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A Publicly Listed Company – CVM Registration 1732-9

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

On the 15th (fifteen) day of the month of December in the year two thousand and twenty at 2:00 p.m., the members of the Board of Directors of the Company met through the intermediary of the Teams platform, as authorized in the provision in Paragraph 2, Article 18 of the Corporate Bylaws and with regard to the restrictive measures adopted for the prevention of COVID-19, with the participation of the effective members: Maurício Stolle Bähr, Dirk Achiel Marc Beeuwsaert, Paulo de Resende Salgado, Adir Flavio Sviderskei, Manoel Eduardo Lima Lopes, Karin Koogan Breitman, Simone Cristina De Paola Barbieri and Richard Jacques Dumas and in the light of the justified absence of the director, Paulo Jorge Tavares Almirante, the participation of his alternate, Raphael Vincent Philippe Barreau. The work of the meeting was presided by Maurício Stolle Bähr with Osmar Osmarino Bento as secretary. Order of the day as shown in CA-010/2020 of December 9, 2020, sent by electronic mail on October 10, 2020 as follows: 1. Matters for Resolution: 1.1 -To approve the participation in ANEEL Auction 01/2020 – Transmission System; 1.2 – To approve the investment for implementation of the Santo Agostinho Wind Project; 1.3 – To approve the engagement by the subsidiaries, Gralha Azul and Novo Estado, of the operation and maintenance services of the transmission lines; 1.4 – To approve the execution by the subsidiary, Novo Estado Transmissora de Energia, of the addendum to the substations' construction and electro-mechanical agreement; 1.5 – To approve the execution by the SPCs of the Campo Largo II Project, of the addendum to the EPC with respect to the electro-mechanical scope; 1.6 – To approve the execution by the Usina Termoelétrica Pampa Sul subsidiary of the addendum to the implementation agreement for the connection bay from the Plant to Candiota Substation 2; 1.7 – To approve the plan for decommissioning UTLA's generator units 1 and 2; 1.8 – To decide on the distribution of interim dividends and the credit of equity interest for the period from January 1 to December 31, 2020; 1.9 – To approve the budget for the fiscal year 2021; 1.10 – To authorize the adherence of the Company and its subsidiaries to the renegotiation of the hydrological risk covered by Law 14.052/2020; 1.11 – To decide on the proposal for the Company's organizational structure and alteration in the corporate bylaws to be presented to the Extraordinary General Meeting of the Shareholders; 2 – Matters for Cognizance: Item 2.1 – Schedule for the self-evaluation process by members of the Board of Directors; and 3. General Matters. **RESOLUTIONS**: Initially, the Chair thanked the presence of all and beginning the work of the day, put to the floor the items in the Order of the Day for discussion and voting. Pursuant to presentations rendered, documents for which are filed at the Company, the Directors resolved as follows: 1. Matters for Resolution: Item 1.1 – After presenting clarifications solicited, the directors unanimously approved the participation of the Company through the intermediary of the ENGIE Brasil Transmissão Consortium in the ANEEL Transmission Auction 01/2020, contingent on conditions satisfactory to the ENGIE Brasil Transmissão Consortium, in negotiations with possible contracted parties and other stakeholders for the installation, the management board of the Company being authorized to: *a)* ratify the contracting of all the necessary guarantees for participation in the Auction; *b)* sign the terms of exclusivity and/or of commitment, including as an attachment, the Term Sheet

