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A Publicly Listed Company - CVM Registration 1732-9

EXTRACT OF THE MINUTES OF THE THIRTY-THIRD EXTRAORDINARY GENERAL MEETING AND THE TWENTY-SECOND ANNUAL GENERAL MEETING OF ENGIE BRASIL ENERGIA S.A.

On the 26th (twenty-six) day of April, 2019 at10:30 a.m. at the head offices of the Company, located at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, Florianópolis in the state of Santa Catarina, the shareholders representing 89.81% of the voting stock of ENGIE Brasil Energia S.A. ("Company") met, pursuant to the registers and signatures in the "Shareholders' Presence Register", in order to decide on the matters on the Agenda of the Day. Opening the work, Maurício Stolle Bähr, Chairman of the Board of Directors, to whom it is incumbent, pursuant to Article 12 of the Corporate Bylaws, to preside over the work, proposed that I, Osmar Osmarino Bento, should act as secretary, the proposal being seconded by the shareholders present. Calling the meeting to order, the President thanked the presence of the shareholders; Eduardo Antonio Gori Sattamini, Chief Executive Officer and Chief Financial and Investor Relations Officer of the Company; Carla Carvalho de Carvalho, President of the Company's Fiscal Council and Leticia Ferreira Rodrigues, representative of Deloitte Touche Tohmatsu. The President then informed that the minutes of the occurred facts would be drafted in summarized form, pursuant to Article 130, Paragraph 1 to Law 6,404/76, the proposal being seconded by all, and that the present Meetings were regularly convened by a notice published on March 26, 27 and 28, 2019 in the newspaper *Diário Catarinense* on pages 15, 10 and 29, and in the *Diário Oficial do Estado de Santa Catarina* on pages 106, 276 and 138, and placed at the disposal of the shareholders in the Company's Internet pages and in the websites of the Brazilian Securities and Exchange Commission - CVM and B3, and transcribed as follows, reading thereof being waived: *"EXTRAORDINARY AND ANNUAL 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 and Annual General Meeting to be held on April 26, 2019, beginning 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, capital of the state of Santa Catarina with the following Day's Agenda: 1 – EXTRAORDINARY GENERAL MEETING: 1.1 To amend the Corporate Bylaws with a view to adjusting them to the rules of the new Novo Mercado listing regulations; 1.2 If the foregoing amendments are approved, to consolidate the Company's Corporate Bylaws; 2 – ANNUAL GENERAL MEETING: 2.1 To take cognizance of the management accounts, examine, discuss and vote the account statements with respect to the fiscal year ending December 31, 2018; 2.2 To deliberate on the Capital Budget for retention of profits; 2.3 To deliberate on the allocation of Profits and the distribution of dividends; 2.4 To deliberate on the amount of the participation of the employees in the results for the fiscal year 2018; 2.5 To deliberate on the aggregate compensation of the Company and the Fiscal Council for the fiscal year 2019; and 2.6 Election of the 3 (three) members of the Fiscal Council and their respective alternates. 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.engie.com.br/investidores), of B3 (www.b3.com.br) and the Brazilian Securities and Exchange Commission - CVM (www.cvm.gov.br): i) a comparative table with the justification for the proposed alterations and the corporate bylaws, highlighting the amendments (Article 11 of ICVM481/09); ii) those pursuant to Article 9 to ICVM481/09; iii) those relative to the proposal for the participation of the employees in the results for the fiscal year 2018 (Article 133, subparagraph V, of the LS/A); iv) the proposal for management compensation and other information (Article 12 of ICVM481/09); and v) relative to the election of the effective and alternate members of the Fiscal Council (Article 10 of ICVM481/09). Pursuant to the applicable legislation and Article 13 of the Corporate Bylaws, the*

shareholders shall substantiate their status as such at least 72 (seventy-two) hours before the Meeting, hereby convened, by delivering during business hours to the Company's registered offices, care of UO Assuntos Jurídicos, documents corroborating ownership of the shares of ENGIE Brasil Energia S.A. 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 (shareholder or manager of the Company or a lawyer), 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 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. With the adoption of the remote voting system, shareholders may also exercise their right to vote through their respective custody agents / brokers or through the intermediary of Itaú Corretora de Valores S.A., the Company's book entry registrar or, also, by the completion and dispatch of the Remote Voting Ballot, together with the document substantiating ownership of shares of ENGIE Brasil Energia S.A. and a certified copy of the aforementioned documents necessary for participation in the Meeting, as the case may be. Shareholders should follow the instructions, terms and procedures on the Internet page of the Company (www.engie.com.br/investidores) by accessing: Investors / Shareholders and Board Meetings, selecting Remote Voting - Guidance. Florianópolis (SC), March 26, 2019. Maurício Stolle Bähr Chairman of the Board of Directors". Further to the work of the day, the President