

Manual of Attendance to the Extraordinary and Annual General Meeting of 4.26.2019

ENGIE Brasil Energia S.A.

CNPJ: 02.474.103/0001-19

NIRE: 42 3 0002438-4

Rua Paschoal Apóstolo Pítsica, 5064

Agronômica - Florianópolis - SC - CEP 88025-255

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1. Message from the Chairman of the Board of Directors

Dear Shareholders,

I am pleased to invite you to read this Manual of the Annual and Extraordinary General Meeting ("E/AGM), the said meeting to have the following matters on the 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 for the members of the management of the Company and of the Fiscal Council for fiscal year 2019; and 2.6 - Election of the 3 (three) members of the Fiscal Council and their respective alternates.

More detailed information on the items on the agenda for the E/AGM are included in the management proposal, document for which can be found on the Internet pages of the Company (www.engie.com.br/en/investors), B3 (www.b3.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

However, we would particularly draw your attention to the proposal for amending the Company's Corporate Bylaws and adjusting them to the new Novo Mercado Listing Regulations, pursuant to Article 68 of the said regulations.

We look forward to seeing you at the meeting.

Sincerely,

Maurício Stolle Bähr
Chairman of the Board of Directors

2. Information about the Extraordinary and Annual General Meetings

Data, Venue e Time

The meetings will be held on April 26, 2019, at the Company's headquarters, located at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, in the city of Florianópolis, capital of the state of Santa Catarina, beginning at 10:30 a.m.

Publicity of the Convening Notice

The Convening Notice contained in item 3 of this manual will be published on March, 26, 27 and 28, 2019, in the newspapers Diário Catarinense and Diário Oficial do Estado de Santa Catarina, being also available on the Company's website (www.engie.com.br/investidores) as well as B3 (www.b3.com.br) and the Brazilian Securities and Exchange Commission – CVM (www.cvm.gov.br) websites.

Documents and information made available to Shareholders

The following documents are available to the shareholders, at the Company's headquarters and on the websites (www.engie.com.br/investidores), B3 (www.b3.com.br) and the Brazilian Securities and Exchange Commission – CVM (www.cvm.gov.br):

i) report detailing the justification for the proposed amendments and copy of the corporate bylaws containing prominently the amendments proposed (Article 11 of ICVM 481/09);

ii) pursuant to Article 9 to ICVM481/09;

iii) relative to the proposed participation of the employees in the results for fiscal year 2018 (Article 133, subparagraph V of the LS/A);

iv) proposal for remuneration of the managers and other information (Article 12 to ICVM481/09); and

v) pursuant to the election of the effective members and alternates of the Fiscal Council (Article 10 of ICVM481/09).

Adoption of the remote voting system

Pursuant to Article 10 c/c Article 21-A of ICVM481/09, the Company informs that it will adopt a remote voting system for this E/AGM.

For using this remote voting system, shareholders should follow the instructions, terms and procedures to be found on the Company's Internet page (www.engie.com.br/en/investors), by accessing: Investors / Shareholders and Board Meetings, selecting Remote Voting - Guidance.

3. Convening Notice

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 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 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 for the members of the management of the Company and of the Fiscal Council for 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/en/investors), 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 to 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/en/investors) 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