

CORPORATIVE GOVERNANCE REPORT - Instr. CVM 586 "Comply or Explain"

Shareholders			
Principle	Recommended Practice	Adopts?	Justification (where applicable)
1.1 Shares structure	1.1.1 The company's equity stock must be made up entirely of common shares	Yes	
1.2 Shareholders agreement	1.2.1 Shareholders agreements must not bind the exercise of the voting rights of a manager or a member of the oversight and control bodies	Not applicable	
1.3 General Meetings	1.3.1 The executive board must use the general meeting to communicate the steering of the company's business , in connection with which management must publish a manual intended to facilitate and stimulate attendance at general meetings	Yes	
1.3 General Meetings	1.3.2 Minutes must enable a full understanding of the discussions had at the meeting, even if drawn as a summary of events, and must identify the votes cast by the shareholders	Yes	
1.4 Defensive measures	1.4.1 The Board of Directors must critically analyze the advantages and disadvantages of defensive measures and the characteristics thereof, in particular of triggers and price parameters where applicable, explaining any such.	Not applicable	
1.4 Defensive measures	1.4.2 No clauses shall be used that prevent their removal from the Statutes, the so-called 'written-in-stone clauses'	Not applicable	
1.4 Defensive measures	1.4.3 Should the Statutes require holding a public acquisition offer ("oferta pública de aquisição de ações" – OPA), whenever a shareholder or group of shareholders directly or indirectly attains a relevant share of the voting stock , the rules governing the setting of the price of the offering must not impose premiums significantly in excess of the shares' economic or market value.	Not applicable	
1.5 Control change	1.5.1 The company's statutes must provide that: (i) transactions amounting to a direct or indirect transfer of control must be accompanied by a public acquisition offer (OPA) open to all shareholders at the same price and under the same conditions obtained by the selling shareholder; (ii) management must speak on the terms and conditions of corporate reorganizations, capital increases and other transactions leading to a control change, and verify that they ensure fair and equitable treatment to the Company's shareholders	Yes	
1.6 Management manifestation at OPAs	1.6.1 The Statutes must require Board of Directors to provide an opinion on any OPA whose subject is shares or securities that can be converted into or exchanged for the company's equity shares, such an opinion to contain, among other relevant information, Management's opinion on the acceptance of the OPA and the economic value of the company	Yes	
1.7 Profits apportioning policy	1.7.1 The company must draft and disclose a profits apportioning policy to be defined by the Board of Directors. Among other aspects, such a policy must provide for the periodical payment of dividends and for the definition of the respective amount (percentage of adjusted net earnings and of free cash flow, among others)	Yes	
1.8 Mixed-economy companies	1.8.1 The Statutes must clearly and accurately identify, in a specifically intended chapter, the public interest that justifies creating a mixed economy society	Not applicable	
1.8 Mixed-economy companies	internal policies, mechanisms and controls to determine the costs of service to public interest and compensation to the company or other shareholders and investors by the controlling shareholder	Not applicable	

		Management Board	
Principle	Recommended Practice	Adopts?	Justification (where applicable)
2.1 Atributions	<p>2.1.1 The Board of Directors must, at no loss to other legal and statutory duties and other practices as provided in the Code:</p> <p>(i) define business strategies , in the light of the impacts of the company's activities on society and the environment, aiming at the company's long-term viability and the creation of long-term value;</p> <p>(ii) periodically evaluate the company's risk exposure and the effectiveness of its risk management systems, internal controls and integrity/compliance system, and approve a risk-management policy compatible with its business strategies;</p> <p>(iii) define the company's ethical values and principles and uphold maintenance of the issuer's transparency in its relationships with all stakeholders;</p> <p>(iv) annually review the corporate governance system with the purpose of improvement</p>	Partially	<p>The company is fully compliant with items (i), (ii) and (iii) and partly compliant with item (iv). The corporate governance is reviewed regularly, but annual periodicity is not formally determined. Therefore, the governance systems improvement is under constant review by Management, as needed to mitigate risks, capture management improvement opportunities and meet regulatory requirements. In 2017, for example, the Company voted in favor of all recommended additions to Novo Mercado regulations, a position discussed and approved by the Board of Directors at its 164th meeting (June 2017). Thus, even though an annual period is set for governance system reviews, these are assured by complying with the Board's internal bylaws, which provides that the body must ensure "the establishment of organizational structures and procedures to attain its objectives, ensuring control over the Company and providing information and clarifications to shareholders". The Company works for, in the new version of the Bylaws, to be submitted for approval in 2019, such revision shall occur annually.