

EDP – ENERGIAS DO BRASIL S.A.
Publicly Held Corporation
NIRE 35.300.179.731
CNPJ/MF No. 03.983.431/0001-03

**MINUTES OF THE 40th ANNUAL AND SPECIAL GENERAL MEETING
HELD ON APRIL 0, 2018**

- 1. DATE, TIME AND PLACE:** Held at 10:00 a.m. of April 4, 2018, in the head office of EDP – Energias do Brasil S.A. (“Company” or “EDP Brasil”), in the city of São Paulo, State of São Paulo, at Rua Gomes de Carvalho No. 1996 – 8th floor, Vila Olímpia, CEP 04547-006.
- 2. CALL:** The notice of meeting of this Annual and Special General Meeting (“AGOE”) was published in the Official Gazette of the State of São Paulo in the editions of March 6, 7 and 8, 2018 and in the *Jornal Valor Econômico*, in the editions of March 6, 7 and 8, 2018.
- 3. ATTENDANCE:** Stockholders representing the legal quorum for establishment and resolution, according to signatures appearing in the Attendance Book of Stockholders of the Company, including the votes casted by Distance Ballot Paper, pursuant to the terms of IN CVM 481/09. Also attending the meeting, the Vice-President Office of Finance, Mr. Henrique Manuel Marques Faria Lima Freire; and the representative of PricewaterhouseCoopers, Sr. Valdir Renato Coscodai.
- 4. PRESIDING BOARD:** Acted as chairman of the works the Vice-President Officer of Finance of the Company, Mr. Henrique Manuel Marques Faria Lima Freire, who elected Mrs. Maria Cristina Monoli Cescon to act as secretary.
- 5. AGENDA:** Mrs. Secretary of the Board informed all attending the AGOE, which purpose is: **1. Annual General Meeting:** (i) take administrators’ accounts, analyze, discuss and vote the report of the administration and the financial statements accompanied by the opinion of the independent external auditors, regarding the fiscal year ended on December 31, 2017; (ii) approve the allocation of the net profit, the distribution of dividends regarding the fiscal year of 2017 and the capital budget of the Company, pursuant to the terms of Article 196 of the Business Corporation Act; (iii) define the number of members of the Board of Directors and resolve on its election; and (iv) establish the global compensation of the administrators of the Company; **2. Special General Meeting:** (v) approve the adjustment to the Company’s Bylaws, in order to reflect the changes of the Listing Regulation of the New Market of B3 S.A. – Brazil, Exchange, Over the Counter (“B3”) in force since January 01, 2018.
- 6. DOCUMENTS:** The administration’s report, balance sheet and the other financial statements accompanied by the Opinion of the Independent Auditors related to the fiscal year ended on December 31, 2017 were (a) published in the gazettes “Official Gazette of the State of São Paulo”, in the Business supplement, on pages 81 to 123 and in the “Valor Econômico”, on pages 02 to 22, both in the edition of March 2, 2018; (b) sent to the Securities and Exchange Commission (“CVM”) and to B3; and (c) made available to stockholders in the head office and at the website (edp.infovest.com.br) of the Company on February 27, 2018. It was also made available to stockholders in the head office of the Company and sent to the CVM and B3, pursuant to the terms of the applicable law, the Proposal of the Administration and the

other documents related to the agenda of this Meeting. The documents listed in this item had their reading dismissed for being everyone's knowledge.

7. **RESOLUTIONS:** Proceeding with the works, stockholders decided, with abstention of those legally prevented, as follows:

In Annual General Meeting:

7.1 Approve, by majority of the votes, with 476,455,077 affirmative votes, 762,800 dissenting votes and 22,463,651 abstentions, the Administration's Report and the Financial Statements accompanied by Opinion from the Independent External Auditors with regard to the fiscal year ended on December 31, 2017, which were made available for stockholders consulting in the head office of the Company and sent to CVM and to B3, and also published in compliance with the terms and other applicable provisions of the Business Corporation Act, in the edition of March 2, 2018 of the Official Gazette of the State of São Paulo and of *Jornal Valor Econômico*; and

7.2 Unanimously approve, with 497,795,170 affirmative votes and 1,886,358 abstentions:

- (i) The allocation of the net profit of the fiscal year ended on December 31, 2017, in the amount of six hundred eleven million, eight hundred fifty-four thousand, six hundred sixty-six Reais and ninety-three cents (**R\$611,854,666.93**) to be distributed as follows:
 - (a) Constitution of Legal Reserve equivalent to 5% of the net profit of the fiscal year, pursuant to the terms of Article 193 of the Business Corporation Act, in the amount of thirty million, five hundred ninety-two thousand, seven hundred thirty-three Reais and thirty-five cents (**R\$30,592,733.35**);
 - (b) Interests on the stockholders' equity in the total gross amount of seventy-two million, seven hundred and nine thousand Reais (**R\$72,709,000.00**) equivalent to R\$0.119949205 to each common stock attributable to Dividends, object of resolution and approval in the 244th Meeting of the Board of Directors held on December 21, 2017, "ad referendum" of this AGOE, to be paid without adjustment to the stockholders owing the common stocks of the Company on the base date of December 26, 2017;
 - (c) Dividends in the amount of two hundred ninety-four million, four hundred sixteen thousand, thirty seven Reais and twenty-five cents (**R\$294,416,037.25**), equivalent to R\$0.485702865 to each common stock to be paid without adjustment to the stockholders owing the common stocks of the Company on the base date of April 9, 2018 (cut-off date), and the issuing stocks of the Company starts to be traded ex-dividends from April 10, 2018.
 - (d) The remaining balance, in the amount of two hundred fourteen million, one hundred thirty-six thousand, eight hundred ninety-six Reais and thirty-three cents (**R\$214,136,896.33**), to the item Reserve of Profit Retention, with the purpose of investments, according to the capital budget for the fiscal year of 2018, prepared pursuant to the terms of article 196, paragraph two of the Business Corporation Act, which has been made available to stockholders for consultation in the head office of the Company and sent to CVM and to B3.

