ENGIE Brasil Energia S.A.
TAG Acquisition

April 8, 2019

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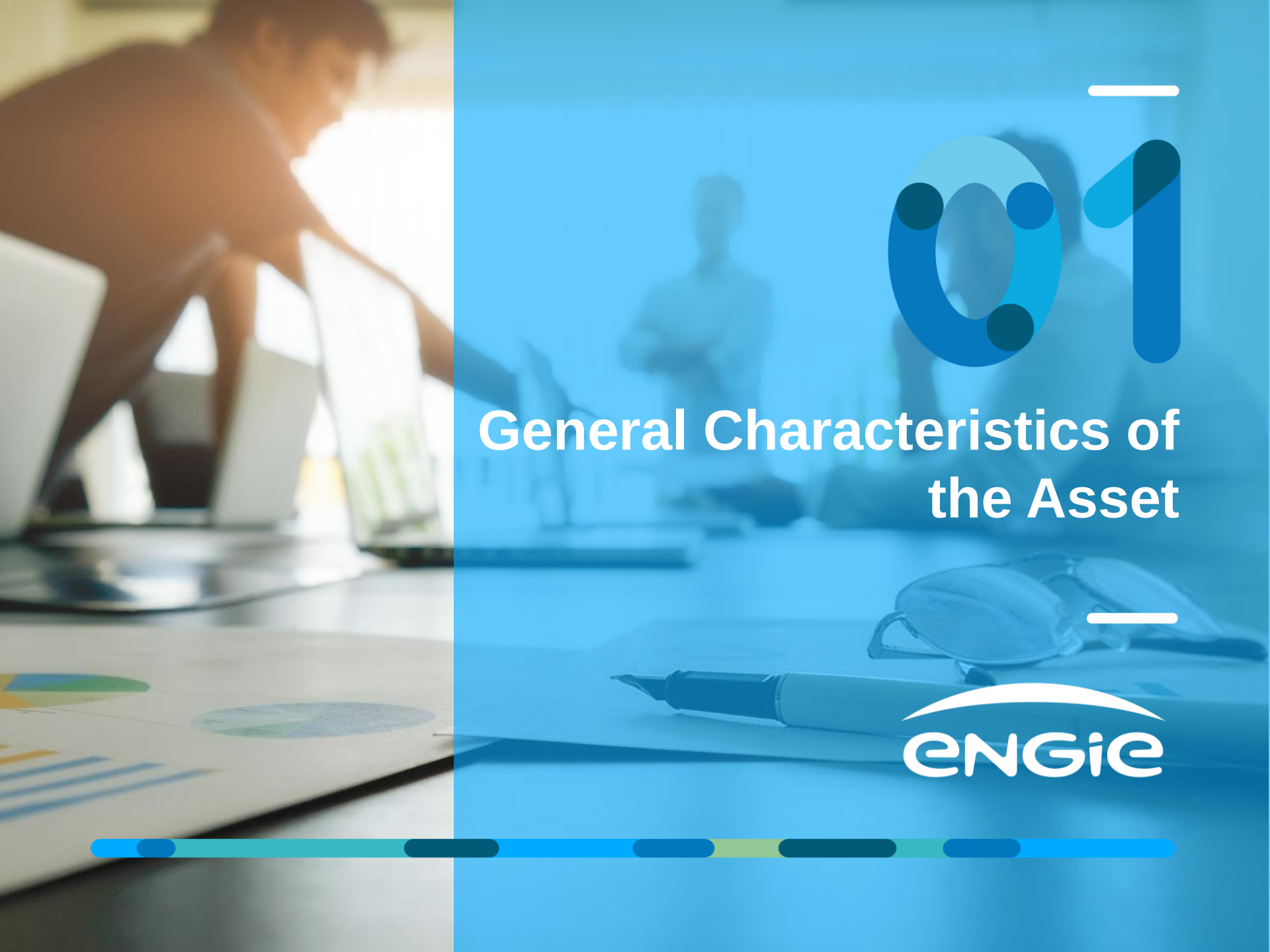