</p> <p>Related to the compliant requirements:</p> <p>Item (i) – Compliant. As provided in Clause 5 of the Board of Directors' Internal Bylaws, a public-access document, the body is responsible for "determining the Company's objectives and values, deciding on its strategic business objectives". According to this, strategy-setting aims to create long-term value, including, to this end, the analysis of sustainability-related aspects and impacts on the economic, social and environmental spheres. In this sense, it is worth emphasizing that annual goals and business objectives (multi-annual), the Company's main strategic planning instruments, undergo annual Board approval.</p> <p>Item (ii) – Compliant. The Company's Risks and Opportunities Management Policy, approved by the Board of Directors in 2016, drives strategic analysis of such aspects – a practice that involves employees, managers and officers, in addition to the Risk Management Committee. Exposure assessment takes place by means of the Business Risks Matrix, which undergoes annual Board review in an analysis that comprehends identifying and categorizing risks as to their likelihood of occurrence and significance in terms of financial, strategic and operational impact. In addition, the Company embraces a strict internal controls program – audited by an independent third party – which addresses tens of processes in addition to analysis of the overall control environment, based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) methodology. This analysis, as well as the program's results, is submitted to the Board of Directors for a review of its effectiveness and alignment with management policies and guidelines, in particular the Code of Ethics, the Conflict of Interests Prevention Policy, and the Ant-Corruption and Bribery Policy.</p> <p>Item (iii) – Compliant. It is the Board's duty to establish the Company's mission, vision and values, as well as to assess the effectiveness of management mechanisms adopted to align practice with such vectors – to include policies and guidelines such as the Code of Ethics and the Stakeholders Engagement Policy, which provide for a transparent relationship with all stakeholders</p>
2.2 Board of Director composition	<p>2.2.1 The Statutes must provide that:</p> <p>(i) the Board of Directors be made up of a majority of external members, with a minimum of one-third independent members ;</p> <p>(ii) the Board of Directors must evaluate and disclose, annually, who the independent members are , and indicate and justify any circumstances that may compromise their independence</p>	No	<p>In relation to item (i), in accordance with the Novo Mercado regulation of B3, the Company maintains at least 20% of independent directors , which it considers appropriate, considering the existence of a majority controlling shareholder. There is no mention of external and internal members in the Statute, even though currently 100% of the members are external. Regarding item (ii), in the Management's assessment, the independence criteria analyzed in the members election at the Shareholders' Meeting are adequate and valid in the exercise of their mandate. From the approval of the Indication Policy, in preparation, this mechanism will be reviewed. It is understood, however, that the purpose of such policy is now partially met by compliance with the Internal Regulations of the Board of Directors in force, which defines responsibilities, standards and behaviors to be adopted by board members.</p>
2.2 Board of Director composition	<p>2.2.2 The Board of Directors must approve an appointment policy establishing:</p> <p>(i) the appointment process for members of the Board of Directors, including an indication of participation of other corporate bodies in said process; and</p> <p>(ii) that the Board of Directors must be composed in the light of the members' time available to carry out their duties and the diversity of knowledge bases, experience, behaviors, cultural aspects, age range and gender</p>	No	<p>There is no Policy of Indication currently in force , which is being drafted. It is understood, however, that the purpose of such policy is now partially met by compliance with the Internal Regulations of the Board of Directors in force, which defines responsibilities, standards and behaviors to be adopted by board members.</p>
2.3 Chairman	<p>2.3.1 The CEO must not accumulate the position of Chairman of the Board of Directors</p>	Yes	
2.4 Board evaluation	<p>2.4.1 The company must implement an annual performance evaluation process for the Board of Directors and its committees, such as collegiate bodies, for the Chairman of the Board of Directors, for individual members of the Board, and for the Secretary of Governance, if present</p>	Partially	<p>The Board is currently evaluated at the collegiate level , so that no predetermined mechanisms exist to individually evaluate the body's committees, its Chairman and other members. In the light of the relevance of the Code's recommendations in this sense, the Company has commenced drafting an Evaluation Policy, in a process that is currently under way.</p>
2.5 Succession Planning	<p>2.5.1 The Board of Directors must approve and keep up-to-date a CEO succession plan, development of which must be coordinated by the Chairman of the Board of Directors</p>	No	<p>The succession plan for the Company's CEO is developed and kept up-to-date by the indirect controlling shareholder , ENGIE S.A., with the participation of the Chairman of the Board of Directors – but is not formally approved by the other members of the Board. Management understands that this conduct embraces the Company's organizational culture and reality, even as it ensures mitigation of the risks associated with the succession process.</p>