- (ii) The proposal of capital budget in the amount of one billion, three hundred seventy-two million, four hundred thirty-four thousand, four hundred and nine Reais and eighty-one cents (**R\$1,372,434,409.81**) for the fiscal year 2018, pursuant to the terms of article 196, paragraph two of the Business Corporation Act, which has been made available to stockholders for consultation in the head office of the Company and sent to CVM and to B3.

7.2.1 The dividends, object of items “(ii) (b)” and “(ii) (c)” above shall be paid to stockholders, without correction, within the period after this General Meeting is held, and until December 31, 2018.

7.3. In relation to item (iii) of the Agenda of the AGOE:

- (i) Approve, by majority of the votes, with 499,681,528 affirmative votes, the definition of number of eight (8) members as being the total number of Members to compose the Board of Directors of the Company;
- (ii) Approve, by majority of the votes, with 488,966,814 affirmative votes, 2,793,387 dissenting votes and 7,921,327 abstentions, the election of the members of the Board of Directors by the unique slate system, for a term of office of two (2) years (*subject to the approval of the amendment of term of office to be appreciated in item “v” of the Agenda of this AGOE*), that is, a term of office until the date in which the General Meeting is held, where the accounts of the fiscal year to be ended on December 31, 2019 are analyzed: **CHAIRMAN OF THE BOARD OF DIRECTORS**: Mr. **António Luis Guerra Nunes Mexia**, Portuguese, divorced, economist, bearer of passport No. M949996, resident and domiciled in Lisboa – Portugal, with commercial address at Avenida 24 de Julho No.12 - CEP 1249-300; **VICE-CHAIRMAN OF THE BOARD OF DIRECTORS**: Mr. **Miguel Nuno Simões Nunes Ferreira Setas**, Portuguese, divorced, engineer, bearer of the Identity Card RG No. 56.230.191-4 SSP/SP and enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 233.022.348-05, resident and domiciled in the Capital of the State of São Paulo, with commercial address at Rua Gomes de Carvalho No. 1996, 8th floor, Vila Olímpia, CEP 04547-006; **MEMBERS**: Mr. **Miguel Stilwell de Andrade**, Portuguese, married, mechanical engineer, bearer of the Passport No. P255842, resident and domiciled in Lisboa - Portugal, with commercial address at Avenida 24 de Julho No. 12 - CEP 1249-300; Mr. **João Manuel Veríssimo Marques da Cruz**, Portuguese, married, economist, bearer of Passport No. N998139, resident and domiciled in Lisboa, Portugal, with commercial address at Rua dos Pescadores No. 28, Marbela Building, Block II, 6th floor, letter D, Macao, China; Mr. **Pedro Sampaio Malan**, Brazilian, divorced, economist, bearer of the Identity Card RG No. 1.641.979-IFP/RJ, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 028.897.227-91, resident and domiciled in the Capital of the State of Rio de Janeiro, with commercial address at Praça Alfredo Egydio de Souza Aranha No. 100, Torre Olavo Setubal - 9th floor, CEP 04344-902 - São Paulo/SP; Mr. **Francisco Carlos Coutinho Pitella**, Brazilian, married, engineer, bearer of the Identity Card RG No. 2.689.857 – IFP/RJ, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 370.030.977-53, resident and domiciled in the Capital of the State of Rio de Janeiro, with commercial address at Praia do Flamengo No. 66 – Block B – room 1408, CEP 22210-903, Flamengo, Rio de Janeiro/RJ; Mr. **Modesto Souza Barros Carvalhosa**, Brazilian, married, lawyer, bearer of the Identity Card RG No. 1.230.568-6 SSP/SP, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 007.192.698-49, resident and domiciled in the Capital of the State of São Paulo, with commercial address at Rua Cristiano Viana No. 401 – 10th floor, CEP 05411-000, São Paulo/SP; Mrs. **Juliana Rozenbaum Munemori**, Brazilian, married, economist, bearer of the Identity Card RG No. 55.884.673-7 SSP/SP, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 081.606.157-28, resident and domiciled in the Capital of the

State of São Paulo, with commercial address at Av. São Gabriel No. 477 – 6th floor, CEP 01435-001, São Paulo/SP, being these four (4) latter considered independent members for the terms and effects of the Regulation of the New Market of B3 S.A.

7.3.1 The members of the Board of Directors hereby elected, herein and/or by own declaration, became aware of their elections and accepted them declaring not to be incurred in any crime that prevent them to exercise the commercial activity. The investiture of the members of the Board of Directors hereby elected or re-elected, as the case may be, is subject to (i) the submission of clearance certificate, pursuant to the terms of the applicable law; and (ii) the signature of the instrument of appointment drawn up in own book of the Company.

7.4 Approve, by majority of the votes, with 456,939,174 affirmative votes and 42,742,354 dissenting votes, the amount of up to one million, three hundred sixty-five thousand Reais (**R\$1,365,000.00**) as being the global compensation of the members of the Board of Directors and of the Advisory Committees and of up to six million, nine hundred fifty thousand Reais (**R\$6,950,000.00**) as being the global compensation of the Board, for the period from April of 2018 to March of 2019, including, which individual distribution shall be resolved by the Board of Directors, pursuant to the terms of Article 14 of the Bylaws of the Company.

