

# Gás Natural Infraestructura S.A.

**Interim financial information  
as of March 31, 2018**

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# Gás Natural Açú Infraestrutura S.A.

## Balance sheets

March 31, 2018 and December 31, 2017

(In thousands of Reais)

|                                 | Note | Company       |               | Consolidated   |               |
|---------------------------------|------|---------------|---------------|----------------|---------------|
|                                 |      | 03/31/2018    | 12/31/2017    | 03/31/2018     | 12/31/2017    |
| <b>Asset</b>                    |      |               |               |                |               |
| <b>Current</b>                  |      |               |               |                |               |
| Cash and cash equivalents       | 3    | 336           | 1,151         | 347            | 1,411         |
| Prepaid expense                 | 4    | 372           | -             | 9,336          | 2,084         |
| <b>Total current assets</b>     |      | <b>708</b>    | <b>1,151</b>  | <b>9,683</b>   | <b>3,495</b>  |
| <b>Non-current</b>              |      |               |               |                |               |
| Prepaid expense                 | 4    | -             | -             | 5,416          | -             |
| Equity-accounted investees      | 5    | 82,776        | 12,320        | -              | -             |
| Property, plant and equipment   | 6    | -             | -             | 68,406         | 12,060        |
| Intangible assets               | 7    | -             | -             | 30,000         | 30,000        |
| <b>Total non-current assets</b> |      | <b>82,776</b> | <b>12,320</b> | <b>103,822</b> | <b>42,060</b> |
| <b>Total assets</b>             |      | <b>83,484</b> | <b>13,471</b> | <b>113,505</b> | <b>45,555</b> |

# Gás Natural Açú Infraestrutura S.A.

## Balance sheets

March 31, 2018 and December 31, 2017

(In thousands of Reais)

|  | Company    |               | Consolidated   |               |
|--|------------|---------------|----------------|---------------|
|  | 03/31/2018 | 12/31/2017    | 03/31/2018     | 12/31/2017    |
| <b>Liabilities</b>   |            |               |                |               |
| <b>Current</b>   |            |               |                |               |
| Suppliers  | 8          | -             | -              | 1,461         |
| Salaries and charges payable   |            | -             | 10             | -             |
| Accounts payable   | 9          | -             | 10             | 623           |
| Taxes payable  |            | -             | 1              | -             |
| Trade accounts payable   | 10         | -             | 10,000         | 10,000        |
| <b>Total current liabilities</b>   |            | -             | <b>10,021</b>  | <b>12,084</b> |
| <b>Non-current</b>   |            |               |                |               |
| Trade accounts payable   | 10         | -             | 20,000         | 20,000        |
| <b>Total non-current liabilities</b>                                     |            | -             | <b>20,000</b>  | <b>20,000</b> |
| <b>Shareholders' equity</b>  | 11         |               |                |               |
| Share capital  |            | 68,635        | 322            | 68,635        |
| Advance for future capital increase                                      |            | 2,358         | -              | 2,358         |
| Capital reserve  |            | 13,200        | 13,200         | 13,200        |
| Accumulated losses   |            | (709)         | (51)           | (709)         |
| <b>Total shareholders' equity attributed to controlling shareholders</b> |            | <b>83,484</b> | <b>13,471</b>  | <b>83,484</b> |
| Non-controlling interests  |            | -             | -              | -             |
| <b>Total shareholders' equity</b>  |            | <b>83,484</b> | <b>13,471</b>  | <b>83,484</b> |
| <b>Total liabilities and shareholders' equity</b>                        |            | <b>83,484</b> | <b>113,505</b> | <b>45,555</b> |

# Gás Natural Açú Infraestrutura S.A.

## Statement of operations

Three-month periods ended March 31, 2018 and 2017

(In thousand of Reais)