2.6 Integration of new members	<p>2.6.1 The company must have in place an integration program for new members of the Board of Directors. Such a program must be structured in advance, so that said members are introduced to the company's key people and facilities, and so that essential topics to understanding the company's business are addressed</p>	No	<p>No structure program exists to integrate new members of the Board , so that facilities, processes and key people are introduced to them in non-formalized interactions. In any case, incoming members of the Board receive every guidance needed to best perform their duties, and the Company keeps managers and teams permanently available to clear doubts or provide additional information. The Administration is in the process of implementing the practice, which will be cited in the new internal regiment of the Council, to be published in 2019.</p>

2.7 Board Remuneration	2.7.1 Compensation of the members of the Board of Directors must be proportional to their duties, responsibilities and allotment of time. There must be no compensation based on attendance at meetings, and the variable compensation of the members of the Board, if any, must not be tied in with short-term results	Partially	Different fixed compensation is set for the Chairman of the Board of Directors and for the members representing the Company's employees because of the complexity of their duties and additional activities performed for the Company and its direct controlling company, ENGIE Brasil Participações. All other members receive the same fixed compensation, and the only distinction is between full members and alternates. Management believes that this conduct is in line with best corporate governance practices, since distinction criteria are justifiable and transparent. As recommended by the Code, compensation of the members of the Board of Directors is not based on attendance at meetings. The variable compensation of the Chairman of the Board of Directors and of the members representing the employees is based on short- and long-term indicators. As concerns the Chairman of the Board of Directors, short-term indicators are previously established financial and non-financial objectives. As concerns those representing the employees, it is an average of the amounts paid as Profit and/or Results Sharing, as well as of the Managerial Bonus paid to employees in the previous fiscal year. The long-term indicators for the Chairman of the Board of Directors and for members that have previously held Executive Board positions with the Company are TSR – Total Shareholder Return and EPS – Earnings per Share, which are used as a reference for a deferred stock bonus. In 2017, long-term indicators determined 19% of the Board's total compensation, compared with 17% for short-term indicators – the remaining 63% correspond to fixed compensation. The Company understands that the percentage of the compensation usually paid in connection with short-term results is appropriate to the corporate challenges and commitments established, so that in no way privileges short-term results over the long-term viability of the business.
2.8 Board Internal Regiment	2.8.1 The Board of Directors must be subject to Bylaws standardizing its responsibilities, duties and operating rules, including: (i) the duties of the Chairman of the Board of Directors; (ii) the rules for replacing the Chairman of the Board when absent or when the position becomes vacant; (iii) measures applicable under situations of conflict of interests ; and (iv) definition of a sufficient advance period for receipt of materials to be discussed at meetings, addressing the subject matters with appropriate depth	Partially	The Company is fully compliant with items (i); (ii) and (iii) – which are provided for in the Bylaws of the Board of Directors and in the Statutes – but there is no formally defined advance period for the submission of materials – item (iv). Management practice is to provide such materials as early as possible. The Company discusses a minimum deadline for submission, which will be included in the next version of the Board Regulations, which will be submitted for approval in 2019.
2.9 Board meetings	2.9.1 The Board of Directors must define an annual calendar with the dates of regular meetings, which must be no less than six and no more than twelve per year, and extraordinary meetings are to be convened as needed. Said calendar must provide an annual themes agenda covering the relevant topics and dates of discussion	No	There is definition of an annual calendar with the dates of the regular meetings and forecast of the thematic agenda with relevant subjects and dates of discussion. However, these occur quarterly, as provided in art. 17 of the Company's Bylaws, therefore, less than six according to the Code. The Company intends to increase this number to six, as provided in the Code, to be included in the next version of the Bylaws, to be submitted for approval in 2019. The convening of extraordinary meetings takes place according to the Code.
2.9 Board meetings	2.9.2 Board meetings must regularly provide for exclusive external member sessions without the presence of executives and any other guests, to align the external members and for the discussion of potentially embarrassing topics	No	Currently, these meetings are not covered the Internal Rules of the Administration Committee . The Company is reviewing this document, and evaluates the application of such practice.
