ENGIE Brasil Energia S.A.

Management Proposal

for the Extraordinary General Meeting of

07.17.2020

CNPJ: 02.474.103/0001-19
NIRE: 42 3 0002438-4
R. Paschoal Apóstolo Pitsica, 5064
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Índice de Ações com Governança Corporativa Diferenciada IGC
Índice de Ações com Tag Along Diferenciado ITAG
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CONTENTS

CONTENTS 2
PROPOSAL FROM THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JULY 17, 2020, PURSUANT TO INSTRUCTION 481 OF THE BRAZILIAN SECURITIES AND EXCHANGE COMMISSION (CVM) DATED DECEMBER 17, 2009 (ICVM 481/09), AS AMENDED 3
ATTACHMENT I – COMPOSITION OF THE BOARD OF DIRECTORS 4
12.5/6 Composition and professional experience of the board of directors and the fiscal council 4
12.7/8 Composition of the committees 5
12.9 Existence of a marital, common-law, or family connection up to second degree 5
12.10 Subordination, retainer or control maintained in the last 3 fiscal years, between the Company's managers (nominated by the Controlling Shareholder) and: (i) in the entity under the Company's direct or indirect control or (ii) the Company's directly or indirectly controlling shareholder: 5
12.12 Other information which the Company deems relevant 5

MANAGEMENT'S PROPOSAL TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JULY 17, 2020, PURSUANT TO INSTRUCTION 481 OF DECEMBER 17, 2009 OF THE BRAZILIAN SECURITIES AND EXCHANGE COMMISSION (ICVM 481/09), AND AMENDMENTS

Whenever the General Shareholders' Meeting is convened to elect the managers, the Company must provide (Article 10 of ICVM 481/09):

- **At least the information shown in items 12.5 to 12.10 of the reference form relative to the candidates nominated or supported by the management or by the controlling shareholders (Article 10 - Subsection I of ICVM 481/09)**

The aforementioned data is shown in Attachment I of this document. This Meeting shall elect one member of the Board of Directors only. Hence the information shown in the items 12.5 to 12.10 concerns this member only.

- **The remote voting ballot to which Article 21-F (Subsection VI, Article 9 of ICVM 481/09) refers and in cases which relate to Article 21-A (Subsection II, Article 10 of ICVM 481/09)**

While only optional (pursuant to Paragraph 2, Article 21-A of ICVM 481/09), in view of the guidance of the health authorities for containing the COVID-19 outbreak, the Company is to adopt the remote voting ballot system for this meeting.

The remote voting ballot was published by the Company on June 17, 2020, the same date as this Management Proposal. This document may be accessed from the websites of the Company (https://www.engie.com.br/investors/shareholders-and-board-meetings/remote-voting/), CVM (www.cvm.gov.br) and B3 (www.b3.com.br).

ATTACHMENT I – COMPOSITION OF THE BOARD OF DIRECTORS

12.5/6 Composition and professional experience of the board of directors and the fiscal council

BOARD OF DIRECTORS (nominated candidate)

Name	Date of birth	Management body	Date of election	Duration of mandate	Number of Consecutive Mandates
CPF or Passport	Profession	Elected position held	Date of tenure	Nominated by the controlling shareholder	Attendance at meetings
Other positions or functions held		Description of other position / function			
Manoel Eduardo Lima Lopes	07/07/1943	Board of Directors	07.17.2020	AGM 2022	0
046.227.237-00	Accountant	27 – Independent Member of the Board of Directors (Effective)	07.17.2020	No	0%
Member of the Audit Committee		0			