7.5. At the request of the interested stockholders and pursuant to the terms of Art. 161 *et. seq.* of the Business Corporation Act, as well as of the Company's Bylaws, the Audit Committee of the Company was established, with term of office to be terminated on the date that the General Meeting is held, which Meeting will analyze the accounts of the fiscal year ended on 12/31/2018, having been elected the following effective members: Mr. **Adir Pereira Keddi**, Brazilian, married, economist, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 024.831.147-68, bearer of the ID Card RG 02.269.765-0 IFP-RJ, resident and domiciled in the city of Rio de Janeiro, State of Rio de Janeiro, with commercial address at Av. Lucio Costa No. 3646/302, Barra da Tijuca CEP 22630-011; Mr. **João Antônio de Sousa Araújo Ribeiro da Costa**, Portuguese, single, lawyer, bearer of the ID Card RG No. 14.093.676-6 - SSP/SP, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 232.815.118-30, resident and domiciled in the City of São Paulo, State of São Paulo, with commercial address at Avenida Paulista No. 1,842, Torre Norte, 21st floor, São Paulo, SP, CEP 01310-923 and Mr. **Allain Brasil Bertrand Júnior**, Brazilian, married, lawyer, bearer of the ID Card RG No. 5.222.945-7/IFP-RJ, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 838.422.097-20, resident and domiciled in the City of São Paulo, State of São Paulo, with commercial address at Rua Doutor Albuquerque Lins No.1128, Apt. 81, Santa Cecília, São Paulo, SP, CEP 01230-000; being elected Mr. **Antonio Carlos Varela**, Brazilian, married, engineer, enrolled with the Individual Taxpayer Register of the Ministry of Finance CPF/MF under No. 754.657.957-00, registered with CREA-RJ No. 841.0828-99 and resident and domiciled in the city of Rio de Janeiro, State of Rio de Janeiro, with commercial address at Rua Luís Orlando Cardoso No. 310, casa 2, as deputy of the effective members indicated above. Mr. Chairman of the Board consigned that there was not appointment of candidates by minority stockholders.

7.5.1. Also approved the minimum compensation for members on duty of the Audit Committee of ten percent (10%) of the average of the compensation attributed to each Officer, pursuant to the terms of article 162, paragraph three of the Business Corporation Act.

In Special General Meeting:

7.6 Approve, by majority of the votes, with 346,013,645 affirmative votes and 165,479,467 dissenting votes, the adjustment of the Company's Bylaws, in order to reflect the changes of the New Market Listing Regulation of B3 in force since January 1, 2018, comprising the change of the term of office of the Board of Directors of the Company, from one to two years, according to the Listing Regulation of the New Market of B3 S.A. Thus, the Company's Bylaws shall henceforth be in force with the following wording consolidated in the form of "Annex I" to this AGOE.

8. CLOSING: The casting of vote, abstentions and dissenting votes were submitted, certified by the board and filed with the head office. The votes casted by the Distance Ballot Paper - BVD mechanism, pursuant to the terms of the IN CVM 481/09, were filed with the Company. Offered the floor to those present, and since no one took it, the works were concluded and the Meeting was suspended for the time necessary to draw up these Minutes, being unanimously approved by the stockholders present in the drawing up of these minutes, as summary, as established by article 130, § 1 of the Corporate Business Act, its publication with omission of the stockholders' signatures, according to § 2 of article 130 of the Business Corporation Act and its printing in batch of cut sheets, which after the session has been reopened, was read, found accordingly, approved and signed by the attending stockholders. São Paulo, April 04, 2018.
Henrique Manuel Marques Faria Lima Freire: Chairman **Maria Cristina Monoli Cescon:** Secretary of the Board
Henrique Manuel Marques Faria Lima Freire: Vice-President Officer of Finance **Valdir Renato Coscodai:** PricewaterhouseCoopers Auditores Independentes. Stockholders: **EDP International Investments and Services, S.L.**, p.p. Maria Cristina Monoli Cescon. **EDP IS – Investimentos e Serviços, Sociedade Unipessoal Lda.**, p.p. Maria Cristina Monoli Cescon. **Henrique Manuel Marques Faria Lima Freire.** BUREAU OF LABOR FUNDS-LABOR PENSION FUND; BOSTON PATRIOT C ST LLC; NUSHARES ESG EM MKTS EQ ETF – ISE; PS INTL LATAM LLC; PS LATIN AMERICA LLC; STICHTING JURIDISCH EIGENAAR ACTIAM BELEGGINGSFONDSEN; FIDELITY INVESTMENT FUNDS - FIDELITY INDEX EMERGING MARKETS FUND; FORSTA AP-FONDEN; JNL/MELLON CAPITAL EMERGING MARKETS INDEX FUND; JPMORGAN FUNDS (IRELAND) ICAV; MORGAN STANLEY INVESTMENT FUNDS; GLOBAL BALANCED DEFENSIVE FUND; MORGAN STANLEY INVESTMENT FUNDS GLOBAL BALANCED FUND; NEW SOUTH WALES TREASURY CORPORATION AS TRUSTEE FOR THE TCORPIM SPECIALIST EMERGING MARKET SHARE FUND; NEW YORK STATE COMMON RETIREMENT FUND; OPTIMIX GLOBAL LISTED INFRASTRUCTURE SECURITIES TRUST; PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO; SCHRODER GLOBAL VALUE FUND; STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL; STICHTING PENSIOENFONDS VOOR HUISARTSEN; T. ROWE PRICE GLOBAL ALLOCATION FUND, INC.; T. ROWE PRICE INTERNATIONAL VALUE EQUITY TRUST; T. ROWE PRICE RETIREMENT HYBRID TRUST; T. ROWE PRICE FUNDS SICAV; T. ROWE PRICE INTERNATIONAL FUNDS: T. ROWE PRICE LATIN AMERICA FUND; T. ROWE PRICE INTERNATIONAL VALUE EQUITY FUND; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045828; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045829; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045833; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045835; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045849; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045794; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045795; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045796; VANGUARD EMERGING MARKETS STOCK INDEX FUND; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS; VANTAGETRUST III MASTER COLLECTIVE INVESTMENT FUNDS TRUST; PAVILION INTERNATIONAL FOCUSED EQUITY POOL; ROBECO CAPITAL GROWTH FUNDS; NATIONAL GRID UK PENSION SCHEME TRUSTEE LIMITED, p.p. Paulo Roberto Esteves.