2.9 Board meetings	2.9.3 The minutes of the meetings of the Board must be clearly drafted and keep a record of deliberations made, people present, dissenting votes and abstaining votes	Yes	Yes, the Council's Rules of Procedure provide for such mechanisms.

Executive Board			
Principle	Recommended Practice	Adopts?	Justification (where applicable)
3.1 Atributions	3.1.1 The executive board must, at no loss to its legal and statutory duties and other practices as provided in the Code: (i) carry out the risk-management policy and, whenever needed, propose to the Board potential needs to review this policy because of changes in the risks to which the company is exposed; (ii) implement and maintain effective mechanisms, processes and programs to monitor and disclose the company's financial and operational performance and the impacts of its activities on society and the environment.	Yes	
3.1 Atributions	3.1.2 The executive board must have bylaws of its own establishing its structure, form of operation, and roles and responsibilities	Yes	
3.2 Executive indications	3.2.1 There must be no reserved officer or manager positions to be filled by direct appointment by the shareholders	Yes	
3.3 Executive Board evaluation	3.3.1 The CEO must be evaluated annually according to a formal process conducted by the Board of Directors , based on the verified attainment of financial and non-financial performance goals as established for the company by the Board of Directors	No	The Chairman of the Board of Directors annually conducts the formal evaluation of the members of the Board of Executive Officers, including the Chief Executive Officer. This evaluation also considers financial and non-financial results, thus complying with the Code. Although the other members of the Board of Directors do not currently participate in this evaluation , the process is aligned with the methodology and systems adopted globally by the controlling group, ENGIE, following the good practices of people management and performance.

3.3 Executive Board evaluation	3.3.2 The results of the evaluations of other officers , including CEO proposals for goals to be agreed and the permanence, promotion or termination of executives from the respective positions, must be presented, analyzed, discussed and approved at a meeting of the Board of Directors	No	The Chairman of the Board of Directors annually conducts the formal evaluation of the members of the Board of Executive Officers, including the Chief Executive Officer. This evaluation also considers financial and non-financial results, thus complying with the Code. Although the other members of the Board of Directors do not currently participate in this evaluation , the process is aligned with the methodology and systems adopted globally by the controlling group, ENGIE, following the good practices of people management and performance.
3.4 Executives remuneration	3.4.1 The Executive Board's compensation must be set based on a compensation policy approved by the Board of Directors by means of a formal and transparent process that takes account of the costs and risks involved	No	Compensation of the Company's Executive Board is approved annually by the Board of Directors, but not formal approved policy exists . Amounts are defined based on market surveys conducted by external consultants and follow the executive compensation guidelines defined by ENGIE, the controlling group.
3.4 Executives remuneration	3.4.2 The executive board's compensation must be tied in with results , with medium- and long-term goals clearly and objectively related with the creation of long-term economic value for the company	Yes	The variable remuneration of the members of the Board of Executive Officers is linked to objective performance indicators that enable the generation of value for the Company. The annual indicators are related to financial and non-financial objectives established annually in the Company's strategic planning. The long-term are TSR - Total Shareholder Return and EPS - Earnings per Share, used to pay deferred share-based bonus of the Company.
3.4 Executives remuneration	3.4.3 The incentives structure must be aligned with the risk limits set by the Board of Directors and prevent a single person to control the decision-making process and the respective oversight. No-one must deliberate on their own compensation	Yes	The definition of the objectives is linked to the risk limits defined by the Board of Directors and the decision-making process takes place in the ENGIE controlling group. Therefore, there is no deliberation of the matter by the Company's Management.

Supervisory and Control Bodies			
Principle	Recommended Practice	Adopts?	Justification (where applicable)
4.1 Audit Committee	4.1.1 The statutory audit committee must: (i) include among its duties that of advising the Board of Directors in monitoring and controlling the quality of financial statements, internal controls, risk management and compliance; (ii) be made up of a majority of independent members, and under the coordination of an independent member ; (iii) include at least one independent member with proven cumulative experience in accounting and corporate matters, internal controls, finance, and auditing; and (iv) have a budget of its own for the retainer of consultants on accounting, legal or other matters when an outside expert opinion is required	No	The Company does not currently have an Audit Committee , so that it entrusts to the Statutory Fiscal Council some of the duties usually delegated to such a Committee. Therefore, in addition to its usual responsibilities pursuant to the law, the Fiscal Council is currently responsible for evaluating risk-management and internal controls systems, as well as to provide an opinion on any proposals submitted to the Board of Directors concerning the retainer of additional services from financial statement audit services providers. Although the foregoing mechanisms have proven themselves effective to address the matter at hand, the Company understands that the purview of an Audit Committee is relevant and is working to form one, which should apply starting in 2019.
