



Management Proposal

for the Extraordinary General Meeting of 09.09.2019

ENGIE Brasil Energia S.A.

CNPJ: 02.474.103/0001-19

NIRE: 42 3 0002438-4

R. Paschoal Apóstolo Pitsica, 5064

Agronômica - Florianópolis - SC - CEP 88025-255



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PROPOSAL FROM THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY GENERAL MEETING, TO BE HELD ON SEPTEMBER 9, 2019, PURSUANT TO INSTRUCTION 481 OF THE BRAZILIAN SECURITIES AND EXCHANGE COMMISSION (CVM), OF DECEMBER 17, 2009 (ICVM 481/09), AS AMENDED.

Whenever the General Meeting is convened to elect the members of management, the Company shall provide (Article 10 of ICVM 481/09):

- **At least the information shown in items 12.5-12.10 of the Reference Form with respect to the candidates nominated or supported by the management or by the controlling shareholders (article 10, Subsection I of ICVM 481/09)**

The aforementioned data is shown in attachment I hereto. This Meeting shall only elect an effective member and an alternate member of the Board of Directors. Therefore, the information provided in items 12.5-12.10 only concerns the members of this Council.

ATTACHMENT I – COMPOSITION OF THE BOARD OF DIRECTORS

12.5/6 Composition and professional experience of the board of directors

BOARD OF DIRECTORS (nominated candidates)

| Name | Date of birth | Management body | Election date | Independent member |
|--------------------------------------|---------------|---|----------------|--|
| CPF or Passport number | Profession | Elected position held | Tenure date | Nominated by the controlling shareholder |
| Other positions or functions held | | Number of consecutive terms | Term of office | Attendance at 2019 BD meetings |
| Gustavo Henrique Labanca Novo | 03.05.1968 | Member of the Board of Directors | 09.09.2019 | No |
| 000.674.107-07 | Engineer | 22 - Board of Directors (Effective) | 09.09.2019 | Yes |
| - | | 0 (zero) | AGM 2020 | - |
| Raquel da Fonseca Cantarino | 10.16.1972 | Member of the Board of Directors | 09.09.2019 | Yes |
| 025.407.357-38 | Administrator | 28 - Independent Board Member (Alternate) | 09.09.2019 | No |
| - | | 0 (zero) | AGM 2020 | - |

BOARD OF DIRECTORS (nominated candidates)**Gustavo Henrique Labanca Novo – 000.674.107-07**

Born on March 05, 1968, he holds a degree in Electronic Engineering from Universidade Gama Filho and Master in Business Administration from COPPEAD (UFRJ) and postgraduate degree in Business and Projects Evaluation from FGV-RJ. He joined ENGIE Group over 20 years ago, from 1998 to 2000 as projects and business development manager. During the period from 2000 to 2010, act as a financial analyst, senior finance manager and AIFA (Acquisitions, Investment & Financial Advisory) VP. From 2010 to 2015, he was VP for Development and Businesses. Since 2016, he holds the position of Business Development Officer of the Company, having resigned from this position on July 31, 2019, with effect from August 15, 2019. He was also an effective member of the Deliberative Council of Previg Sociedade de Previdência Complementar, an entity constituted by ENGIE Brasil Energia and effective member of the Board of Directors of Energia Sustentável do Brasil S.A. Currently, he holds the position of Superintendent Director at Transportadora Associada de Gás S.A. – TAG and Finance and Administration Officer at Aliança Transportadora de Gás Participações S.A. Also, member of the Board of Directors of Usina Termelétrica Pampa Sul S.A.

The nominee is able to sign a statement to the effect that he has not been: i) convicted on criminal charges; ii) convicted in a CVM proceeding; or iii) unappealably convicted in the judiciary or administrative spheres, such that he has been suspended or barred from any professional or commercial activity.

Raquel da Fonseca Cantarino – 025.407.357-38

Born on October 16, 1972, she holds a Law degree from Universidade Estácio de Sá and a Business Administration degree from Faculdades Integradas Bennett, and postgraduated in Financial Management from FGV. From 1991 to 1997, act as an O&M Analyst from Federal de Seguros S.A. Currently, is an Open Market Operator at Banco Clássico S.A., performing financial transactions in the purchase and sale of securities, fixed income, stock exchange and investment funds, monitoring the main financial assets and capital market indicators and controlling the amount available in the bank reserve.

The nominee is able to sign a statement to the effect that she has not been: i) convicted on criminal charges; ii) convicted in a CVM proceeding; or iii) unappealably convicted in the judiciary or administrative spheres, such that she has been suspended or barred from any professional or commercial activity.

12.7/8 Composition of the committees

| Name | Committee type | Position held | Profession | Election date | Term of office |
|---|------------------------------|----------------------------------|------------|-----------------|--------------------------------|
| CPF | Description other committees | Description other positions held | Birth date | Possession date | Participation in meetings 2019 |
| Other positions and duties held at the issuer | | | | | |
| Gustavo Henrique Labanca Novo | Strategic committee | Committee Member (Effective) | Engineer | 05.05.2016 | Undetermined |
| 000.674.107-07 | - | - | 03.05.1968 | 05.05.2016 | 100% |
| - | | | | | |

12.9 Existence of a marital, common-law, or family connection up to second degree

Justification for non-completion of the field:

The members indicated for the Board of Directors identify in item 12.5/6 do not hold any relations described above among any of the Company's administrators; administrators from direct or indirect subsidiaries; among Company's administrators or its direct or indirect subsidiaries and direct or indirect controlling shareholders of the Company; and among Company's administrators and administrators from direct and indirect Company's subsidiaries.

12.10 Subordination, retainer or control relations in the past 3 fiscal years between the Company's managers (appointed by the Controlling Shareholder) and: (i) an entity under the Company's direct or indirect control, or (ii) the Company's directly or indirectly controlling shareholder:

The member of the Board of Directors appointed by the Controlling Shareholder did not, in the past 3 fiscal years, perform any executive duties in entities directly or indirectly controlled by the Company or in the Company's directly or indirectly controlling shareholder.

12.12 Other information that the Company deems relevant

In an Announcement to the Market published on 07.31.2019, the Company informed the receipt of the resignation request of Mr. Gustavo Henrique Labanca Novo to the position of Business Development Officer, with effect from 08.15.2019. The information presented in item 12.5/6 considers the resignation of Mr. Gustavo Henrique Labanca Novo, given that the EGM will be held on 09.09.2019. The Company also informs that Mr. Gustavo Henrique Labanca Novo has held the position of effective member of the Board of Directors of Energia Sustentável do Brasil S.A. (ESBR) during the last three fiscal years.

Chairman's Office

Legal Affairs Area

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