I declare that this is a true copy of the minutes that composes the competent book.

Henrique Manuel Marques Faria Lima Freire
Chairman

Maria Cristina Monoli Cescon
Secretary of the Board

ANNEX I

Minutes of the 40th Annual and Special General Meeting
Held on April 04, 2018.

Consolidation of the Bylaws

EDP – Energias do Brasil S.A.

CHAPTER I

Name, Head Office, Term and Object

Article 1 EDP – ENERGIAS DO BRASIL S.A. is a corporation governed by these Bylaws and by the legal provisions applicable thereof, including Law No. 6,404/76, as amended (the "Business Corporation Act").

Paragraph One - With the admission of the Company in the special segment of listing referred to as New Market of B3 S.A. - Brazil, Exchange, Over the Counter ("B3"), are subject to the Company its stockholders, administrators and members of the Audit Committee, when established, to the provisions of the Regulation of the New Market of B3 ("Regulation of New Market").

Paragraph Two - The provisions of the Regulation of the New Market shall prevail on the statutory provisions, in the events of loss to the rights of the beneficiaries of the public offers set forth in these Bylaws.

Article 2 - The Company's head office and jurisdiction are in the City of São Paulo, State of São Paulo.

Sole Paragraph - Upon resolution of the Board, the Company may open or close branches, agencies, offices and representations and any other establishments for the performance of the activities of the Company in any part of the national territory or abroad.

Article 3 - The Company shall operate for indefinite term.

Article 4 - The object of the Company is: **a)** participating of other companies as partner, stockholder or quotaholder, as well as business and enterprises of the energy sector, in Brazil and/or abroad; **b)** managing assets of distribution, generation, transmission and commercialization of energy in its different forms and categories; **c)** studying, planning, developing and implementing projects of distribution, generation, transmission and commercialization of energy, in its different forms and categories; and **d)** providing services in business of the energy sector in Brazil and/or abroad.

CHAPTER II

The Capital Stock and Stocks

Article 5 - The capital stock of the Company is in the amount of four billion, six hundred eighty-two million, seven hundred fifteen thousand, nine hundred forty-seven Reais and twelve cents (R\$4,682,715,947.12), totally subscribed, represented by six hundred and six million, eight hundred fifty thousand, three hundred ninety-four (606,850,394) common stocks, all nominative, book-entry and without par value.

Paragraph One - The capital stock shall be exclusively represented by common stocks.

Paragraph Two - Each common stock shall entitle to one vote in the resolutions of the General Meetings of the Company.

Paragraph Three - The shares shall be indivisible in relation to the Company. When the stock belongs to more than one person, the rights granted to it shall be exercised by the representative of the condominium.

Paragraph Four - The stocks are book-entry and shall be maintained in deposit account in financial institution, on behalf of their holders, without issuance of certificates, and the transfer price and filing, as well as the service related to the stocks

under custody, can be charged of stockholder.

Paragraph Five - It is hereby prohibited the issuance of parts beneficiary by Company.

Article 6 - The Company is authorized to increase the capital stock until the limit of one billion (1,000,000,000) of common stocks, regardless of statutory reform, by resolution of the Board of Directors, whom shall be also responsible for establishing the issuance conditions, including price, term and form of its paying-up.

Paragraph One - The Company may issue stocks, bonds (*debêntures*) convertible in common stocks and bonus of subscription within the limit of the authorized capital.

Paragraph Two - At the discretion of the Board of Directors, the preemptive right in the issuance of stocks, bonds (*debêntures*) convertible in stocks and bonus of subscriptions, may be excluded or reduced, which placement is made upon trade in stock exchanges or public subscription, pursuant to the terms of the law, and within the limit of the authorized capital.

Article 7 - The Company may, by resolution of the Board of Directors, acquire the own stocks to remain in treasury and further disposition or cancellation until the amount of the balance of profits and reserves, except on a legal basis, without reduction of the capital stock, according to the applicable legal and regulatory provisions.

Article 8 - The Company may, by resolution of the General Meeting, grant option of purchase of stocks in favor of the administrators, employees and workers, and this option may be extended to the administrators and employees of the controlled and affiliated companies of the Company, directly or indirectly.

CHAPTER III The General Meetings

Article 9 - The General Meeting shall meet on an annual basis within the four (4) months following the end of each fiscal year and, on a special basis, whenever the social interests so require.

Paragraph One - The General Meetings shall be called by the Board of Directors, represented by its Chairman, its Vice-Chairman or by two (2) of its members, jointly, or even according to the other applicable legal provisions with, at least, fifteen (15) days in advance.

Paragraph Two - The General Meeting shall be chaired by the Chairman of the Board of Directors or, in its absence, by the Vice-Chairman of the Board of Directors or, in the absence of both, by a stockholder elected by the majority of the votes of the attending stockholders, and the chairman of the Meeting is responsible for appointing the secretary.

Article 10 - To take part in the General Meeting, stockholders should prove this quality, upon submission of the deposit receipt issued by the depository financial institution of the book-entry shares issued no later than three (3) days before the date in which General Meeting was held.

Sole Paragraph - Stockholder may be represented in the General Meeting by attorney-in-fact appointed for less than one (1) year, either being shareholder, Company's administrator, lawyer, financial institution or administrator of investment funds that represent the members of the condominium.

Article 11 - The resolutions of the General Meeting, except for the special events provided by law and according to the provisions of these Bylaws, shall be taken by the majority of the votes of the attendees, not being considered the blank ballots.

