



**CNPJ/MF 02.474.103/0001-19 – NIRE 4230002438-4
A Publicly Listed Company - CVM Registration 1732-9**

**MINUTES OF THE ONE HUNDRED AND EIGHTY-EIGHTH MEETING OF THE
BOARD OF DIRECTORS OF ENGIE BRASIL ENERGIA S.A.**

On the 6th day of August in the year two thousand and nineteen, at 9 a.m. at Av. Presidente Wilson, 231, 22nd floor, Center, in the city and state of Rio de Janeiro, following its regular convening, a meeting of the members of the Board of Directors of ENGIE Brasil Energia S.A., was held, the following effective members being present: Maurício Stolle Bähr, Manoel Arlindo Zaroni Torres, Paulo de Resende Salgado, José Pais Rangel, Leonardo Augusto Serpa, and in the light of the justified absences of the directors Dirk Achiel Marc Beeuwsaert, Paulo Jorge Tavares Almirante, Pierre Jean Bernard Guiollot and Roberto Henrique Tejada Vencato, their respective Alternates, Gil de Methodio Maranhão Neto, Raphael Vincent Philippe Barreau, Simone Cristina De Paola Barbieri and Luiz Antonio Barbosa. Also present were Eduardo Antonio Gori Sattamini, Chief Executive Officer and Chief Financial and Investor Relations Officer and Carla Carvalho de Carvalho, President of the Fiscal Council.

The meeting was presided by the Director, Maurício Stolle Bähr, who proposed that I, Cristina Rigggenbach, should act as the meeting's secretary, the proposal being duly seconded by the other directors present. Welcoming those present, the Chair called the meeting to order, placing the matters on the Agenda of the Day in discussion in accordance with convening notice CA-008/2019 of July 30, 2019 as follows: 1 – Matters for Resolution: Item 1.1— To approve the Account Statements for the 2nd Quarter 2019; Item 1.2 – To decide on interim dividends; Item 1.3 – To approve the execution by the subsidiary, Usina Termelétrica Pampa Sul S.A., of the agreement for operation of the water and effluent treatment systems; Item 1.4 – To approve the execution by the subsidiary, Usina Termelétrica Pampa Sul S.A., of an addendum to the agreement for performing the owner's engineering services of the onshore portion; Item 1.5 – To approve the execution by the Company of the addendum to the agreement for modernization of Salto Osório HPP; Item 1.6 – To approve the execution by the subsidiary, ENGIE Transmissora de Energia Ltda., of an addendum to the agreement of EPC-M for the installation of the Transmission Line; Item 1.7 – To approve the execution by the Company, of an addendum to the agreement for the food and meal voucher benefit agreement; Item 1.8 – To approve the renovation of the Operational Risks Insurance; Item 1.9 – To approve the Company's new organizational structure and the duties of the Chief Officers; Item 1.10 – To take cognizance of the resignation of the Chief Business Development Officer and the Chief Strategy and Regulation Officer; Item 1.11 – To elect the Chief Financial Officer and the Chief New Businesses, Strategy and Innovation Officer; 2 – Matters for Cognizance: Item 2.1 – To take cognizance of the negotiations for contracting



financing for the Umburanas Project; Item 2.2 – To take cognizance of the electric power purchasing and sale agreements; and 3 – General Matters.

RESOLUTIONS:

After discussion of the matters, the Chair put the items on the Agenda of the Day to the vote, the Directors deciding as follows:

1 – Matters for Resolution:

Item 1.1 – Pursuant to the presentation made, documentation for which is filed with the Company and after the rendering of the requested clarifications, the directors unanimously approved, the results for the 2nd Quarter 2019, understanding that they adequately represent the Company's numbers and results for the period;

Item 1.2 – Matter withdrawn from the day's agenda, to be submitted to this Board in due course;

Item 1.3 – Pursuant to the terms of the conditions and amounts presented, document for which is filed with the Company, clarifications on the matter having been provided, unanimous approval was given for the execution by the subsidiary, Usina Termelétrica Pampa Sul S.A., of the agreement for operation of the water and effluent treatment systems to be signed with Suez Water Technologies and Solutions Brasil Tratamento de Águas Ltda. Given that the contracted company is not a corporation controlled by the ENGIE Group and based on the result of the tender process realized, the independent directors took the position that it would not be necessary to install the Special Independent Committee for Transactions with Related Parties, concluding that the transaction fulfills arms-length conditions;

Item 1.4 – Pursuant to the terms of the conditions and amounts presented, document for which is filed with the Company, clarifications on the matter having been provided, unanimous approval was given for execution by the subsidiary, Usina Termelétrica Pampa Sul S.A., of an addendum to the agreement for execution of the owner's engineering services of the onshore installment, signed with Tractebel Engineering Ltda., limited to the amount presented;

Item 1.5 – Pursuant to the terms of the conditions and amounts presented, document for which is filed with the Company, clarifications on the matter having been provided, unanimous approval was given for execution by the Company of an addendum to the agreement signed with GE Energias Renováveis Ltda. for modernization of the Salto Osório Hydroelectric Power Plant – UHSO;