|   |      | <u>Company</u>    |                   | <u>Consolidated</u> |                   |
|---|------|-------------------|-------------------|---------------------|-------------------|
|   | Note | <u>03/31/2018</u> | <u>03/31/2017</u> | <u>03/31/2018</u>   | <u>03/31/2017</u> |
| <b>Operating expenses</b>                             |      |                   |                   |                     |                   |
| Administrative expenses                               | 12   | (1)               | -                 | (274)               | -                 |
| <b>Net income before financial revenue (expenses)</b> |      | <b>(1)</b>        | -                 | <b>(274)</b>        | -                 |
| <b>Financial Revenue/Expense</b>                      | 13   |                   |                   |                     |                   |
| Finance income  |      | 9                 | -                 | 13                  | -                 |
| Finance expenses                                      |      | (382)             | -                 | (397)               | -                 |
| Share of loss of equity-accounted investees           | 5    | (284)             | -                 | -                   | -                 |
| <b>Loss before taxes</b>                              |      | <b>(658)</b>      | -                 | <b>(658)</b>        | -                 |
| <b>Loss for the period</b>                            |      | <b>(658)</b>      | -                 | <b>(658)</b>        | -                 |
| <b>Attributable to:</b>                               |      |                   |                   |                     |                   |
| Owners of the Company                                 |      | (658)             | -                 | (658)               | -                 |
| Non-controlling interest                              |      | -                 | -                 | -                   | -                 |
| <b>Loss for the period</b>                            |      | <b>(658)</b>      | -                 | <b>(658)</b>        | -                 |

## Gás Natural Açú Infraestrutura S.A.

### Statements of comprehensive income (loss)

Three-month periods ended March 31, 2018 and 2017

*(In thousand of Reais)*

|  | <u>Company</u>    |                   | <u>Consolidated</u> |                   |
|--|-------------------|-------------------|---------------------|-------------------|
|  | <u>03/31/2018</u> | <u>03/31/2017</u> | <u>03/31/2018</u>   | <u>03/31/2017</u> |
| Loss for the period                            | (658)             | -                 | (658)               | -                 |
| Other comprehensive income                     | -                 | -                 | -                   | -                 |
| <b>Total comprehensive loss for the period</b> | <b>(658)</b>      | <b>-</b>          | <b>(658)</b>        | <b>-</b>          |

## Gás Natural Açú Infraestrutura S.A.

### Statements of changes in shareholders' equity

Three-month periods ended March 31, 2018 and 2017

(In thousand of Reais)

|  | Capital reserve |                                     |                   |                          | Accumulated loss | Shareholders' Equity - parent company | Non-controlling shareholder's equity | Total shareholders' equity |
|--|-----------------|-------------------------------------|-------------------|--------------------------|------------------|---------------------------------------|--------------------------------------|----------------------------|
|  | Share capital   | Advance for future capital increase | Premium on shares | Siemens Premium - effect |                  |                                       |                                      |                            |
| <b>Balance as of March 31, 2017</b>    | -               | -                                   | -                 | -                        | -                | -                                     | -                                    | -                          |
| <b>Balance as of December 31, 2017</b> | <b>322</b>      | -                                   | -                 | <b>13,200</b>            | <b>(51)</b>      | <b>13,471</b>                         | -                                    | <b>13,471</b>              |
| Loss for the period                    | -               | -                                   | -                 | -                        | (658)            | (658)                                 | -                                    | (658)                      |
| Capital increase - Siemens             | 68,313          | -                                   | -                 | -                        | -                | 68,313                                | -                                    | 68,313                     |
| Advance for future capital increase    | -               | 2,358                               | -                 | -                        | -                | 2,358                                 | -                                    | 2,358                      |
| <b>Balance as of March 31, 2018</b>    | <b>68,635</b>   | <b>2,358</b>                        | -                 | <b>13,200</b>            | <b>(709)</b>     | <b>83,484</b>                         | -                                    | <b>83,484</b>              |

## Gás Natural Açú Infraestrutura S.A.

### Statements of cash flows

Three-month periods ended March 31, 2018 and 2017

(In thousand of Reais)