CHAPTER IV The Administration

The General Provisions

Article 12 - The Company shall be administered by a Board of Directors and by a Management with powers granted by the applicable law and according to these Bylaws.

Article 13 - The term of office of the members of the Board of Directors shall be unified, of two (2) years, and of the members of the Management shall be of three (3) years, and they can be re-elected. The members of the Board of Directors and the Officers shall remain in their positions until the election and term of office of their successors.

Article 14 - The global compensation of the Board of Directors and of the Management shall be annually established by the General Meeting, being the Board of Directors responsible for resolving on the respective distribution.

Article 15 - The members of the Board of Directors and of the Management shall take office upon signature of the respective term of the books of the Minutes of the Board of Directors and Management, remaining subject to the requirements, impediments, duties, obligations and responsibilities set forth in Articles 145 to 158 of the Business Corporation Act.

The Board of Directors

Article 16 - The Board of Directors shall be composed of at least five (5) and at most eleven (11) members, of which one shall be its Chairman and other its Vice-Chairman, elected by the General Meeting and dismissed by it at any time, given that, at least two (2) or twenty percent (20%), whichever is highest, should be independent members, according to the definition of the Regulation of the New Market, and the characterization of those appointed to the board of directors as independent members should be resolved in the general meeting that elect them.

Paragraph One - When, as a result of the compliance with the percentage indicated in the main section, result in fractional number of members, it shall proceed with the rounding, pursuant the terms of the Regulation of the New Market.

Paragraph Two - The General Meeting shall establish, by the vote of the majority of those present, not being considered the blank ballots, prior to its election, the number of members of the Board of Directors of the Company in each fiscal year.

Paragraph Three - It may not be elected for the Board of Directors, except waive from the Meeting, that who (i) is employee or hold offices of administration in companies that may be considered competitors of the Company; or (ii) has or represents interest in conflict with the Company.

Paragraph Four - The positions of Chairman of the Board of Directors and of Chief Executive Officer and of Investor Relations Executive Officer or main executive of the Company may not be accumulated by the same person.

Article 17 - The Board of Directors shall meet on an annual basis to each three (3) months and, on a special basis, whenever it so requires.

Article 18 - The meetings of the Board of Directors may be called by its Chairman, by its Vice-Chairman or by any two (2) members, jointly, upon written notification delivered at least five (5) days in advance and with submission of the agenda regarding the subjects to be discussed.

Article 19 - The meetings of the Board of Directors shall only be held with the attendance of the majority of its members on duty.

Paragraph One - The meetings of the Board of Directors shall be chaired by the Chairman of the Board of Directors and the person it appoints shall act as secretary. In the event of impediment or temporary absence of the Chairman of the Board of Directors, the meetings of the Board of Directors shall be chaired by the Vice-Chairman of the Board of Directors or, in its absence, by Member elected by the majority of the votes of the other members of the Board, and the chairman of the meeting is responsible for appointing the secretary.

Paragraph Two - In the event of impediment or temporary absence of any member of the Board of Directors, it may appoint another member to represent it, which case, when referring to temporary absence, the member so appointed to represent it should vote in the meetings of the Board of Directors on its own behalf and on behalf of the member it represents. The

appointment should be expressly accepted by the appointed member, as well as notified to the Chairman of the Board of Directors. Alternatively, when referring to temporary absence, the member of the Board of Directors may, based on the agenda regarding the subjects to be discussed, cast its vote in writing, by letter or facsimile delivered to the Chairman of the Board of Directors, or even by electronic mail identifying unequivocally the sender, with return receipt by the Chairman of the Board of Directors.

Paragraph Three - In the event of vacancy of the position of any member of the Board of Directors, the substitute shall be appointed by the remaining members and shall serve until the first General Meeting held after the characterization of vacancy of the position.

Article 20 - The resolutions of the Board of Directors shall be taken upon affirmative vote of the majority of the members on duty, considered the votes casted in accordance with Article 19, Paragraph 2, given that, if there is a draw, the Chairman of the Board of Directors shall be responsible for the casting vote.

Article 21 - The meetings of the Board of Directors shall be held, preferably, in the head office of the Company. It shall be admitted meetings by call-conference, video-conference or other communication means, and such participation shall be considered attendance in person in the said meeting. In this case, the members of the Board of Directors that attend the meeting of the Board remotely should cast their votes by letter, facsimile or electronic mail identifying the sender unequivocally.

Paragraph One - In the end of the meeting, the minutes should be drawn up, which should be signed by all Members, in person, attending the meeting, and further transcribed in the Registry Book of Minutes of the Board of Directors of the Company. The votes casted by Members attending the meeting of the Board remotely or that have casted in the form of Article 19, Paragraph 2 *in fine* should be equally contained in the Registry Book of the Minutes of the Board of Directors, and the copy of the letter, facsimile or electronic message should, as the case may be, containing the vote of the Member, be filed with the Book right after the transcription of the minutes.

Paragraph Two - It should be published and filed with the board of trade the minutes of the Board of Directors of the Company that have resolution intended to produce effects before third-parties.