informed that the Management Report and Account Statements, together with the opinions of the Fiscal Council and the Independent Auditors, were published on March 26, 2019, in the newspaper *Diário Catarinense* on pages 21 to 43 and in the *Diário Oficial do Estado de Santa Catarina* on pages 55 to 100. With this the formalities for opening the Annual General Meeting were concluded and the Meetings declared installed. After placing the consolidated voting map at the disposal of the shareholders for consultation with the result of votes cast by remote voting ballot pursuant to Paragraph 4, Article 21-W of CVM Instruction 481/2009, as amended, the President placed in discussion the first item on the Agenda of the Day of the Thirty-Third Extraordinary General Meeting: 1.1 To amend the corporate bylaws with a view to adjusting them to the rules of the new Novo Mercado regulations – The matter, having been put to the vote, was approved with 732,755,785 votes in favor, 49,800 abstentions and no vote against, it being recorded that (i) the audit committee shall be installed by the Board of Directors at its first meeting to be held after the meeting approving the accounts for fiscal year 2019, time sufficient for the structuring, regulations, recruitment and appointment of the members of the audit committee; and (ii) until the installation of the audit committee, the fiscal council shall have the following duties in addition to those enshrined in law: a) to evaluate the risk management and internal control systems; and b) to opine on any proposals to be submitted to the Board of Directors for the hiring of additional services to be contracted

with the company providing the services for auditing the financial statements; 1.2 If the aforesaid matter is approved, to consolidate the corporate bylaws of the Company – Put to the vote, the matter was approved with 732,755,785 votes in favor, 49,800 abstentions and no votes against, the Corporate Bylaws of the Company to become effective with the following consolidated wording: "**CHAPTER I - Name, Organization, Head Office, Duration and Purpose - Article 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 Corporation to the special listing segment denominated Novo Mercado of the B3 S.A. – Brasil, Bolsa, Balcão ("B3"), the Corporation, its shareholders, including controlling shareholders, 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 bylaws, 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 Bylaws themselves, shall have the meaning pursuant to Article 3 of the Novo Mercado Rules. **Article 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 Corporation may open branches, subsidiaries, agencies and offices in Brazil and abroad; the Corporation 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. **Article 3** - The Corporation has an indeterminate duration. **Article 4** - The 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 - 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, no-par value. **Paragraph 1** - Shares issued by the Corporation 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 Corporation 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 the Brazilian Corporate Law being guaranteed. **Article 6** - The Corporation may issue simple or convertible debentures. **Article 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. **Article 8** - The Corporation may, by resolution of the Board of Directors and irrespective of amendment hereto, increase its capital 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. **Article 9** - The Corporation 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 - Article 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** – to elect the members of the Company's board of directors, if the case, and the fiscal council, when installed, and establish the aggregate compensation of the members of the board of directors and the additional stipend for the members of the Committees, if the case. **Article 11** - The general meeting shall be held whenever required, subject to the applicable laws and these bylaws concerning the call, installation and resolutions. **Article 12** - The general meetings shall be chaired by the Chairman of the Board of Directors or, in his/her absence or incapacity, by whomever the shareholders may choose, and a secretary elected among the shareholders present. **Article 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** - It is exclusively incumbent on the General Meeting besides the matters pursuant to Article 10 of the Corporate Bylaws, to decide the following matters: **I** – decide on the Company's proposal to deregister from the Novo Mercado and to close the capital; **II** – select the institution or specialized company charged with determining the fair price of the Corporation for the purposes of the public offerings pursuant to chapters XII and XIII of these Corporate Bylaws, among the companies nominated by the Board of Directors; and **III** – decide on plans to grant stock options to management and employees of the Company and of other corporations directly or indirectly controlled by the Company, without preemptive rights. - **CHAPTER IV – Management - Article 14** - The Corporation shall be managed by a Board of Directors and a Board of Executive Officers. **Article 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 - Article 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 their respective