Item 1.6 – Pursuant to the terms of the conditions and amounts presented, document for which is filed with the Company and following discussion of the matter, unanimous approval was given for the execution by the subsidiary, ENGIE Transmissora de Energia Ltda., of an addendum to the agreement of EPC-M for implementation of the Transmission Line signed with Tabocas Participações Empreendimentos S.A.;



Item 1.7 – Pursuant to the presentation made, documentation for which is filed with the Company, clarifications on the matter having been provided, unanimous approval was given for execution of an addendum to the agreement to supply food, restaurant and transportation vouchers to the employees of the Company and its subsidiaries, signed with Companhia Brasileira de Soluções e Serviços - Alelo;

Item 1.8 – Pursuant to the presentation made, document for which is filed with the Company, unanimous approval was given for the renewal of the Operational Risks Insurance for the amounts and general conditions presented, the acts which may have already been practiced within the scope of this resolution being hereby validated;

Item 1.9 – Pursuant to the presentation made, document for which is filed with the Company, clarifications on the matter having been provided, unanimous approval was given to the new organizational structure of the Company, altering the current denominations of the following executive officer positions: a) “Chief Executive Officer” to “Chief Executive and Investor Relations Officer”; b) “Chief Strategy and Regulation Officer” to “Chief Regulation and Market Officer”; c) “Chief Business Development Officer” to “Chief New Businesses, Strategy and Innovation Officer”; and d) “Chief Financial and Investor Relations Officer” to “Chief Financial Officer”, readjusting some duties of the Executive Officers. Consequently and using the powers pursuant to subitem II of Article 19 of the Company’s corporate bylaws, the new duties of the members of the management board were approved as follows:

*“i) it is incumbent on the **Chief Executive and Investor Relations Officer – PRE**, in addition to the specific duties pursuant to Paragraph 2 of Article 24 of the corporate bylaws, to:*

- a) Supervise the businesses of the Company and formulate its policies and strategies;*
- b) Maintain an internal audit system, internal controls and compliance;*
- c) Take responsibility for the legal themes and interactions with the Company’s legal advisors;*
- d) Direct relations with the capital and financial markets, representing the company and providing information to the Brazilian Securities and Exchange Commission - CVM, stock market, shareholders and investors; and*
- e) Respond for the Company’s annual sustainability report.*

*ii) it is incumbent on the **Chief Financial Officer – DF** to:*

- a) Undertake the financial, accounting and tax management of the Company and its subsidiaries;*
- b) Prepare and monitor the corporate budget;*
- c) Undertake the financial management of issues relating to the private pension entities sponsored by the Company;*



- d) Coordinate the activities of the financial and tax committees; and*
- e) Provide supporting information for the reports addressed to investors through the CVM and other regulatory bodies.*

*iii) it is incumbent on the **Chief Generation Officer – DG** to:*

- a) Execute the management, operation and maintenance of the Company's generation assets;*
- b) Conduct the physical implementation of new generation projects;*
- c) Conduct the environmental licensing of the generator complex during the implementation phase;*
- d) Take responsibility for the performance of the assets, seeking operational improvements for the generator parks; and*
- e) Promote digitization for management of the assets.*

*iv) it is incumbent on the **Chief New Businesses, Strategy and Innovation Officer – DN** to:*

- a) Coordinate the preparation and implementation of the Company's strategic plan and evaluate and monitor the management of corporate risk;*
- b) Spearhead the identification, analysis and development of new investments in electric energy generation;*
- c) Conduct the business development activities of the Company and ensure that the entire process of new businesses and sale of assets is in line with the Company's strategy, managing the approval thereof through the various inhouse committees, including those relative to the parent company, as well as in respect of the Company's multidisciplinary teams (legal, environmental, regulatory, economic financial, technical, market and commercial);*
- d) Direct the activities of strategy, innovation and management of the research and development programs; and*
- e) Direct the activities of the risk management and innovation committees.*

*v) it is incumbent on the **Chief Regulation and Market Officer – DR** to:*

- a) Propose energy buying and selling operations for management of the Company's market risk;*
- b) Report and monitor the exposure of the contracts portfolio, verifying that operations transacted are aligned to the Company's commercialization policy;*
- c) Effect the planning of the generation area;*
- d) Direct matters of a regulatory nature and of interest to the Company;*



