

CTEEP – Companhia de Transmissão de Energia Elétrica Paulista
A Publicly Held Company
CNPJ/MF 02.998.611/0001-04
NIRE 35300170571

Minutes of the 344th Meeting of the Board of Directors

Date, Time and Place: Held on February 28 (twenty-eight), 2019 at 2:00 p.m. via conference call, in accordance with the corporate bylaws of CTEEP – Companhia de Transmissão de Energia Elétrica Paulista (“Company”), situated at Rua Casa do Ator, 1,155, 9th floor in the city and state of São Paulo.

Convening: Called by the Chairman of the Board of Directors pursuant to Law 6.404 of December 15, 1976 (“LSA”) and the Company’s Corporate Bylaws.

Attendance: Chairman of the Board of Directors, Dr. Bernardo Vargas Gibsone, the Vice Chairman of the Board of Directors, Gustavo Carlos Marin Garat, and members César Augusto Ramírez Rojas, José Andrés Romero Tarazona, Fernando Augusto Rojas Pinto, Ana Milena López Rocha, Marcos Simas Parentoni and Orivaldo Luis Pellegrino.

Chair: Bernardo Vargas Gibsone – President. Andrea Mazzaro Carlos de Vincenti – Secretary. Opening the work of the day, the presence of the quorum verified and the meeting validly installed, approval was given to the drafting of the minutes in summarized format.

Agenda of the Day and Resolutions:

(i) Approval of the Financial Statements for the Fiscal Year ending December 31, 2018. Pursuant to the provision in Law 6.404/76 and in the corporate statutes of the Company, the members of the Board of Directors resolved to approve unanimously, (i) the Management Report; and (ii) the financial statements for the fiscal year ending December 31, 2018, having taken cognizance of the Report on the Financial Statements of the Independent Auditors, Ernst & Young Auditores Independentes S.S. The resolutions of this meeting shall be submitted for the approval of the Company’s Annual General Meeting of shareholders.

(ii) Approval of the Proposal for a Stock Split of Shares of the Company. The Board of Directors resolved unanimously to approve the proposal for a stock split of the totality of the Company’s common and preferred shares, in the proportion of 1:4, including the ADRs, the consequent amendment of Article 4 of the corporate bylaws, pursuant to the wording attached, to incorporate the new amount of shares. The proposal shall be submitted for the approval of the General Meeting of Shareholders. The principal objectives of the operation are to increase the liquidity of the shares at a more attractive price quotation as well as transmit the Company’s confidence in its future results.

(iii) Amendments to the Company's Corporate Bylaws. The Executive Board decided unanimously to approve the submission of the proposal for amending paragraphs 1 and 2, Article 28 and the exclusion of Article 44 from the corporate bylaws, for approval of the Board of Directors and the General Meeting of Shareholders, pursuant to the attachment to these Minutes.

(iv) Convening of the Annual and Extraordinary General Meeting. The Board of Directors resolved to approve unanimously the convening of the Annual and Extraordinary General Meeting, to be held on April 4, 2019, with the following Agenda of the Day: **1- Annual General Meeting – (i)** to take cognizance of the management accounts, examine, discuss and vote on the management report and the financial statements, with the opinion of the independent auditors, for the fiscal year ending December 31, 2018; **(ii)** to approve the allocation of the net income and the distribution of dividends for the fiscal year 2018; **(iii)** to elect the members of the Fiscal Council, both effective members and alternates; **(iv)** to decide the number of members sitting on the Board of Directors and to decide on their election; **(v)** to set the aggregate amount of compensation due to the members of the Company's management; **(vi)** to set the aggregate amount of compensation for the effective members of the Fiscal Council; **2- Extraordinary General Meeting (v)** to approve the stock split for the totality of the 164,720,826 nominative, book entry shares with no par value, the issuance of the Company, being 64,484,433 common and 100,236,393 preferred, in the proportion of 1 common share to 4 common shares and 1 preferred share to 4 preferred shares, including ADRs, with the consequent amendment to Article 4 of the corporate bylaws; and **(vi)** to approve the amendment of paragraphs 1 and 2, Article 28 and the exclusion of Article 44 from the corporate bylaws.

CONCLUSION: With no further matters on the agenda, the meeting was declared concluded with the drafting of these minutes, which having been read and found to be in conformity, were signed by the Secretary and by the Directors present: Bernardo Vargas Gibsone, Gustavo Carlos Marin Garat, César Augusto Ramírez Rojas, José Andrés Romero Tarazona, Fernando Augusto Rojas Pinto, Ana Milena López Rocha, Marcos Simas Parentoni and Orivaldo Luiz Pellegrino.