alternate, shall be nominated by the employees by direct vote to be organized by the Company; the said director and alternate to be elected and 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, effective and alternates, shall be conditional on the signature of their respective Investiture Instrument which shall incorporate adherence to the provisions to B3's Novo Mercado Rules and the commitment clause pursuant to Article 40. **Paragraph 4** - Of the members of the board of directors, at least 2 (two) or 20% (twenty percent), whichever is the larger, shall be Independent Directors, as defined in the Novo Mercado Rules and in the Internal Charter for this Board, the respective characterization of those nominated to the position of Independent Directors to be decided by the General Meeting which elected them, also being considered as independent, those directors elected pursuant to Article 141, paragraphs 4 and 5 of Law 6,404/76. **Paragraph 5** - When in the light of the calculation of 20% (twenty percent) referred in the foregoing paragraph, the result is a fraction, the Company shall adopt a rounding up to the immediately higher whole number. **Paragraph 6** - At the end of their term of office, the Directors shall remain in the exercise of their positions up to the investiture of the new directors who shall replace them pursuant to the law and these Corporate Bylaws. **Paragraph 7** - The positions of Chairman of the Board of Directors and Chief Executive Officer of the Corporation may not be accumulated by the same person. **Article 17** - The Board of Directors shall meet ordinarily, 6 (six) times a year, and whenever the corporate best interests require, convened as determined in these Corporate Bylaws. **Article 18** - The Board of Directors meetings shall be called with at least 3 (three) working days' notice by its chairman or by members representing at least one-third (1/3) of the directors, calling being waived when all members are present. The board of directors shall decide by a majority of votes, the chairman having the casting vote in the event of a tie. **Paragraph 1** - The convening of the meetings of the Board of Directors shall be made in writing, including by electronic mail, and include the agenda of the day and the matters to be decided at the respective meeting. **Paragraph 2** - The quorum for installing the meetings of the Board of Directors shall be the attendance of the majority of its members, participation being authorized through conference call, videoconference, electronic mail of any other means of communication that permits identification of the Director and communication with all remaining participants in the meeting. **Article 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 install the Special Independent Committee for Transactions with Related Parties ("Independent Committee") whenever the Company or corporation under its control,

intends to negotiate with the related party, any operation, business, agreement or transaction, the approval of which is within the authority of the Board of Directors or the general meeting, pursuant to the rules set out in the regulations of the Independent Committee and to decide on the recommendation presented by this Committee; **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 Corporation; **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 Corporation 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 Corporation, 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 Corporation; (iii) the strategic plans announced by the offeror in relation to the Corporation; (iv) alternatives to acceptance of the Public Offering and available in the market and (v) 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** – 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 ENGIE executive officers; **b)** above 20 average MW per month and up to 150 MWa per month, limited to 7,500 GWh for the total duration of the contract: approval by ENGIE's Chief Executive officer jointly with an executive officer; 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 ENGIE Chief Executive Officer and an executive officer; and **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 ENGIE Chief Executive Officer and an executive officer. Purchases exceeding the amount set herein require approval by the Board of Directors. **IV** – and 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. **Article 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 - Article 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 pursuant to the Internal Charter of the Company's Executive Board which must appoint the chief executive officer and the investor relations officer. The remaining officers may or may not have a specific designation as per the decision of the board of directors. **Paragraph 2** - The investiture of the members of the board of directors shall be conditional on the signature of their respective Investiture Instrument which shall include adherence to the Novo Mercado Rules of B3 and the commitment clause in Article 40. **Paragraph 3** - With the termination of their term of office, the Officers shall remain in the exercise of their positions until the investiture of the officers replacing them pursuant to the terms of the law and these Corporate Bylaws. **Article 22** - The Board of Executive Officers shall meet regularly, at least once a month, and whenever special meetings are