General Characteristics of the Asset

Acquisition Rationale

Transaction Structure

Next Steps



01

General Characteristics of the Asset

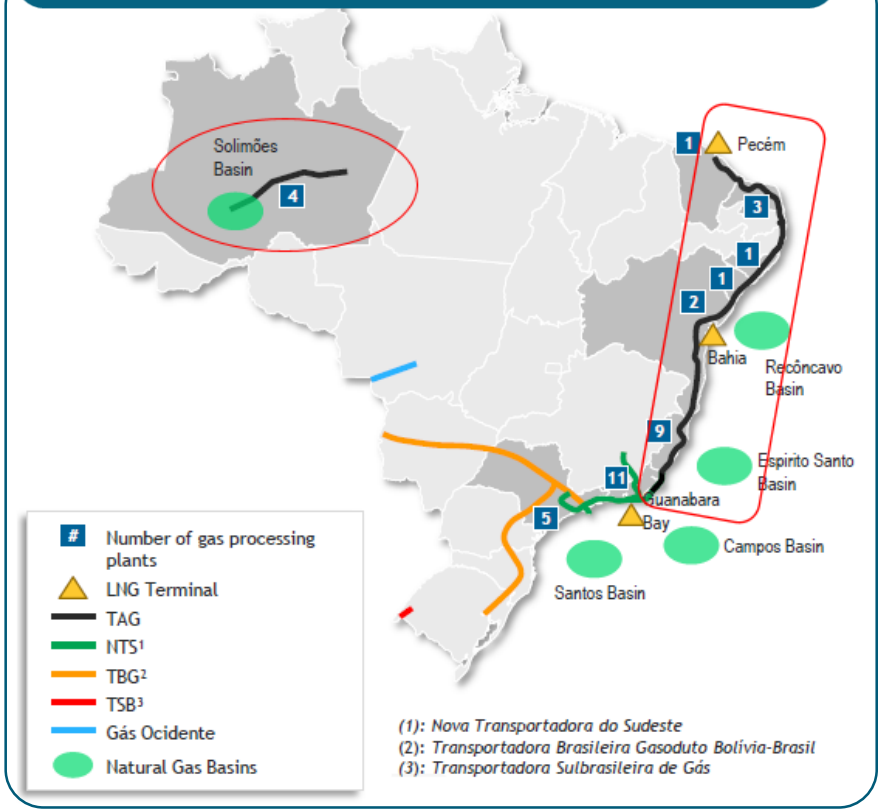
HIGHLIGHTS
principal characteristics

The largest natural gas transmission company in the country with contracted firm capacity for transporting more than 70 million m³/day.

Principal characteristics

- 4,500 km high pressure gas pipelines on the Northeast coast (3,700 km) and the Amazon Region (800 km)
- 12 compression stations (6 proprietary and 6 subcontracted)
- Network with various interconnection points:
  - 8 gas distributors
  - 91 delivery points
  - Refineries, fertilizer and thermoelectric plants supplied
  - 12 gas entry points (including 2 terminals NLG)
- Operation and maintenance 100% contracted with Transpetro

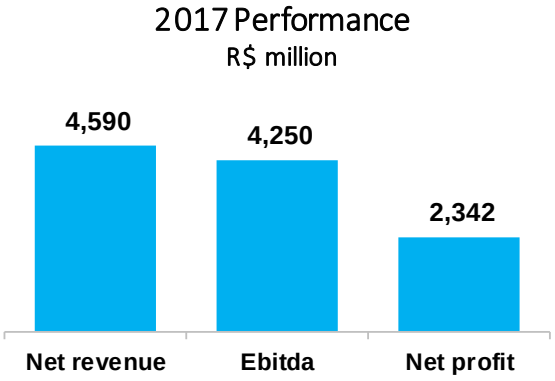
Gas pipeline network - TAG



HIGHLIGHTS
principal characteristics

High degree of long-term contracting in the regulated environment.

Principal Points



- 4 ship-or-pay agreements in effect; 1 pending finalization
- Assets strategically located and low regulatory risk
- Assets in operation
- Volume 100% contracted on average for 12 years

Gas Transmission Agreements

Gas Pipelines	Size (km)	Agreement Maturity	Termination of Authorization	Contracted Volumes (MM m³/day)
Gasene	1,401	Nov/2033	Mar/2039	30.3
Malha NE	2,002	Dec/2025	Mar/2039	21.6
Pilar-Ipojuca	189	Nov/2031	Nov/2041	15.0
Urucu-Coari -Manaus	802	Nov/2030	Nov/2040	6.3
Lagoa Parda Vitoria	81	Signature pending	Mar/2039	1.1
Total	**4,475**			**74.3**