(containing the key commercial, technical and legal conditions for the signature of the agreement) or the draft of the Agreement for guaranteeing the price, duration and other conditions of each scope: 1) of the Transmission Lines EPC-M with the selected supplier; *2)* of the Substations' EPC-M or EPC, including the supply of the synchronous compensator, with the selected supplier; *3)* of the supply agreement with the manufacturers of cables and towers; and *4)* contracting the hedge for the portion of the agreements in US Dollars, if applicable; *c)* present a commercial and technical proposal for the installation of the selected Lot, according to the conditions of minimum return approved by the ENGIE group; and *d)* in the event of success in the bid for the selected Lot: *I)* proceed to ratify the ENGIE Brasil Transmissão Consortium with ANEEL and to formalizing the awarding of the Lot; *II*) constitute a specific purpose company in the form of a closed corporation, including the signature of the share subscription list and other applicable corporate documents, in order to proceed with the investment in the Lot; *III)* engage and provide the necessary guarantees required by ANEEL, including the required Performance Bond within the scope of the Concession Agreement; and *IV)* sign the corresponding Concession Agreement following the ratification of the ENGIE Brasil Transmissão Consortium. In the event of a successful bid at the auction, all the agreements necessary for the installation of the Project shall be presented to this Board for approval, the amounts of the Project being within the remit of the Board, all acts already practiced within the scope of this resolution being ratified; Item 1.2 – After responses to all questions, unanimous approval was given to the investment for implementing the wind farms of the Santo Agostinho Phase 1 Project. Consequently, the management boards of the Company and the subsidiaries linked, either directly or indirectly, to the Santo Agostinho Phase 1 Project are authorized to adopt all measures and practice all acts that may be necessary, in particular: *a)* to execute all the necessary investments for installing the projects (434 MW) following the conclusion of negotiations; *b)* to sign the supply agreement of: (i) the wind turbines, (ii) the civil works and (iii) the electro-mechanical package; *c)* to sign the wind turbine operation and maintenance agreement; *d)* to present all the guarantees necessary for the agreements and the project, including the regulatory and contractual guarantees; *e)* to sign the agreements for the use of the energy transmission system; *f)* to realize the contracting of the currency hedge for the portion denominated in foreign currency; and *g)* to sign the agreement for sharing the connection in the Monte Verde substation, if the case; Item 1.3 – After providing due clarifications requested, the directors approved unanimously the execution by the indirect subsidiaries, the companies Gralha Azul Transmissão de Energia S.A. and Novo Estado Transmissora de Energia S.A., of the Transmission Line and Substations Local Operation and Maintenance Agreements; Item 1.4 – After providing clarifications requested, the directors unanimously approved the execution by the indirect subsidiary, Novo Estado Transmissora de Energia S.A. of the addendum instrument to the substations construction and electro-mechanical assembly agreement signed with Cobra Brasil Serviços, Comunicação e Energia S.A.; Item 1.5 – Following the presentation of clarifications rendered, the directors unanimously approved, the execution by the indirect subsidiaries, members of the Campo Largo II Project, of the addendum instrument to the substation expansion agreement signed with GE; Item 1.6 – After rendering clarifications requested, the directors approved unanimously the execution by the Usina Termelétrica Pampa Sul S.A. subsidiary of the addendum instrument to the agreement for the installation of the connection bay of the Plant to Candiota Substation 2 signed with the Cotesa-Conenge Consortium; Item 1.7 – Item removed from the agenda, to be submitted in due course to this board; Item 1.8 – The proposal of the Management Board was approved