Article 22 - The Board of Directors is responsible for:

- a) establishing the general guidance of Company's business;
- b) electing and dismissing the Board of Directors, establishing the assignments of its members, according to the applicable provisions of these Bylaws;
- c) inspecting the administration of the Management, analyzing at any time the books and papers of the Company, requesting for information regarding the agreements entered into or to be entered into by the Company, and practicing any other acts necessary to the exercise of its duties;
- d) calling the General Meeting in the events set forth by law or when deemed appropriate;
- e) expressing with regard to the report and the accounts of the Management, as well as regarding the financial statements of the fiscal year that should be submitted to the Annual General Meeting;
- f) establishing the jurisdictional limits and amounts of the Management for acquisition, disposition or encumbrance of rights, movable or immovable assets, including corporate interests, as well as the contracting of assets and services, of loans and financing, posting of bond for the benefit of third-parties and of other obligations by the Company;
- g) resolving on any business between, on the one side, the Company, and on the other side, any of its direct or indirect stockholders;
- h) electing and removing independent auditors;
- i) resolving on the subjects submitted by the Management;
- j) submitting to the General Meeting proposals of increase of capital above the limit of the authorized capital, as well as the reform of the Bylaws;
- k) resolving on the issuance, placement, price and conditions of paying-up of stocks, convertible bonds (*debêntures*) and bonus of subscription, within the limits of the authorized capital, including for granting of option of purchase of stocks, pursuant to the terms of the Bylaws;
- l) resolving on the opportunity of issuance of bonds (*debêntures*), the form of subscription or placement and the type of the bonds (*debêntures*) to be issued, at the time, the payment conditions of the interests, of the profit sharing and of the

premium of reimbursement of the bonds (*debêntures*), if any, as well as the expiration time and conditions, amortization or redemption of the bonds (*debêntures*);

m) resolving on the acquisition of stocks of issuance of the Company for effects of cancellation or remaining in treasury, as well as on its resale or replacement in the market, according to the rules issued by the Securities and Exchange Commission - CVM and other applicable legal provisions;

n) approving the contracting of the service provider securities depository of book-entry shares;

o) approving the business plans and annual budgets and the multi-annual, operational and investment plans of the Company;

p) authorizing the issuance of debt securities in the international market and of simple bonds (*debêntures*), not convertible in stocks and without security interest for public or private distribution, as well as disposing on the terms and conditions of the issuance;

q) authorizing the issuance of commercial papers for public distribution in Brazil or abroad, as well as disposing on the terms and conditions of the issuance;

r) proposing to the resolution of the General Meeting the allocation to be given to the remaining balance of the profits of each fiscal year;

s) declaring intermediary and interim dividends, as well as interests on the capital, pursuant to the terms of the Business Corporation Act and other applicable legislation;

t) disposing regarding the order of its works and establishing the regimental rules of its operation, according to the provisions of these Bylaws; and

u) expressing favorably or contrarily regarding any public offer of acquisition of stocks, which purpose is issuance stocks of the Company, by grounded prior opinion, disclosed within up to fifteen (15) days from the publication of the public notice of the public offer of stocks acquisition that should address, at least, (i) the convenience and opportunity of the public offer of stocks acquisition regarding the interest of the Company and of the set of its stockholders, including in relation to the price and to the potential impacts for the liquidity of stocks; (ii) the strategic plans disclosed by the supplier in relation to the Company; (iii) with regard to the alternatives for the acceptance of the public offer of acquisition available in the market; and (iv) other issues that the Board of Directors deems relevant, as well as information required by the applicable rules established by the Securities and Exchange Commission – CVM.

Article 23 - The Board of Directors, for its advice, may establish the formation of technical and consulting Committees, with established purposes and duties, being composed by members of the bodies of the administration of the Company or not.

Sole Paragraph - The Board of Directors shall be responsible for establishing the applicable rules to the Committees, including rules regarding the composition, term of office, compensation and operation.

The Management

Article 24 - The Management shall be composed of up to five (5) members, stockholders or not, residing in the country, elected by the Board of Directors, who shall have the following assignments, being authorized the accumulation of duties by a same Officer: (i) Chief Executive Officer and Investor Relations Executive Officer; (ii) Finance Vice-President Officer; (iii) Network Vice-President Officer; (iv) Commercialization and Generation Operations Vice-President Officer; (v) Business Development and Strategy Vice-President Officer.

Article 25 - The Management is responsible for the administration of the social business and the practice, for such, of all necessary or convenient acts, except those to which, by law or by these Bylaws, are assigned the competence to the General Meeting or to the Board of Directors. In the exercise of their duties, the Officers may perform all operations and practice all acts of administration necessary for the fulfillment of the objectives of their position, according to the general business orientation established by the Board of Directors, including the resolve on the application of resources, compromise, waive, assign rights, acknowledge debts, make deals, enter into commitments, incur obligations, enter into agreements, acquire, dispose and encumber movable and immovable assets, post bond, sureties and guarantees, issue, endorse, pledge, discount, withdraw and accommodate general securities, as well as open, move and close accounts in credit establishments, according to the legal restrictions and those established in these Bylaws.

Paragraph One - The Chief Executive Officer and Investor Relations Executive Officer is responsible for: (i) executing and cause to execute the resolutions of the General Meetings and of the Board of Directors; (ii) establishing and promoting the enforcement and implementation of the policies, strategies, budgets, investment projects and other conditions of the

business plan of the Company; (iii) coordinating the activities of the other Officers, according to the specific assignments set forth in these Bylaws; (iv) defining the allocation of competences to the other members of the Management in relation to the areas mentioned in this paragraph, or in relation to the areas not specifically mentioned in these Bylaws, “ad referendum” of the Board of Directors; (v) overseeing all operations of the Company, following-up their progress, including the corporate governance, the policies of human resources, of institutional relationship, of energy planning and risk management, as well as the activities related to the audit and to the regulation and legal areas of the Company; (vi) representing the Company before the controlling bodies and other institutions that act in the capital market, being responsible for providing information to investors, to the Securities and Exchange Commission - CVM and to the Stock Exchanges where Company has its securities traded, according to the applicable law; (vii) managing and promoting the Company’s labor security and environment policies; (viii) chairing the meetings of the Management; and (ix) ensuring the application of the corporate policies and of the sustainable development principles in all activities under its responsibility.