4.2 Fiscal Council	4.2.1 The fiscal council must have specific bylaws describing its structure, mode of operation, working program, roles and responsibilities, at no loss to the individual actions of its members	No	The Fiscal Council has the resources and Management support necessary for its members to carry out their duties, as the Code suggests. But there are not specific bylaws and, as concerns disclosure, only the minutes of approval of the Financial Statements are published. Adoption of Bylaws for the Fiscal Council is slated to begin in 2019, along with other forms of alignment with the new Novo Mercado requirements.
4.2 Fiscal Council	4.2.2 The minutes of the meetings of the fiscal council must abide by the same disclosure rules as those of the Board of Directors	Yes	
4.3 Independent Audit	4.3.1 The company must establish a policy for the retainer of non-audit services from their independent auditors , such a policy to be approved by the Board of Directors and forbidding the retainer of non-audit services that may compromise the auditors' independence. The company must not retain as an independent auditor anyone who has provided internal audit services for the company less than three years in the past	Yes	
4.3 Independent Audit	4.3.2 The independent audit team must report to the Board of Directors through the audit committee, if one is in place. The audit committee must monitor the effectiveness of the independent auditors' work, as well as their independence. It must also evaluate and discuss the independent auditor's annual working plan and submit it to the appreciation of the Board of Directors	No	The independent auditors report to the Board, but the item is not fully met because there is no Audit Committee in place . The Company is currently working to form such a committee, which is slated to begin operating in 2019.
4.4 Internal Audit	4.4.1 The company must have an internal audit area reporting directly to the Board of Directors	No	Currently, the report is made to the CEO . The Company's audit framework involves a specific internal team as well as the Fiscal Council, which currently plays roles in addition to those usually entrusted to the body pursuant to the law. These roles include, for example, evaluating the risk management and internal controls systems. The creation of the Audit Committee, which is currently under way, these duties will be carried out by the new Committee, which will also be responsible for oversight of internal and external audit activities, as well as activities involving accounting information, internal policies and ethical matters. As a consequence, the Internal Audit team will report to the members of this Committee, and no longer to the CEO (as they currently do). This will ensure added autonomy and equanimity to the area's efforts, improving risk management and corporate governance.

4.4 Internal Audit	4.4.2 If the activity s outsourced , internal audit services must not be provided by the same firm that audits the financial statements. The company must not retain as internal auditors anyone who has provided independent audit services to the company less than three years in the past	Not applicable	
4.5 Risk Management, Internal Controls and Compliance	4.5.1 The company must adopt a risk-management policy approved by the Board of Directors and including the definition of the risks against which it seeks protection, the instruments used to this end, the organizational risk-management structure, an assessment of the adequacy of the operational structure and internal controls in verifying their effectiveness, in addition to setting guidelines for the establishment of acceptable limits for the company's exposure to such risks	Yes	Risk-management and internal controls related matters are fully complied with as per the Code. There is centralized management and annual reporting to the Board of Directors. There is also a formal Risk Management Policy that has been approved by the Board. Date of the latest Board review of the executive board's assessment of the effectiveness of the risk-management policies and systems and of the integrity or compliance program: - Internal Control System (INCOME Program), addressing audit results and 2017 certification – 171st Meeting of the Board of Directors, on Feb./22/2018. - 2017 Risks and Opportunities Matrix, a method used to evaluate risks and opportunities, analyze their probabilities and financial impacts, and action plans to mitigate and monitor such risks– 172nd Meeting of the Board of Directors, on Apr./19/2018.
4.5 Risk Management, Internal Controls and Compliance	4.5.2 the Board of Directors must make sure that the executive board has mechanisms and internal controls in place to identify, evaluate and control risks so as to keep them at levels compatible with the limits set , including a compliance program intended to ensure alignment with the law, regulations and external and internal standards	Yes	Risk-management and internal controls related matters are fully complied with as per the Code. There is centralized management and annual reporting to the Board of Directors. There is also a formal Risk Management Policy that has been approved by the Board. Date of the latest Board review of the executive board's assessment of the effectiveness of the risk-management policies and systems and of the integrity or compliance program: - Internal Control System (INCOME Program), addressing audit results and 2017 certification – 171st Meeting of the Board of Directors, on Feb./22/2018. - 2017 Risks and Opportunities Matrix, a method used to evaluate risks and opportunities, analyze their probabilities and financial impacts, and action plans to mitigate and monitor such risks– 172nd Meeting of the Board of Directors, on Apr./19/2018.