unanimously for the: *i)* distribution of additional interim dividends in the following amounts and conditions: *a)* the amount of additional interim dividends shall be R$ 554,472,125.49 (five hundred and fifty-four million, four hundred and seventy-two thousand, one hundred and twenty-five Reais and forty-nine centavos), corresponding to R$ 0.6795603315 per share; *b)* the Company's shares shall be traded ex-additional interim dividends as from December 21, 2020; and *c)* the payout of the additional interim dividends shall be effected on a date to be decided by the Management Board and notified through a Notice to Shareholders based on existing registered information held by Itaú Unibanco Banco Múltiplo S.A. on December 18, 2020. These additional interim dividends plus the interim dividends approved at the 206th Meeting of the Board of Directors held on July 30, 2020, represent a payout of 100% of the adjusted net income for the first half of 2020; and *ii)* credit of equity interest for the period from January 1 to December 31, 2020, pursuant to Article 9, Law 9.249/95 and CVM Resolution 683/2012, in the following amounts and conditions: a) the total gross amount of the credit shall be R$ 175,000,000.00 (one hundred and seventy-five million Reais), corresponding to R$ 0.2144797773 per share; b) Date of registration of the credit – The account registration of the credit, in the Company's books, shall be made on December 31, 2020; c) Trading of the shares – The Company's shares shall be traded ex-equity interest as from December 21, 2020; d) Income Tax withheld at source – Income tax at source shall be withheld on the amount of the credit at the rate of 15%, except for the shareholders able to substantiate exemption or immunity. In relation to those shareholders resident or domiciled in a country which does not tax incomes or taxes them at a maximum rate of less than 20%, pursuant to Article 24, Law 9.430 of December 27, 1996, the rate of income tax at source shall be 25%; e) Substantiation of exemption or immunity – The Shareholders exempt or immune from income tax pursuant to the current fiscal legislation, shall show proof of exemption or immunity by December 21, 2020, at the Company's registered offices at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, Florianópolis/SC, a/c Departamento de Governança Tributária – GTR (c/o Tax Governance Department); f) Inclusion of equity interest in dividends – The amount of equity interest, net of income tax at source, shall be incorporated into the mandatory dividend for fiscal year 2020, pursuant to Paragraph 7, Article 9, Law 9.249/95 and CVM Resolution 683/2012; g) Payments of equity interest – The equity interest shall be paid on a date to be subsequently established by the Management Board and notified through a Notice to Shareholders on the basis of the existing registered data held with Itaú Unibanco Banco Múltiplo S.A. as of December 18, 2020; Item 1.9 – Following the clarifications to matters raised, the directors unanimously approved the budget for Investment and Operational Income and Expenses for fiscal year 2021; Item 1.10 – After rendering clarifications to issues on the matter, the Directors unanimously approved the adherence of the Company and its subsidiaries, holders of an electric energy generation concession, to the renegotiation of the hydrological risk covered by Law 14.052/2020, regulated by ANEEL Normative Resolution 895/2020, delegating to the Management Board powers to evaluate and decide as to the convenience of adherence; Item 1.11 – Following clarifications provided on the matter, the directors approved on a unanimous vote, the proposal to be submitted to an extraordinary general meeting of the Company's shareholders to amend the wording of Article 21 of the Corporate Bylaws for increasing the number of officers from 7 (seven) to 8 (eight), with a view to segregating the current duties of the Generation Area – DG to: *a)* Operation Area – DO, with the main responsibilities, the management, operation and maintenance of the operational generation and transmission assets; and *b)* Implementation Area – DI, with the main responsibility the

feasibility and installation of new projects involving generation and transmission assets. In the light of the resolution, the chairman of the board is hereby authorized to convene the extraordinary general meeting, submitting to shareholders the proposal for amending the caption sentence of Article 21 of the corporate bylaws for increasing the number of members of the Management Board from 7 (seven) to 8 (eight), at the same time making minor adjustments to the wording in Paragraph 1 of this article and to the Sole Paragraph of Article 13. Should the proposal be approved by the shareholders, the new areas shall have the following duties: *i) it is incumbent on the Operations Area – DO: a) To direct the management, operation and maintenance of the Company's generation and transmission assets; b) To direct the management and execution of maintenance engineering of the Company's generation and transmission assets; c) To manage the performance of the assets seeking their operational improvement; d) To develop the modernization projects of the assets already in operation, and the expansion, reinforcement and improvements of the transmission assets, and to give technical and operational support to the Implementation Area – DI during the contracting and execution stages; e) To foster the digitization for the management of the assets in cooperation with the Information and Digitization Department – TID; f) To guarantee a transparent and sustainable relationship with the communities surrounding the generation and transmission assets and other stakeholders; g) To direct the technical and administrative activities and those of health and safety executed by the plants in alignment with the process guidelines established by the corporate departments; and h) To direct the relationship with the National Electric System Operator – ONS; and ii) it is incumbent on the Implementation Area – DI: a) To direct the planning and the logistics of the projects being implemented, ensuring their technical and socio-environmental feasibility; b) To direct the contractual and budgetary management of the projects in the process of implementation, guaranteeing the execution of the activities within the scope of the contractual requisites and approved budget as well as observing all the environmental, ethical and the applicable health and safety requirements; c) To direct the physical implementation of the generation and transmission assets as well as the dismantling of the decommissioned assets; d) To guarantee a transparent and sustainable relationship with the communities impacted by the projects and other stakeholders; e) To guarantee the control and supervision of the projects, and report their progress to the senior management of the Company and to the competent organs of the Engie Group; f) To direct the contracting and execution of the large-scale modernization of the assets in operation as well as the expansion, improvements, inspection of third-party accesses and reinforcements of the transmission assets with the technical and operational support of the Operations Function – DO; and g) To give support to the development of new projects under the aegis of the New Businesses, Strategy and Innovation Area – DN, above all in the socio-environmental, land ownership planning, engineering and contracting areas.* At the same time, notification was given that the position of Chief Operation Officer shall be carried out by the current Chief Generation Officer, José Luiz Jansson Laydner and to the position of Chief Implementation Officer, Márcio Daian Neves has been nominated, albeit his effective election and investiture shall be submitted to this Board of Directors following the holding of the extraordinary general meeting of the shareholders. Also approved unanimously were the new duties of the Energy Commercialization Area – DE and the Regulation and Market Area – DR, the principal alteration being the transfer of the duty of *" Management and booking of energy agreements"* of the DE to the DR. Consequently, these areas shall now have the following powers: *i) it is incumbent on the **Energy Commercialization Area - DE**: a) To execute the purchase and sale of energy in the free trading environment and*