called, as set forth herein. **Article 23** - The meetings of the board of executive officers shall be called by the chief executive officer or two (2) executive officers with prior notice of at least 2 (two) working days, this being waived when all executive officers are present. The board of executive officers will decide by simple majority of votes; the chief executive officer having the casting vote in the event of a tie. **Sole paragraph** - The quorum for installation of the meetings of the Board of Executive Officers shall be the attendance of the majority of its effective members, participation being authorized through conference call, videoconference, electronic mail or by any other means of communication that permits identification of the Officer and communication with all remaining participants in the meeting. **Article 24** - The Board of Executive Officers is charged with the general management and with representing the Corporation, 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** – establish the rules and guidelines in the light of the general guidance for business set forth by the Board of Directors; **II** – prepare the financial statements and the management report for

analysis of the board of directors and approval of the General Meeting, where applicable; **III** – prepare the Company's annual budget, manner in which it will be implemented and the general plans of the Company; **IV** – approve any review of the agreed annual budget, subject to observing the overall amounts approved by the Board of Directors. **V** – prepare the internal regulations of the Company and submit them for approval of the board of directors; **VI** – establish limits and levels of authority for the representation of the Company by proxies; and **VII** – deliberate on other matters attributed to the Board of Executive Officers by the board of directors or by the general meeting. **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. **Article 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. **Article 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. **Article 27 -** The Company shall be represented actively and passively in acts which create obligations or discharge third parties in the name of the Company through the joint signature of two officers, but subject to the provisions of the following paragraphs. **Paragraph 1 -** The executive officers may appoint proxies to represent the Corporation, acting always jointly with an executive officer or another duly empowered proxy, or, severally. **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 Corporation in any action at law, in equity and arbitration, which may of an indeterminate duration. - **CHAPTER VII - Auxiliary Management Bodies - Article 28 -** The Company shall have a permanently installed Audit Committee for advising the Board of Directors. **Paragraph 1 -** The Audit Committee shall operate on an autonomous basis and shall have an Internal Charter, approved by the Board of Directors of the Company, detailing its operational functions and procedures. The members of the Audit Committee shall be subject to the same duties, obligations and restrictions contained in law, in these Corporate Bylaws or in the Novo Mercado Rules as apply to the Company's management. **Paragraph 2 -** The powers, mandate and functioning of the Committee and its members shall be defined in the terms of the provision in the Novo Mercado Rules. **Paragraph 3 -** At its discretion, the Board of Directors, may create additional Committees for advising the Company's Management. The composition, powers, term of office and functioning of the Committees and their members shall be defined in the terms of the provision in the Novo Mercado Rules, when applicable. **Paragraph 4 -** When due, the Board of Directors shall establish the compensation of the members of the Committees. **Article 29 -** The Audit Committee shall be composed of at least, 3 (three) members, all appointed by the Board of Directors, 1 (one) of them at least being an Independent Director of the Board and 1 (one) of them with recognized experience in corporate accounting matters. **Paragraph 1 -** The same member of the Audit Committee may accumulate both qualifications referred to in the caption sentence. **Paragraph 2 -** The Audit Committee shall have 1 (one) coordinator who shall exercise his activities in conformity with the definition in the Internal Charter of the said Committee, duly approved by the Board of Directors. **Paragraph 3 -** The functions of the Audit Committee, in addition to those defined

in its Internal Charter, shall be: **I** - to opine on the hiring and dismissal of the independent auditor's services and on the hiring of the independent auditor for any other service without limitation on the provision in subsection XVIII of Article 19; **II** – to evaluate the quarterly information, intermediate statements and the financial statements; **III** – to accompany the activities of the internal audit and the Company's internal controls area; **IV** – to evaluate and monitor the Company's risk exposures; and **V** – to evaluate, monitor and recommend to the Company's management the correction or improvement of the Company's internal policies including the policy for transaction between related parties. **Sole paragraph** - The Audit Committee shall have the means to receive and handle information with respect to non-compliance