4.5 Risk Management, Internal Controls and Compliance	4.5.3 The executive board must, at least annually, evaluate the effectiveness of the risk management and internal controls systems , as well as that of the compliance program, and report to the Board of Directors in connection with this evaluation	Yes	Risk-management and internal controls related matters are fully complied with as per the Code. There is centralized management and annual reporting to the Board of Directors. There is also a formal Risk Management Policy that has been approved by the Board. Date of the latest Board review of the executive board's assessment of the effectiveness of the risk-management policies and systems and of the integrity or compliance program: - Internal Control System (INCOME Program), addressing audit results and 2017 certification – 171st Meeting of the Board of Directors, on Feb./22/2018. - 2017 Risks and Opportunities Matrix, a method used to evaluate risks and opportunities, analyze their probabilities and financial impacts, and action plans to mitigate and monitor such risks– 172nd Meeting of the Board of Directors, on Apr./19/2018.

Ethics and Conflict of Interest

Principle	Recommended Practice	Adopts?	Justification (where applicable)
5.1 Code of Conduct and Whistleblower Channel	5.1.1 The company must have in place an independent and autonomous conduct committee reporting directly to the Board of Directors , and responsible for implementing, disseminating, training, reviewing and updating the code of conduct and the whistleblowing channel, as well as conducting investigations and proposing corrective steps in connection with breaches of the code of conduct	No	The Company has a Code of Ethics approved by the Board, and there is an Ethics Committee formally established. However, this is subordinated to the Chief Executive Officer, not to the Board of Directors . The Company is in the process of structuring the Audit Committee, which is expected to be in force as of 2019. As soon as it is established, issues related to ethics (report of the Committee, handling of complaints, training) will be under the management of this body.

5.1 Code of Conduct and Whistleblower Channel	5.1.2 The code of conduct , to be developed by the executive board with support from the conduct committee and approved by the Board of Directors , must: (i) govern the company's internal and external relationships, expressing the expected commitment of the company, its directors, officers, shareholders, employees, suppliers and stakeholders to the adoption of appropriate conduct standards; (ii) manage conflicts of interest and provide for the abstention of a member of the Board of Directors, of the audit committee or of the conduct committee, if any, that, as the case may be, is in a situation of conflict; (iii) clearly define the scope and reach of actions intended to investigate situations deemed to have occurred with the use of privileged information (such as the use of privileged information for commercial purposes or to obtain advantages while trading securities); (iv) provide that ethical principles shall be the basis for the negotiation of contracts, agreements, proposed amendments to the Statutes, as well as to company-wide policies, and establish a maximum value for goods or services from third parties that managers and employees may accept free of charge or under favored conditions	Yes	
5.1 Code of Conduct and Whistleblower Channel	5.1.3 The whistleblowing channel must be independent, autonomous and impartial, operating under guidelines defined by the executive board and approved by the Board of Directors. It must operate in an independent and impartial manner and guarantee the anonymity of its users, in addition to promoting the required investigations and measures in a timely manner. This service may be entrusted to a third party with proven capabilities	Yes	The structure of the Ethics Committee involves managers from different areas of the Company - Audit, Legal Counsel and Human Resources -, as well as the Administrative Officer. It is the responsibility of this group to disclose, apply and monitor adherence to the ethics guidelines established by the Company, aiming at the prevention of ethical risk and the promotion of good practices. According to the Code of Ethics and the Policy to Combat Corruption and Bribery, the Ethics Committee is the priority and confidential channel for receiving complaints, which can be sent by email (comitedeetica.brenergia@engie.com) or by the area specific to the Company's website (https://www.engie.com.br/fale-conosco)
5.2 Conflict of interests	5.2.1 The company's governance rules must assure clear segregation and definition of the duties, roles and responsibilities associated with the mandates of all governance actors . They must also define the decision-making authority of each level of jurisdiction to minimize potential focal points for conflicts of interests	Yes	The Statutes, the Bylaws of the Board of Directors and the Code of Ethics address conflicts of interests and segregation of duties in a rather clear and comprehensive manner . In addition, in February 2017, the Company's Board of Directors approved the Conflict of Interests Prevention Policy, which establishes guidelines to identify and avoid risky situations associated with the matter.
