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

# MINUTES OF THE TWO HUNDRED AND FIRST MEETING OF THE BOARD OF DIRECTORS OF ENGIE BRASIL ENERGIA S.A.

On the 16th day of the month of April of the year two thousand and twenty at 6:30 p.m. at Av. Presidente Wilson, 231, 22nd floor, Center, in the city and state of Rio de Janeiro, a meeting of the Board of Directors of ENGIE Brasil Energia S.A. was held, the Effective Members Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Paulo de Resende Salgado, José Pais Rangel, Roberto Henrique Tejada Vencato and Gustavo Henrique Labanca Novo, and in view of the justified absences of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante and Pierre Jean Bernard Guiollot, their respective Alternates, Gil de Methodio Maranhão Neto, Raphael Vincent Philippe Barreau and Simone Cristina de Paola Barbieri and the president of the Fiscal Council, Carla Carvalho de Caravalho, meeting extraordinarily via conference call, pursuant to the provision in Paragraph 2, Article 18 of the Company's Corporate Bylaws and with respect to the financial impacts expected as a result of the COVID-19 pandemic, which have already begun to be felt. The work of the meeting was presided by Maurício Stolle Bähr with Osmar Osmarino Bento as secretary. The President submitted the matter on the Agenda of the Day to the directors as follows: 1 – To approve the retention of the remaining balance of the net income for fiscal year 2019 and the capital budget. **RESOLUTIONS**: Item 1 – The President notified the councilors that in view of further developments following the convening date of the Annual General Meeting ("AGM"), notably facts arising from the worsening of the new coronavirus pandemic (COVID-19) and its impacts on the Brazilian economy, the energy sector and on the Company, management has deemed it necessary to reassess the basis and assumptions used with respect to the approval of the proposal for distribution of complementary dividends for account of profits for fiscal year 2019, as decided by this Board of Directors on February 18, 2020. In the light of the scenario presented, management recommends the allocation of the net income for fiscal year 2019, to be submitted to the shareholders at the AGM, *(i)* continue to include the distribution of dividends in the amount of R$ 893,399,909.16 (eight hundred and ninety-three million, three hundred and ninety-nine thousand, nine hundred and nine reais and sixteen centavos) and interest on shareholders' equity for the amount of R$ 354,000,000.00 (three hundred and fifty-four million reais), corresponding to 56.8% of the adjusted net profit for fiscal year 2019, and (ii) to retain the remaining balance in the amount of R$ 949,743,683.28 (nine hundred and forty-nine million, seven hundred and forty-three thousand, six hundred and eighty-three reais and twenty-eight centavos), instead of distributing as complementary dividends, being unchanged the other items and amounts allocated to dividends under the Company's policy, to interest on shareholders' equity, to the Legal Reserve and to the Tax Incentive Reserve, the latter in the amounts of R$ 115,496,280.00 and R$ 28,430,980.00, respectively. Furthermore, to provide due clarification of the retention of the remaining balance of profits, pursuant to Article 196 of Law 6,404/76, management has prepared a Capital Budget for fiscal years 2020, 2021 and 2022, incorporating an Investment Program worth R$ 7,140,729 thousand, allocated for direct investment in the maintenance of the generating complex and investments in new projects, the said capital budget also to be submitted for decision of the shareholders at the AGM. The matter being put to the vote, the

directors unanimously approved the retention of the remaining profit balance for fiscal year 2019 and the capital budget, to be submitted to the shareholders at the AGM. **CONCLUSION**: With no further items on the agenda, the President declared the work of this meeting concluded, requesting that these minutes be drafted by me, the secretary, and that having read and found them to be in order, signed by the participating members of the Board of Directors, including the President, and by me, the secretary. Rio de Janeiro/RJ, April 16, 2020.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Paulo de Resende Salgado
Director

Gustavo Henrique Labanca Novo
Director

Roberto Henrique Tejada Vencato
Director

Raphael Vincent Philippe Barreau
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Simone Cristina De Paola Barbieri
Alternate Director

Carla Carvalho de Carvalho
President of the Fiscal Council