with legal and normative provisions applicable to the Company as well as its regulations, charters, manuals and internal codes, also providing for the specific procedures for protecting the provider of information as well as the confidentiality of information. - **CHAPTER VIII - Fiscal Council - Article 30** - The Fiscal Council shall not function permanently, being installed only upon the request of the shareholders, in the due form of the law, comprising of up to 3 (three) effective members and an equal number of alternates with a term of office of 1 (one) year. It shall be incumbent on the General Meeting which elects the Fiscal Council to set the respective compensation, respecting the legal minimum. **Sole paragraph** - The investiture of the members of the fiscal council, both effective and alternates, shall be conditional on the signature of their respective Investiture Instrument which shall include adherence to the provision in B3's Novo Mercado Rules and the said commitment clause in Article 41. **- CHAPTER IX - Fiscal Year and Financial Statements - Article 31** - 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 not below thirty percent (30%) of the net income, indexed as required by law, is mandatory; the destination of total income for the year shall be submitted to the general meeting. **Paragraph 2** - The Corporation shall prepare half-yearly balance sheets; the Board of Directors may declare interim dividends on the basis of such financial statements. **Paragraph 3** - The Corporation 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 interim dividends, from retained earnings or surplus reserves existing in the last annual or half-year balance sheet. **Paragraph 5** - The Corporation, 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 Corporation as interest on capital may be posted as prepaid mandatory dividends, pursuant to the applicable laws. **Article 32** – Dividends not claimed within three (3) years shall revert to the Corporation. **- CHAPTER X - Divestiture of the controlling interest - Article 33** – Direct or indirect 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 of the Company, thereby ensuring them equal treatment to that enjoyed by the Divesting Controlling Shareholder, and subject to the terms and conditions provided by the laws and regulations in effect and in the 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 Corporation; or. **II** - in the case of indirect divestiture, that is, the

sale of the control of the corporation which holds a controlling interest in the Company, the acquiring party shall disclose the value attributed to the Company in this sale for the purposes of defining the price of the Public Offering, as well as disclosing the documentation which justifies this amount. **- CHAPTER XI - Corporate Reorganization - Article 34** – In a corporate reorganization which involves the transfer of the Company's shareholding base, the corporations resulting from this reorganization shall request their entry into the Novo Mercado within a period of up to 120 (one hundred and twenty) days from the date of the general meeting which approved the said reorganization. **Sole paragraph** – Should the corporations resulting from the said reorganization not intend to request entry into the Novo Mercado, the majority of the shareholders of the Free Float present at the general meeting which decides on the corporate reorganization, shall agree to this new structure. **- CHAPTER XII – Deregistration - Article 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 corporation, the minimum price to be offered shall correspond to a fair price, the shareholder being permitted to request a new evaluation of the Company, respecting the legal norms and applicable regulations. **Paragraph 1** - The deregistration of the Company will only take place if the shareholders of more than 1/3 (one thirds) of the Free Float have accepted the terms of the Public Offering in order to proceed with the sale of their shares in the Public Offering auction or in the event of no sale, expressly agreeing to the deregistration of the Company. **Paragraph 2** - The shareholders agreeing to the Public Offering may not be subject to prorating in the sale of their stake, pursuant to the procedures for waiving the established limits pursuant to the regulations of the Brazilian Securities and Exchange Commission applicable to public offerings for the acquisition of shares. **Paragraph 3** - The Offeror is obliged to acquire the Free Float of the remaining shareholders within a period of 1 (one) month from the date that the Public Offering Auction is held, at the final price established in the said Auction, restated to the date of effective payment of the shares, pursuant to the notice and legislation and regulations in effect, which shall occur within a maximum term of 15 (fifteen) days from the date the shareholder exercises their right to sell their shares. **- CHAPTER XIII - Deregistration from the Novo Mercado - Article 36** - The Company may decide in a general meeting on deregistration from the Novo Mercado, irrespective of the holding of a Public Offering of Shares, by a majority of votes of holders of shares in the Free Float in attendance at the said meeting, pursuant to the Novo Mercado Rules. **Sole Paragraph** - The general meeting for deregistration from the Novo Mercado by the Company, shall be installed with a quorum