5.2 Conflict of interests	5.2.2 The company's governance rules must be made public and provide that an individual who is not independent as concerns a matter under discussion or deliberation at the company's management or oversight bodies must indicate, in a timely manner, their conflict of interests or private interest . Should they fail to do so, such rules must provide for another to indicate the conflict, should they become aware of it, and as soon as a conflict of interests is identified in connection with a given topic, the person in question must withdraw, including in physical terms, from such discussions and deliberations. The rules must clearly provide that such a temporary withdrawal be entered into minutes	Yes	The Statutes, the Bylaws of the Board of Directors and the Code of Ethics address conflicts of interests and segregation of duties in a rather clear and comprehensive manner . In addition, in February 2017, the Company's Board of Directors approved the Conflict of Interests Prevention Policy, which establishes guidelines to identify and avoid risky situations associated with the matter.
5.2 Conflict of interests	5.2.3 The company must have in place conflict of interest management mechanisms at votes submitted to the general meeting, as a means to receive and process claims of conflicts of interests, as well as to nullify votes cast under conflict of interest, even if after the ballot	Partially	The Company has mechanisms for administering conflicts of interest in the votes submitted to the general meeting, but not to cancel votes after the conclave .
5.3 Related Party Transactions	5.3.1 The Bylaw must define what transactions with related parties require the approval of the Board of Directors , with the withdrawal of any members with interests in potential conflict	No	The definition of transactions with related parties that must be approved by the Board of Directors is contained in the Internal Administrative Rule, and not in the Bylaws . The Company is studying the adoption of such practice in the ongoing statutory review, which will be submitted for approval in 2019.

5.3 Related Party Transactions	5.3.2 the board of Directors must approve and implement a policy for transactions with related parties to include, among other rules: (i) a provision that, before specific transactions or guidelines for the conduction of transactions are approved, the Board of Directors must request to the Executive Board market alternatives to the transaction with related parties at hand, adjusted by the risk factors involved; (ii) a ban on forms of compensation for advisors, consultants or intermediaries that generate a conflict of interests with the company, its managers, its shareholders or shareholder classes; (iii) a ban on loans to the controlling shareholder and managers; (iv) cases of transactions with related parties that require independent expert opinions to be drafted with no involvement of any party to the deal in question, whether it may be, among others, a bank or a specialized consultancy firm, based on realistic	No	There is no Related Party Transactions Policy , although some of the items in the Code are covered by the Rules of Procedure of the Independent Special Committee for Related Party Transactions in Force, Internal Administrative Rules and Bylaws. All of the aforementioned documents are being reviewed, and a Related Party Transaction Policy is in preparation, scheduled for 2019.
5.4 Securities Trading Policy	5.4.1 The company must adopt, pursuant to a decision of the Board of Directors, a policy for the trading of securities that, at no loss to compliance with the rules provided by CVM regulations, set forth controls to enable monitoring trades made, as well as identifying and punishing those responsible in the event of noncompliance with the policy	Yes	All employees who have access to relevant information sign the Term of Adhesion to the Policy. The quarterly control and updating of the Membership Terms is maintained, as well as a monthly control of the shareholding movement of the members of the Board of Directors and of the Board of Directors and Fiscal Council ("administrators"). There is no regular control of the stock movement of all employees.
5.5 Policy on Contributions and Donations	5.5.1 To ensure greater transparency in the use of the company's resources, a policy must be drawn to cover voluntary contributions , including those related with political activities, to be approved by the Board of Directors and enforced by the Executive Board and containing clear and objective principles and rules	Partially	The principles and rules used for donations of funds follow Internal Rules and Procedures, and are therefore not approved by the Board of Directors. Donations related to political activities are prohibited, according to the Code of Ethics.
5.5 Policy on Contributions and Donations	5.5.2 The policy must provide that the Board of Directors be the body responsible for approving all disbursements related with political activities	Yes	
5.5 Policy on Contributions and Donations	5.5.3 The policy governing voluntary contributions of State-controlled companies , or companies with repeated and relevant commercial ties with the State, must ban contributions or donations to political parties or individuals associated therewith, even if permitted in law	Not applicable	