Manoel Eduardo Lima Lopes - 046.227.237-00
Born 07.07.1943, graduating in Accounting Sciences and Law from the Universidade do Estado do Rio de Janeiro. He was General Auditor and Senior Manager for Accounting and Control for the Banco do Estado do Rio de Janeiro S.A. (BANERJ), consultor and officer of Banco Clássico S.A. and Controls Manager of IRB – Brasil Resseguros S.A. He was a member of the Fiscal Council of the Company until April 2020. Currently he is an officer at Banco Clássico S.A. and alternate member of the Fiscal Council of Companhia do Gás do Rio de Janeiro. He has been a member of ENGIE Brasil Energia S.A.'s Audit Committee since May 2020. The nominee will sign a declaration to the effect that he has not been: i) convicted of any criminal offense; ii) convicted in a CVM proceeding; or iii) convicted in the judiciary or administrative branches with no right of further appeal such that he has been suspended or disqualified from practicing any professional or commercial activity. Declared further that he complies with all the criteria pursuant to the Novo Mercado Listing Regulations as set out in Article 16, paragraphs 1 and 2, for the classification of his name as an Independent Director.

The administrator indicated above is not subject to criminal conviction, conviction in CVM administrative proceedings or unappealable conviction, in the judicial or administrative sphere, which has suspended or disqualified him from practicing professional or commercial activity.

12.7/8 Composition of the committees

Name	Committee type	Type of Auditing	Position held	Date of birth	Date of tenure	Duration of mandate
CPF or Passport	Description of other committees	Profession	Description of other positions held	Date of election	Number of consecutive mandates	Percentage participation in the meetings
Other positions for functions held						
Manoel Eduardo Lima Lopes	Audit Committee	Statutory Audit Committee pursuant to CVM Instruction 308/99	Member of the Committee (Effective)	07.07.1943	05.14.2020	05.13.2022
046.227.237-00		Accountant		05.14.2020	0	0%
Effective member of the Board of Directors (if elected at the EGM)						

12.9 Existence of a marital, common-law or family connection up to second degree

None of the foregoing connections exist between the member nominated by the Controlling Shareholder to the Board of Directors.

12.10 Relationship of subordination, retainer or control in the past three fiscal years between the Company's managers (nominated by the Controlling Shareholder) and: (i) an entity under the direct and indirect control by the Company or (ii) the Company's directly or indirectly controlling shareholder:

a) an entity, directly or indirectly controlled by the Company

b) the Issuer's directly or indirectly controlling shareholder

The member of the Board of Directors nominated by the minority shareholder, Banco Clássico S.A. has not, in the past three fiscal years, performed any executive function in entities directly or indirectly controlled by the Company, or in the Company's directly or indirectly controlling shareholder.

12.12 Other information which the Company deems relevant

On 06.08.2020, the Company announced to the market the decease of José Pais Rangel, independent director of the Company since April 2006. To fill the vacancy on the Board of Directors, the Company supports the nomination of Manoel Eduardo Lima Lopes to the position of independent effective member of the Board of Directors.

The Board of Directors has verified that the nomination of the member meets all the requisites as an independent director pursuant to the Nomination Policy for Directors, Officers and Committee Members, the Corporate Bylaws and the Novo Mercado Listing Regulations.

The Nomination Policy can be found in the Company's website at: www.engie.com.br/en/investors/corporate-governance/bylaws-codes-and-polices/ and in the websites of the CVM and B3.

Although optional, in view of the guidance from the health authorities with respect to the containment of the COVID-19 outbreak, the Company is to adopt for this Meeting the remote voting system, consequently the shareholders also being able to exercise their voting rights through their respective custody agent / broker or through the intermediary of Itaú Corretora de Valores S.A., the Company's book entry institution or again, through the completion and dispatch of the Remote Voting Ballot, together with the document substantiating ownership of the shares of ENGIE Brasil Energia S.A. and copy of the documents for participation in the Meeting shown in the convening notice as the case may be, to be received by the Company by July 10, 2020. The ballots and other documents delivered after the established cut-off date shall not be taken into consideration. The shareholder should take note of the guidance, duration and procedures which can be accessed from the website of the Company (www.engie.com.br/investors) by following the path: Investors / Shareholders and Board of Directors Meetings, selecting Remote Voting – Guidance.

Chairman’s Office

U.O. Assuntos Jurídicos (Legal Affairs Office)

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