
COMGEST GROWTH PLC;
NEW SOUTH WALES TREASURY CORPORATION AS TRUSTEE FOR THE TCORP SPECIALIST EMERGING MARKET SHARE FUND;
RBC QUANT EMERGING MARKETS DIVIDEND LEADERS; and
ROBECO CAPITAL GROWTH FUNDS.

Funds represented by BANCO SANTANDER (BRASIL) S.A., the latter represented by the law firm Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo José Martins Gimenez:

ESSOR EMERGENT

Funds represented by CITBANK N.A., the latter represented by the law firm Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo José Martins Gimenez:

GOLDMAN SACHS TRUST II- GOLDMAN SACHS MULTI-MANAGER GLOBAL EQUITY FUND;
NORGES BANK; and

THE GENESIS EMERGING MARKETS INVESTMENT COMPANY (SICAV).

Member of the Fiscal Council

Paulo de Resende Salgado

Representative of KPMG Auditores Independentes

Cláudio Henrique Damasceno Reis