

Manual of Attendance to the Extraordinary General Meeting of 10.14.2019

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 Attendance to the Extraordinary General Meeting ("EGM"), with the following matters on the Agenda:

1. To ratify the appointment and retainer of KPMG Corporate Finance Ltda. as experts to prepare a valuation report according to the applicable procedures under Article 256 of Law 6.404/76 ("Corporations Law"), in connection with the acquisition of a shared controlling stake in Transportadora Associada de Gás S.A. – TAG;
2. To approve the valuation report; and
3. To ratify, pursuant to the contents of Article 256, §1, of the Corporations Law, the joint acquisition by the Company, GDF International and co-investors Caisse de Dépôt et Placement du Québec, of a controlling stake in Transportadora Associada de Gás S.A. – TAG owned by Petróleo Brasileiro S.A. – Petrobras, as approved at the 183rd Meeting of the Company's Board of Directors, held on March 26, 2019.

Additional information on the Agenda of the EGM can be found in the Management's Proposal, a document available on the webpages of the Company (www.engie.com.br/investidores), of B3 (www.b3.com.br) and of the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

We look forward to seeing you at the meeting.

Sincerely,

Maurício Stolle Bähr

Chairman of the Board of Directors

2. Information on the Extraordinary General Meeting

Date, Venue and Time

The EGM will be held on October 14, 2019, at the Company's registered offices, at Rua Paschoal Apóstolo Pítsica, 5064, Bairro Agronômica, CEP 88025-255, in the city of Florianópolis, the state capital of Santa Catarina, beginning at 11:30 a.m.

Publication of the Convening Notice

The Convening Notice provided as item 3 hereof will be published on September 13, 16 and 17, 2019, in the *Diário Catarinense* newspaper and the Official Print of the State of Santa Catarina. It will also be made available on the webpages of the Company (www.engie.com.br), of B3 (www.b3.com.br) and of the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

Documents and information made available to the Shareholders

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

(i) TAG Valuation Report as prepared by KPMG Corporate Finance Ltda., pursuant to Article 256, §1, of the Corporations Law; and

(ii) Attachments 19 and 21 of ICVM 481/2009.

Non adoption of the remote voting system

As permitted under Article 21-A, paragraphs 1 and 2, of ICVM 481/09, the Company will **not** adopt the remote voting system for this EGM.

3. Convening Notice

EXTRAORDINARY GENERAL MEETING

CONVENING NOTICE

Pursuant to the legal and statutory provisions, the Shareholders of **ENGIE Brasil Energia S.A.** are hereby convened to the Extraordinary General Meeting to be held on October 14, 2019, beginning at 11:30 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:

EXTRAORDINARY GENERAL MEETING:

1 To ratify the appointment and retainer of KPMG Corporate Finance Ltda. as experts to prepare a valuation report according to the applicable procedures under Article 256 of Law 6,404/76 ("Corporations Law"), in connection with the acquisition of a shared controlling stake in Transportadora Associada de Gás S.A. – TAG;
2 To approve the valuation report; and
3 To ratify, pursuant to the contents of Article 256, §1, of the Corporations Law, the joint acquisition by the Company, GDF International and co-investors Caisse de Dépôt et Placement du Québec, of a controlling stake in Transportadora Associada de Gás S.A. – TAG owned by Petróleo Brasileiro S.A. – Petrobras, as approved at the 183rd Meeting of the Company's Board of Directors, held on March 26, 2019.

Pursuant to the contents of the Corporations Law and CVM Instruction No. 481/2009 ("ICVM481/2009"), we report that the Company has made the following documents and information available to shareholders, at the Company's registered offices and at the Webpages of the Company (www.engie.com.br), of B3 (www.b3.com.br) and of the Brazilian Securities and Exchange Commission (www.cvm.gov.br): (i) TAG Valuation Report prepared by KPMG Corporate Finance Ltda., pursuant to Article 256, §1, of the Corporations Law; and (ii) attachments 19 and 21 of ICVM 481/2009.

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 U.O. 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.

It is noteworthy that the shareholders may participate in the Meeting even if they do not make the prior deposit referred to above, simply by presenting such documents at the opening of the Meeting, pursuant to § 2 of art. 5 of ICVM481/09.

As permitted under Article 21-A, § 2, of ICVM481/09, the Company will not adopt the remote voting system for the Meeting convened herein.

Florianópolis (SC), September 13, 2019.

Maurício Stolle Bähr

Chairman of the Board of Directors

4. Information on the matters on the Agenda

The main purpose of the EGM is to ratify the acquisition of a joint controlling stake in Transportadora Associada de Gás S.A ("TAG"), pursuant to Article 256 of the Corporations Law, as it amounts to a material investment on the part of the Company.

TAG is the largest natural gas transportation company in Brazil, with approximately 4,500 kilometers in gas pipeline infrastructure along the entire coastline of Southeastern and Northeastern Brazil. An additional stretch of pipelines connects Urucu (an oil province in the middle of the Amazon) and Manaus (AM). The network also has 12 gas compression facilities (six TAG's own and six under contract) and 91 outlets.

The main events in connection with the acquisition have been disclosed to shareholders and the market at large by means of several Material Fact announcements available at the Company's website, www.engie.com.br/investidores.

For the purposes of the procedures set forth in Article 256 and its §§ of the Corporations Law, KPMG Corporate Finance Ltda. was retained to prepare an Economic and Financial Valuation Report on TAG.

To conclude, therefore, the following matters will be on the EGM's Agenda:

1. To ratify the appointment and retainer of KPMG Corporate Finance Ltda., as experts for the preparation of the valuation report;
2. To approve the valuation report; and
3. To ratify the Company's acquisition, together with GDF International and joint investors Caisse de Dépôt et Placement du Québec, of a controlling stake in TAG.

Additional information on the Agenda of the EGM can be found in the Management's Proposal, a document available on the webpages of the Company (www.engie.com.br/investidores), of B3 (www.b3.com.br) and of the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

Finally, the Board of Executive Officers recommends approval of the matters at hand, as the acquisition of TAG will stand as one more step ahead in the diversification of the Company's businesses, materializing the strategy of becoming a key player in Brazilian infrastructure and reinforcing the Company's commitment to generating value for its shareholders and other stakeholders.