- e) *Analyze price and risks and propose products and strategies for the commercialization of energy;*
 - f) *Coordinate the activities of the Energy Committee; and*
 - g) *Direct the activities of information technology and digitization.*
- vi) *it is incumbent on the **Chief Energy Commercialization Officer – DE** to:*
- a) *Execute the purchases and sale of energy in the free contracting environment and participate in the sale of energy in the regulatory contracting environment in both the physical and/or financial derivatives models;*
 - b) *Propose products and strategies for the purchase and sale of energy, including trading operations and derivative products associated with energy transactions;*
 - c) *Develop new markets and clients and establish products to be commercialized;*
 - d) *Consolidate and administer market information and monitor client satisfaction;*
 - e) *Execute the accounting and commercialization of energy across the Electric Energy Trade Board - CCEE and operationalize the power purchasing and sale agreements; and*
 - f) *Effect the calculation of the invoicing of energy and checking of the power purchasing transaction slips, Tariff for Use of the Electric Distribution System - TUSD, use of water and others, for the purposes of collection and payment.*
- vii) *it is incumbent on the **Chief Administration Officer – DA** to:*
- a) *Direct the activities of the administrative management, documentation, supplies and services;*
 - b) *Coordinate the activities of organization & processes and updating of the organization manual;*
 - c) *Direct the activities of management and development of Company personnel and coordinate the labor relations activities;*
 - d) *Monitor and represent the Company in the management of the private pension plan entities which it sponsors;*
 - e) *Execute initiatives of business and corporate communication, press advisory activities and monitoring of the Company's image;*
 - f) *Direct the environmental activities at the operational phase of the plants, sustainable management of natural and corporate resources and strengthen the social and institutional relationship of the Company; and*
 - g) *Coordinate the activities of the Sustainability Committee.”*



Item 1.10 – The Chair recorded the receipt on July 31, 2019 of the resignation letters presented by Messrs: *i)* Gustavo Henrique Labanca Novo from the position of Chief Business Development Officer as a result of having assumed a new function in the Group, the officer to continue exercising his position until August 15, 2019; and *ii)* Edson Luiz da Silva from the position of Chief Strategy and Regulation Officer as a result of having been nominated to assume a new function in the Group, the officer to remain as head of the new Regulation and Market function until October 1, 2019, the date on which his effective resignation shall occur. The resignations were announced on the same date that cognizance was taken of these resignation letters. The Chair thanked the endeavor, trajectory and dedication of the officers and paid tribute to their notable contributions to the Company’s growth, wishing them success in their new challenges;

Item 1.11 – The following were elected unanimously: *i)* MARCELO CARDOSO MALTA, Brazilian, married, accountant, bearer of identity document 5479304-SSP/RJ, enrolled in the tax register (CPF) under number 001.323.137-58 to the position of Chief Financial Officer; and *ii)* GUILHERME SLOVINSKI FERRARI, Brazilian, married, mechanical engineer, bearer of identity document 2222223-SSP/SC, enrolled in the tax register (CPF) under number 983.378.749-53, to the position of Chief New Businesses, Strategy and Innovation Officer, both of whom to be vested in their positions on August 15, 2019 with a term of office to run for the remaining mandate of the current Management Board, that is until May 8, 2022. Opportunely, President announced that to the position of Chief Regulation and Market Officer had been nominated Marcos Keller Amboni, Brazilian, married, engineer, bearer of identity document 2.809.939-SSP/SC, enrolled in the tax register (CPF) under number 910.214.729-72, albeit his effective election to be submitted to this Board on a date closer to his investiture, scheduled for October 1, 2019;

2. Matters for Cognizance:

Item 2.1 – Pursuant to the presentation made, documentation for which is filed with the Company, the Directors took cognizance of the conditions negotiated with the Brazilian Development Bank - Banco Nacional de Desenvolvimento Econômico e Social – BNDES for the financing of the Umburanas Wind Project, this operation to be submitted for approval of this Board of Directors, as soon as approval is received from the board of the BNDES;

Item 2.2 – Pursuant to the sole paragraph of Article 19 of the Corporate Bylaws and the presentation made, which is filed at the Company, after the due clarifications were rendered, the Directors took cognizance of the electric energy purchase and sale agreements executed by the Company and its subsidiary, ENGIE Brasil Energia Comercializadora Ltda.

3. General Matters: No further matter was raised for discussion and resolution.

CONCLUSION: The floor being given to the Directors present and in addition to the discussions conducted with respect to the matters on the Agenda of the Day, and no other issues being raised, the



time and themes discussed at this meeting being monitored by me, the Secretary, pursuant to the Monitoring of Time and Themes Report, this document being initialed by the members of the chair and placed on record at the registered offices of the Company, the President proceeded to declare the work of the meeting concluded, requesting that I, as Secretary, draft these minutes. The said minutes, having been subsequently read and found correct, were duly signed by the members of the Board of Directors present, including the Chair, and by myself as Secretary. Rio de Janeiro/RJ, August 6, 2019.

Maurício Stolle Bähr
Chairman of the Board and Chair

Cristina Riggerbach
Secretary

Manoel Arlindo Zaroni Torres
Director

José Pais Rangel
Director

Paulo de Resende Salgado
Director

Leonardo Augusto Serpa
Director

Luiz Antonio Barbosa
Alternate Director

Raphael Vincent Philippe Barreau
Alternate Director

Gil de Methodio Maranhão Neto
Alternate Director

Simone Cristina De Paola Barbieri
Alternate Director

Others present:

Eduardo Antonio Gori Sattamini
Chief Executive Officer and Chief
Financial and Investor Relations Officer

Carla Carvalho de Carvalho
President of the Fiscal Council