Paragraph Two - The Finance Vice-President Officer is responsible, among other assignments that may be established, for: (i) planning, coordinating, organizing, supervising and directing the activities related to the financial, accounting, tax and planning and controlling areas of the Company; (ii) managing the consolidated finances and the financial risk of the Company; (iii) managing and promoting the labor security and environment policies in all areas under its responsibility; (iv) ensuring the enforcement of the corporate policies and of the principles of sustainable development in all activities under its responsibility; and (v) assessing and following-up policies, strategies and directing the activities in the areas defined by the Chief Executive Officer and Investor Relations Executive Officer.

Paragraph Three - The Networks Vice-President Officer is responsible, among other assignments that may be established, for: (i) managing and leading the energy distribution business in the controlled and affiliated companies of the Company; (ii) being liable to the planning, operation and maintenance of the electric, engineering and management system of assets of energy distribution of the controlled and affiliated companies of the Company, according to the appropriate standards of corporate profitability and the quality standards defined by the Granting Power; (iii) proposing and managing the investments related to the energy distribution business of the Company and of its controlled and affiliated companies; (iv) being liable to the implementation of the ventures of expansion and improvement of distribution, promoting the project, the construction and the assembly, ensuring the physical-financial performance of such ventures; (v) managing and promoting labor security and environment policies in the controlled and affiliated companies of the Company within the energy distribution scope; (vi) ensuring the enforcement of the corporate policies and of the principles of sustainable development in all activities under its responsibility; and (vii) evaluating and following-up policies, strategies and directing the activities in the areas defined by the Chief Executive Officer and Investor Relations Executive Officer.

Paragraph Four - The Commercialization and Generation Operations Vice-President Officer is responsible, among other assignments that may be established, for: (i) managing and leading the energy generation business in the controlled and affiliated companies of the Company; (ii) being liable to the planning, operation and maintenance, engineering and management of assets of energy generation of the controlled and affiliated companies of the Company, according to the appropriate standards of corporate profitability and the quality excellence standards; (iii) proposing and managing the investments related to the energy generation business of the Company and of its controlled and affiliated companies; (iv) being liable to the implementation of the ventures of generation expansion, promoting the project, the construction and the assembly, ensuring the physical-financial performance of such ventures; (v) managing and leading the energy commercialization business in the controlled and affiliated companies of the Company; (vi) managing and promoting the labor security and environment policies in the controlled and affiliated companies of the Company within the energy generation scope; (vii) ensuring the enforcement of the corporate policies and of the principles of sustainable development in all activities under its responsibility; and (viii) evaluating and following-up policies, strategies and directing the activities in the areas defined by the Chief Executive Officer and Investor Relations Executive Officer.

Paragraph Five - The Business Development and Strategy Vice-President Officer is responsible, among other assignments that may be established, for: (i) managing and leading the service provision business of the controlled and affiliated companies of the Company, being entitled to propose and administrate the investments related to all such businesses; (ii) searching, evaluating, proposing and structuring new business opportunities in compliance with the strategic planning of the Company; (iii) managing and promoting the labor security and environment policies in the controlled and affiliated companies of the Company within the scope of the commercialization of energy and service provision; (iv) ensuring the enforcement of the corporate policies and of the principles of sustainable development in all activities under its responsibility; and (v) evaluating and following-up policies, strategies and directing activities in the areas defined by the

Chief Executive Officer and Investor Relations Executive Officer.

Article 26 - The Management shall meet whenever called by the Chief Executive Officer and Investor Relations Executive Officer or by any of the Vice-President Officers, jointly, whenever the social business so requires, at least two (2) days in advance, and the meeting shall only be held with the attendance of the majority of its members.

Sole Paragraph - In the event of impediment or temporary absence of any Officer, it may appoint another Officer to represent it in the meeting, which case, the Officer so appointed to represent it should vote in the meetings of the Management on its own behalf and on behalf of the Officer it represents. The appointment should occur upon written notification to the Chief Executive Officer and Investor Relations Executive Officer, in which should clearly appear the name of the appointed Officer and the powers granted to it, and it shall be attached to the minutes of the respective meeting. Alternatively, when referring to temporary absence, the Officer may, based on the agenda of the subjects to be discussed, cast its vote in writing, by letter, facsimile or electronic mail delivered to the Chief Executive Officer and Investor Relations Executive Officer.

Paragraph Two - Should there be vacancy in the Management, the other Officers are responsible for appointing, among them, a substitute who will temporarily accumulate the duties of the person substituted, the interim substitution remaining until the final provision of the position to be decided by the first meeting of the Board of Directors to be held, the substitute then elected acting until the end of the term of office of the Management.

Paragraph Three - The meetings of the Management may be held by call-conference, video-conference or other communication means, and such participation shall be considered attendance in person in the said meeting. In this case, the members of the Management that attend the meeting of the Management remotely should cast their votes by letter, facsimile or electronic mail identifying the sender unequivocally.

Paragraph Four - In the end of the meeting, the minutes should be drawn up, which should be signed by all Officers, in person, attending the meeting, and further transcribed in the Registry Book of Minutes of the Management of the Company. The votes casted by Officers attending the meeting of the Management remotely or that have casted in the form of Article 26, Paragraph 2 *in fine* should be equally contained in the Registry Book of the Minutes of the Management, and the copy of the letter, facsimile or electronic message should, as the case may be, containing the vote of the Officer, be filed with the Book right after the transcription of the minutes.

Article 27 - The resolutions in the meetings of the Management shall be taken by the majority of the votes of those attending each meeting, or that have casted their votes in the form of Article 26, Paragraph One, given that, if there is a draw, the Chief Executive Officer and Investor Relations Executive Officer shall be responsible for the casting vote.

Article 28 - The Company shall be considered undertaken when represented: **a)** by two (2) Officers together; **b)** by one (1) Officer jointly with one (1) attorney-in-fact with special powers, duly appointed; **c)** by two (2) attorneys-in-fact together, with special powers, duly appointed; and **d)** by one (1) Officer or one (1) attorney-in-fact, according to the powers provided in the respective power of attorney, in this case, exclusively for the practice of specific acts.