Current Text	Proposed Text	Origin and Justification	Economic and Legal Effects
<p>ARTICLE 4 – The subscribed and paid-in equity capital is R\$ 3,590,020,426.94 (three billion, five hundred and ninety million, twenty thousand, four hundred and twenty-six Brazilian <i>Reais</i> and ninety-four <i>centavos</i>), divided into 164,720,826 (one hundred and sixty-four million, seven hundred and twenty thousand, eight hundred and twenty-six) shares, of which 64,484,433 (sixty-four million, four hundred and eighty-four thousand, four hundred and thirty-three) are common and 100,236,393 (one hundred million, two hundred and thirty-six thousand, three hundred and ninety-three) are preferred, all of which are nominative, book entry shares with no par value.</p> <p>Article 28. It will be the responsibility of the President of the society, in the light of legal and statutory powers, to represent the society in and out of court.</p> <p>Paragraph 1 – The society shall be represented in acts involving its financial liability, or exempting third parties from liability, (i) jointly by 2 (two) Officers, (ii) jointly by 1 (one) Officer and 1 (one) proxy, (iii) jointly by 2 (two) proxies, pursuant to the jurisdictions approved and delegated by the Executive Board in the respective Powers of Attorney, and (iv) individually by 1 (one) Officer, as long as explicitly authorized by the Board of Directors to enter into certain documents, pursuant to the contents of</p>	<p>ARTICLE 4° - The subscribed and paid-in equity capital is R\$ 3,590,020,426.94 (three billion, five hundred and ninety million, twenty thousand, four hundred and twenty-six Brazilian <i>Reais</i> and ninety-four <i>centavos</i>), divided into 658,883,304 (six hundred and fifty-eight million, eight hundred and eighty-three thousand, three hundred and four) shares, of which 257,937,732 (two hundred and fifty-seven million, nine hundred and thirty-seven thousand, seven hundred and thirty-two) are common and 400,945,572 (four hundred million, nine hundred and forty-five thousand, five hundred and seventy-two) are preferred, all of which are nominative, book entry shares with no par value..</p> <p>No amendment</p> <p>Paragraph 1 – The Company may also be represented:</p> <p>(i) jointly by 2 (two) Officers,;</p> <p>(ii) jointly by 1 (one) Officer and 1 (one) duly constituted proxy;</p> <p>(iii) jointly by 2 (two) duly constituted proxies;</p> <p>(iv) individually by 1 (one) Officer or 1 (one) duly constituted proxy with special powers.</p> <p>(v) individually by any of the Officers to represent the Company in court as</p>	<p>The split of the Company's shares at a rate of 1:1, stems from the need to adjust the trading price of said shares with market levels and is justified for improving the Company's stock's standing in the tradability index of the São Paulo Stock Exchange – B3. The goal is to improve share liquidity.</p> <p>N/A</p> <p>The proposal aims to adjust the Bylaws to more efficient and legally safer Corporate representation practices.</p>	<p>The proposal has not economic effects besides those discussed in the column to the left. Nor are there legal effects, since the split will be conducted as per the applicable regulations, maintaining all rights assigned to the shares, and with no loss whatsoever to shareholders.</p> <p>N/A</p> <p>The proposed amendment has no economic or legal effects.</p>

<p>the minutes of the Meeting of the Board of Directors.</p> <p>Paragraph 2 – All powers of attorney shall be granted by the President jointly with any other Officer, with specific powers and for a certain period, except for “ad judicium” powers of attorney, in which case the term may be indeterminate, by means of a public or private instrument. Any Officer or proxy, individually, may represent the society, as plaintiff or defendant, in court or before public authorities for the purposes of routine actions of the society.</p> <p>ARTICLE 44 – If, by December 18, 2018, the Shareholders’ Meeting shall approve dispositions enabling the exercise of the right to withdrawal by dissenting shareholders, calculation of the reimbursement to be paid by the Company and payment thereof shall take place as provided in the Company’s Bylaws in force at the time of the Shareholders’ Meeting of December 18, 2017 2017.</p>	<p>plaintiff or defendant, as well as to conduct routine actions before public authorities.</p> <p>Paragraph 2 - All powers of attorney shall be granted by any 2 (two) Officers, with specific powers and for a certain period, except for “ad judicium” powers of attorney, in which case the term may be indeterminate, by means of a public or private instrument. Concerning foregoing item (iv), the power of attorney shall be granted jointly by the President and another Officer.</p> <p>Exclusion of Article 44</p>	<p>Ditto</p> <p>Article 44 was included at the Shareholders’ Meeting of December 18, 2017, and, given the expiration of the deadline therein (December 12, 2018), there is no longer a need of it in the Bylaws. Please note that, in the period it mentions, there were no matters approved enabling dissenting shareholders from exercising withdrawal rights.</p>	<p>Ditto</p> <p>The proposed amendment has no economic or legal effects.</p>
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