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Acquisition Rationale

ENGIE BRASIL ENERGIA STRATEGY

Growth in renewable sources

Greater proximity to clients

Creation of investments platform in energy infrastructure

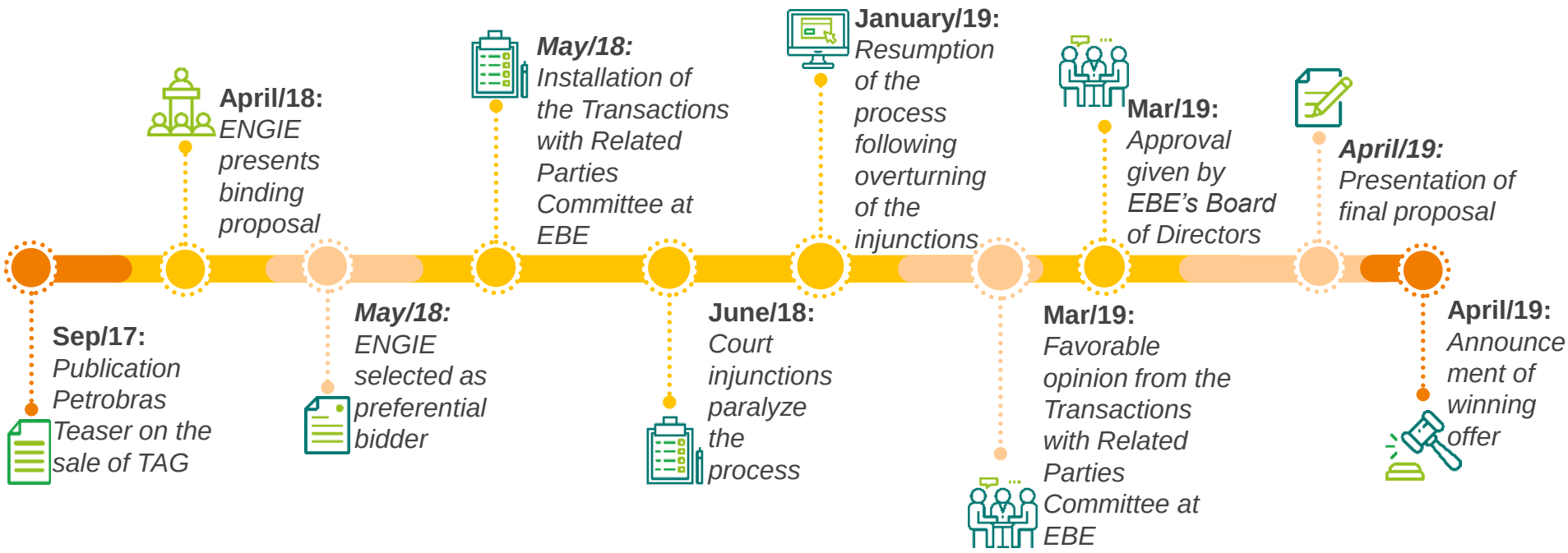
Expansion of operational efficiency via state-of-the-art technology



03

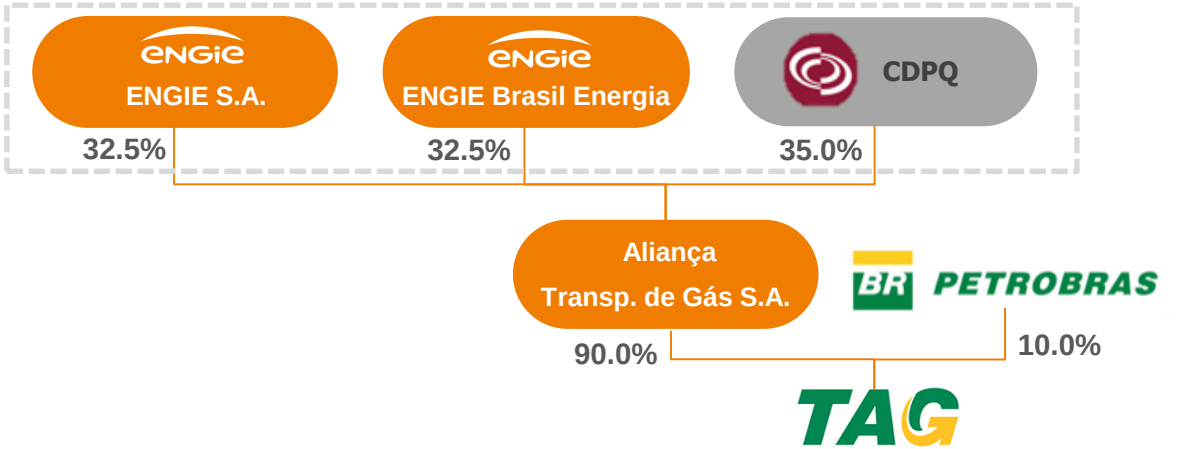
Transaction Structure

SUMMARIZED TIMELINE OF TRANSACTION



DESCRIPTION OF THE ACQUISITION
Win-win deal

Consortium formed by ENGIE, EBE and CDPQ acquires 90% stake of TAG. Petrobras remains with 10% of the company's.



- ✓ Enterprise Value: R$ 35.1 billion for 100% of TAG (base Dec 2017).
- ✓ Win-win deal for EBE and Petrobras.
- ✓ Aliança Transportadora de Gás S.A. will leverage the acquisition.
- ✓ Earnings contribution from the beginning.
- ✓ Operation contract with Transpetro.



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Next Steps

NEXT STEPS

- ✓ Internal Approvals at Petrobras and EBE.
- ✓ Approvals in regulatory bodies: Cade, European Union anti-trust authority, etc
- ✓ Financial Closing estimated for May 2019.

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