to participate in the sale of energy in the regulated environment in the physical and/or financial derivatives models; b) To propose products and strategies for the purchase and sale of energy including trading operations and derivative products related to energy transactions; c) To develop new markets and clients, design products for commercialization, structure the sales channels and decide marketing strategy and actions; d) To effect commercial intelligence and market studies, seeking digital solutions for the commercial area and monitor sales and marketing indicators; and e) To consolidate and administer market information and to monitor client satisfaction; and ii) it is incumbent on the ***Regulation and Market Area – DR****: a) To propose energy purchase and sale operations with a view to the management of the Company's market risk; b) To report and monitor exposure of the agreements' portfolio, ascertaining if the operations undertaken are in accordance with the Company's commercialization policy; c) To execute the planning of generation; d) To manage matters of a regulatory nature of interest to the Company; e) To analyze price and risks and to propose products and strategies for energy commercialization; f) To coordinate the Energy Forum's activities; g) To execute the booking and commercialization of energy in the Electric Energy Trade Board - CCEE and operationalize the power purchasing and sale agreement; and h) To effect the calculation of energy invoicing and to validate collection documentation received with respect to power purchasing transactions, Tariff for Use of the Electrical Distribution Systems - TUSD, use of water and others, for the purposes of settlement*; 2. Matters for Cognizance: Item 2.1 – With respect to the Policy for Performance Evaluation of Directors, Officers and Committee Members, the directors took cognizance as to the beginning of the process of self-evaluation of the members of the Board of Directors with respect to fiscal year 2020, the self-evaluation form for which should be answered by January10, 2021; and 3. General Matters: Item 3.1 – Due clarifications having been provided on the matter and pursuant to the conditions presented, the directors unanimously authorized the early settlement of existing swaps, linked to the international loans (Law 4.131/1962) already contracted by the Company, contingent on the simultaneous contracting with a first class bank(s), derivative instruments for currency hedging purposes in the amount of up to US$ 205 million, having as the purpose of the hedge, the respective international loans so that the Company maintains its currency protection. The Management Board is hereby authorized to negotiate, discuss, and sign in the name of the Company, all and any contracts and other documentation necessary for the formalization of these operations. **CONCLUSION**: With no further items on the agenda, the Chair 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 Chair, and by me, the secretary through DocuSign, the time for each theme having been monitored by the secretary, pursuant to the Time and Themes Monitoring Report, a document which shall be initialed by the presiding officials and filed at the Company's head office.

Rio de Janeiro/RJ, December 15, 2020.

Maurício Stolle Bähr
Chairman of the Board and Chair

Osmar Osmarino Bento
Secretary

Dirk Achiel Marc Beeuwsaert
Director

Manoel Eduardo Lima Lopes
Director

Paulo de Resende Salgado
Director

Karin Koogan Breitman
Director

Simone Cristina De Paola Barbieri
Director

Adir Flavio Sviderskei
Director

Richard Jacques Dumas
Director

Raphael Vincent Philippe Barreau
Alternate Director