Paragraph One - The power of attorney shall be granted on behalf of the Company by two (2) Officers together, and they should specify the granted powers, except for those set forth in paragraph two of this article, shall be valid for limited time no later than one (1) year.

Paragraph Two - The power of attorney for legal purposes may be granted for indefinite term and those granted for purposes of compliance with the contractual clause may be granted for the term of validity of the agreement to which they are related to.

CHAPTER V The Audit Committee

Article 29 - The Company shall have a non-permanent Audit Committee composed of three (3) effective members and equal number of deputies, stockholders or not, elected by the General Meeting that resolves on its establishment, and which shall define the fees, according to the legal limits. When operating, the Audit Committee shall have the assignments and powers

granted by law. The Audit Committee's operation shall terminate in the first Annual General Meeting held after its establishment.

CHAPTER VI

The Fiscal Year, Profits and Dividends

Article 30 - The fiscal year shall start on January 1 and shall end on December 31 of each year, when the financial statements set forth by the applicable law shall be prepared.

Article 31 - The net profit assessed in the fiscal year shall be allocated as follows: (a) five percent (5%) shall be deducted for the constitution of legal reserve, which shall not exceed twenty percent (20%) of the capital stock; (b) the part corresponding to, at least, twenty-five percent (25%) of the net profit, calculated on the balance obtained with deductions and increases set forth in Article 202, I, II and III of the Business Corporation Act, shall be distributed to the stockholders as mandatory minimum annual dividend; and (c) the remaining balance, after fulfilled the provisions contained in the previous items of this Article, shall be allocated as established by the stockholders' General Meeting, based on the proposal of the administration, as provided in Article 176, paragraph 3 and Article 196 of the Business Corporation Act, according to the provisions of Article 134, paragraph 4 of the said Law. In case the balance of the reserves of profits exceeds the capital stock, the General Meeting shall resolve on the application of the excess in the paying-up or in the increase of the capital stock, or even in the distribution of additional dividends to the stockholders.

Sole Paragraph - The dividends not claimed within the term of three (3) years from the date in which they have been made available to the stockholders shall lapse for the Company's benefit.

Article 32 – The Company may assess semi-annual and/or quarterly balances and, based thereon, may declare, by resolution of the Board of Directors, intermediary and interim dividends. The Intermediary and interim dividends set forth in this Article may be allocated to the mandatory minimum dividend.

Article 33 - The Company may pay to its stockholders the interests on own capital, which may be allocated to the mandatory minimum dividend.

Sole Paragraph - It is reversed for the benefit of the Company, the interests on own capital not claimed within the term of three (3) years after the date in which they are made available to stockholders.

CHAPTER VII

The Disposition of the Controlling Interest

Article 34 - The disposition, direct or indirect, of the controlling of the Company, either by a single operation, or by successive operations, should be contracted under the suspensive or resolute condition that acquiror undertakes to carry out, according to the conditions and terms set forth in the effective law and in the Regulation of the New Market, a public offer of acquisition of the stocks of all other stockholders of the Company, in order to ensure them with treatment equal to that provided to the disposing stockholder.

Paragraph One - The public offer indicated in this Article 34 shall be required in the events where there is onerous assignment of rights of subscription of stocks and of other securities or rights related to securities convertible in stocks of the Company that may result in the disposition of the Company's controlling.

Paragraph Two - The public offer of acquisition of stocks indicated in this Article 34 shall be required even in the event of disposition of the corporate controlling that holds the Company's Controlling Power, as defined in the Regulation of the New Market. In such event, the disposing stockholder shall be entitled to declare to the Securities and Exchange Commission - CVM and to B3 the value assigned to the Company, by the disposition of its controlling, and attach documentation evidencing such amount.

Article 35 - That one who acquires Controlling Power, as defined in the Regulation of the New Market, by virtue of private agreement entered into with the controlling stockholder, involving any quantity of stocks shall be entitled to (i) carry out public offer, pursuant to the terms of Article 34 of these Bylaws, and (ii) pay, pursuant to the terms indicated below, amount

equivalent to the difference between the price of the public offer and the amount paid by stock eventually acquired in stock exchange in the six (6) months prior the date of the acquisition of the Controlling Power, duly updated until the payment date. The said amount should be distributed among all persons that sold stocks of the Company, in the auctions where acquiror carried out the acquisitions, proportionally to the daily selling net balance of each, being B3 responsible for operating the distribution, pursuant to the terms of its regulations.

CHAPTER VIII **The Liquidation**

Article 36 - The Company shall be liquidated in the events set forth by law, being the General Meeting the body competent to establish the form of the liquidation and appoint the liquidator and the Audit Committee that should operate in the period of liquidation.

CHAPTER IX **The General Provisions**

Article 37 - The Company, its Stockholders, Administrators and members of the Audit Committee, effective and deputies, undertake to resolve, by arbitration, before the Arbitration Chamber of the Market, according to its regulation, all and any dispute or complaint that may arise among them, related to or resulted from its capacity of issuer, stockholders, administrators and members of the audit committee, especially resulted from the provisions contained in Law 6385/76, Business Corporation Act, Bylaws of the Company, in the rules edited by the National Monetary Council, by the Central Bank of Brazil and by the Securities and Exchange Commission – CVM, as well as in the other rules applicable to the operation of the general capital market, in addition to those contained in the Regulation of the New Market, of the other regulations of B3 and of the Contract of Participation of the New Market.

Article 38 - The ownership of the administrators and of the members of the Audit Committee, effective and deputy, is subject to the execution of the instrument of appointment, which should comprise its subjection to the arbitration clause indicated in Article 37.

São Paulo, April 04, 2018.

Henrique Manuel Marques Faria Lima Freire
Chairman

Maria Cristina Monoli Cescon
Secretary of the Board