of shareholders representing at least 2/3 (two thirds) of the total Free Float, on the first calling. In the event that this quorum of shareholders present is not reached, the meeting shall be installed on a second calling with the presence of any number of holders of shares comprising the Free Float. **Article 37** - The voluntary deregistration of the Company may also take place through a Public Offering of Shares pursuant to the terms in Chapter XII of the Corporate Bylaws and current regulations of the Brazilian Securities and Exchange Commission, in accordance with the following criteria: **I** – establishing a fair price for the offer of shares, pursuant to the Corporate Law, the shareholders being permitted to request a new evaluation of the Company; **II** – acceptance of the Public Offering by more than 1/3 (one third) of the holders of the shares in the Free Float with the sale of their shares or in the event of no sale, with their agreement for deregistration. **Article 38** - 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, pursuant to the terms of Chapter XII and Article 36 of Chapter XIII of these Corporate Bylaws. **Sole**

paragraph - In the event of the percentage for the acquisition of the Free Float not being reached for deregistration from then Novo Mercado, following the holding of the Public Offering, the shares of the Company's issuance shall continue to trade for a term of 6 (six) months in the do Novo Mercado, as from the date of the holding of the Public Offering, without limitation on the imposition of eventual monetary sanctions. **- CHAPTER XIV - Dissolution, Liquidation and Extinguishment - Article 39** - The Company shall go into liquidation, dissolution and extinguishment in cases in law or by decision of the general meeting. **Paragraph 1** - The board of directors shall nominate the liquidator and establish his fees as well as the form and guidelines for the said liquidation, dissolution and extinguishment of the Company. **Paragraph 2** – The fiscal council shall operate during the period of liquidation. **- CHAPTER XV - Arbitration - Article 40** – The Corporation, its shareholders, management and members of the fiscal council, both effective and alternates, 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 their condition as issuer, shareholders, management and members of the fiscal council and, in particular, the application, validity, enforcement, interpretation, violation and their effects, of the provisions in the Corporations Laws and of the Securities' Market, the Company's Corporate Bylaws, 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 of the Novo Mercado Listing Rules and the Rules of Arbitration, of the other Regulations of B3 and the Novo Mercado Registration Agreement. **- CHAPTER XVI - Miscellaneous - Article 41** - 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. **Article 42** - The Company, its members of the board of directors, fiscal council and committees, shall be governed by the provisions of their Internal Charters, Code of Conduct, B3's Novo Mercado Rules, Manuals of Policy for Disclosure of Information and Securities Trading Policy". Proceeding, the President put to the floor for discussion and voting the items on the Agenda of the Day of the Twenty-Second Annual General Meeting: 2.1 To take cognizance of the management accounts, examine, discuss and vote the account statements relative to the fiscal year ending December 31, 2018 – Since the Management Report, Account Statements, the opinion of the Independent Auditors and the opinion of the Fiscal Council are already known to the shareholders present, the waiving of the reading of these documents was proposed and approved. After pertinent discussions on the matter, the Account Statements for the Fiscal Year ending December 31, 2018, as well as the Management accounts for the same fiscal year, were put to the vote, being approved with 717,693,042 votes in favor, 15,042,458 abstentions and 31,075 votes against; 2.2 To decide on the Capital Budget for the retention of profit – The Capital Budget was proposed for the fiscal years 2019 and 2020, considering the Investment Program in the amount of R$ 4,208,000 thousand, allocated for the direct investment in maintenance of the productive park and investments in new projects. The matter having been put to the vote, approval was given with 732,475,637 votes in favor, 290,938 abstentions and no vote against; 2.3 To decide on the allocation of Profits and the distribution of dividends – The allocation of Profits and distribution of dividends was proposed, pursuant to the Account Statements approved above in the following amounts: a) Legal Reserve – R$ 115,718,025.12; b) Tax Incentive Reserve – R$ 23,465,647.08; c) Earnings retention reserve based on the capital budget decided above – R$ 177,673,021.18; d) Distribution of Dividends and Interest on Shareholders Equity in the total gross amount of R$ 2,272,481,965.99, corresponding to R$ 2.7851510063 per share,

thus comprising: (i) Interim Dividends declared during the fiscal year 2018 (at the 176th Meeting of the Board of Directors of August 8, 2018) - R$ 1,146,036,920.27; (ii) Intermediate Dividends declared during the fiscal year 2018 (at the 178th Meeting of the Board of Directors of October 31, 2018) – R$ 652,742,192.00; (iii) Interest on Shareholders' Equity credited during the fiscal year 2018 (at the 178th Meeting of the Board of Directors of October 31, 2018) - R$ 397,000,000.00; and (iv) Complementary Dividends – R$ 76,702,853.72. The payment conditions for the interim and intermediate dividends and interest on shareholders' capital can be found in the respective minutes of the meetings of the Board of Directors of the Company as mentioned above. With respect to the complementary dividends, the Company's shares shall be traded ex-complementary dividends from May 7, 2019, the said dividends to be paid under the conditions and at the date to be decided by the Management Board and announced through a Notice to Shareholders based on registration data held with at Itaú Unibanco Banco Múltiplo S.A. Put to the vote, the matter was approved with 732,475,637 votes in favor, 290,938 abstentions and no vote against; 2.4 To decide on the amount of the participation of the employees in the results for the fiscal year 2018 – The amount of up to R$ 35.5 million (thirty-five million, five hundred thousand Reais) for payment of the participation of the employees in the Profits or Results - PLR for the fiscal year 2018, to be paid on a date to be established by Management and in accordance with the criteria in the Company's Remuneration System and Collective Labor Agreements. Put to the vote, the matter was approved with 732,388,537 votes in favor, 378,038 abstentions and no vote against; 2.5 To decide on the aggregate compensation of the management of the Company and the Fiscal Council for the fiscal year 2019 – The amount of up to R$ 27.0 million (twenty-seven million reais) was proposed as the aggregate amount of the annual compensation of the Managers, distribution of which will take place on the basis of criteria and amounts set 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 with 717,847,598 votes in favor, 453,301 abstentions and 14,465,676 votes against; and 2.6 Election of 3 (three) effective members of the Fiscal Council and their respective alternates – The following were elected to comprise the Company's Fiscal Council, with a term of office to run until the Annual General Meeting of 2020, Messrs. (1) MANOEL EDUARDO LIMA LOPES, Brazilian, married, accountant, bearer of identity card number 1767127–IFP/RJ, enrolled in the tax register (CPF) under number 046.227.237-00, resident and domiciled in the city and state of Rio de Janeiro, at Av. Oswaldo Cruz, 81, apto 201, Flamengo, CEP 22250-060, as effective fiscal councilor and ANDERSON PAIVA MARTINS, Brazilian, married, accountant, bearer of identity card number 127240/O-0–CRC/RJ, enrolled in the tax register (CPF) under number 077.424.247-70, resident and domiciled in the city and state of Rio de Janeiro, at Rua Pedro de Carvalho, 376/401, Méier, CEP 20725-232, as alternate fiscal councilor, both nominated by the shareholder Banco Clássico S.A.; (2) CARLOS GUERREIRO PINTO, Brazilian, married, administrator, bearer of identity card number 0109984-1–CRA/RJ, enrolled in the tax register (CPF) under number 047.615.457-04, resident and domiciled in the city and state of Rio de Janeiro at Rua Artur Possolo, 50, apto 204, Recreio dos Bandeirantes, CEP 22790-220, as effective fiscal councilor, and MANOEL EDUARDO BOUZAN DE ALMEIDA, Brazilian, married, accountant, bearer of identity card number 026695/0-3-CRC/RJ, enrolled in the tax register (CPF) 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 (3) CARLA CARVALHO DE CARVALHO, Brazilian,

married, lawyer, bearer of identity card number 09601374-3-IFP/RJ, enrolled in the tax register (CPF) under number 863.499.377-91, resident and domiciled in the city of Niterói, state of Rio de Janeiro, Estrada Francisco da Cruz Nunes, 7465, casa 103, bairro Itaipú, CEP 24340-000, as effective fiscal councilor, and WALTAMIR BARREIROS, Brazilian, legally separated, accountant, bearer of identity card number 02973220-3-IFP/RJ, enrolled in the tax register (CPF) under number 242.690.507-72 and in the CRC/SC under number 008283/O-8, resident and domiciled in the city of Florianópolis, state of Santa Catarina, at Rua João Meirelles, 1435, apto 303, bloco C, bairro Abraão, CEP 88085-201, as alternate fiscal councilor, with 718,157,961 votes in favor, 290,938 abstentions and 14,317,676 votes against. Proposed and approved the establishment of the annual compensation of the fiscal councilors at 10% (ten percent) of the average annual compensation for each Officer of the Company, not including fringe benefits, representational amounts and variable compensation. Conclusion: With the items on the Agenda of the Day of the Thirty-Third Extraordinary General Meeting and the Twenty-Second Annual General Meeting concluded, and with no further matters being raised, the President thanked the presence of all, declaring the work of the Meeting concluded, requesting that these Minutes be drafted, and having been read and found in conformity, were signed by the President, by the Secretary and by the shareholders present who so wished, the necessity of the publication of the name of the shareholders having been waived. Florianópolis (SC), April 26, 2019. I declare as Secretary of the Thirty-Third Extraordinary General Meeting and the Twenty-Second Annual General Meeting of the Company that the above text is a transcription of the minutes found in the Register 01 of the Minutes of the General Meetings of ENGIE Brasil Energia S.A., folios 453 to 486. Florianópolis/SC, April 26, 2019.

Osmar Osmarino Bento
Secretary