|  | <u>Company</u>    |                   | <u>Consolidated</u> |                   |
|--|-------------------|-------------------|---------------------|-------------------|
|  | <u>03/31/2018</u> | <u>03/31/2017</u> | <u>03/31/2018</u>   | <u>03/31/2017</u> |
| <b>Cash flows from operating activities</b>                                  |                   |                   |                     |                   |
| Loss before tax  | (658)             | -                 | (658)               | -                 |
| <b>Adjustments for:</b>  |                   |                   |                     |                   |
| Share of profit (loss) of equity-accounted investees                         | 284               | -                 | -                   | -                 |
| <b>Adjusted net loss</b>   | <b>(374)</b>      | <b>-</b>          | <b>(658)</b>        | <b>-</b>          |
| <b>(Increase) decrease in assets and increase (decrease) in liabilities:</b> |                   |                   |                     |                   |
| Prepaid expense  | (372)             | -                 | (12,668)            | -                 |
| Suppliers  | -                 | -                 | (1,461)             | -                 |
| Accounts payable   | -                 | -                 | (613)               | -                 |
| Taxes payables   | -                 | -                 | 1                   | -                 |
| Salaries and charges payable   | -                 | -                 | 10                  | -                 |
| <b>Net cash used in operating activities</b>                                 | <b>(746)</b>      | <b>-</b>          | <b>(15,389)</b>     | <b>-</b>          |
| <b>Cash flows from investing activities</b>                                  |                   |                   |                     |                   |
| Acquisition of PPE   | -                 | -                 | (56,346)            | -                 |
| Advance for future capital increase of GNA UTE 1                             | (70,740)          | -                 | -                   | -                 |
| <b>Net cash provided by investing activities</b>                             | <b>(70,740)</b>   | <b>-</b>          | <b>(56,346)</b>     | <b>-</b>          |
| <b>Cash flows from financing activities</b>                                  |                   |                   |                     |                   |
| Minority interest - share capital  | 68,313            | -                 | 68,313              | -                 |
| Shareholder controller - Advance for future capital increase                 | 2,358             | -                 | 2,358               | -                 |
| <b>Net cash provided by financing activities</b>                             | <b>70,671</b>     | <b>-</b>          | <b>70,671</b>       | <b>-</b>          |
| <b>Increase in cash and cash equivalents</b>                                 | <b>(815)</b>      | <b>-</b>          | <b>(1,064)</b>      | <b>-</b>          |
| At the beginning of the period   | 1,151             | -                 | 1,411               | -                 |
| At end of the period   | 336               | -                 | 347                 | -                 |
| <b>Increase in cash and cash equivalents</b>                                 | <b>(815)</b>      | <b>-</b>          | <b>(1,064)</b>      | <b>-</b>          |



## **Notes to the interim financial information**

*(In thousands of Reais, unless stated otherwise)*

### **1 Operations**

Gás Natural Açú Infraestrutura S.A. ("GNA Infra" or "Company") was incorporated on May 2, 2017 and on August 21, 2017 the company was changed from a limited company to a privately held corporation. The name was accordingly changed of Terminal de Regaseificação do Açú Ltda. to Gás Natural Açú Infraestrutura Ltda. Its direct company is Gás Natural Açú S.A. ("Gás Natural") and its indirect company is Prumo Logística S.A. ("Prumo"). GNA Infra has an equity interest in UTE GNA I Geração de Energia S.A. ("GNA I").

The Company and its subsidiary's core activity is the purchase and sale of liquefied natural gas ("LNG"), processing, beneficiation and treatment of natural gas resulting from offshore production and the regasification of LNG, the generation, transmission and sale of energy and electricity capacity and intermediation in the purchase and sale of energy and electric capacity.

In the registered share transfer book of GNA I, on December 15, 2017 the shareholder Gás Natural transferred 320,990 shares and the shareholder Prumo transferred 10 shares to GNA Infra.

On June 16, 2017, Gás Natural signed an agreement with Termelétrica Novo Tempo S.A. ("UTE Novo Tempo"), the company prevailing at New Energy Auction A-5 in 2014 (Auction 06/2014 - ANEEL), for the transfer of the authorization issued by the Ordinance of the Ministry of Mines and Energy 210 on May 14, 2015, for the construction and operation of a 1,238 MW thermal power plant ("Authorization") to GNA I. The agreement entails the transfer of the 37 energy trading agreements in the regulated environment (CCEARs) entered into with energy distribution companies.

On December 19, 2017 ANEEL authorizing resolution 6,769 transferred the exploration rights of Usina Termelétrica (UTE) Novo Tempo to GNA I. The concession term was then 23 years, with operations commencing in 2021.

The project of UTE GNA I Geração de Energia S.A. ("UTE GNA I") entails the construction of a combined-cycle gas-fired thermoelectric power station with an output of approximately 1,300 MW which will handle the contractual obligations of UTE Novo Tempo under its energy trading contracts, an LNG regasification terminal ("Regasification Terminal"), with the capacity to import natural gas for the UTE GNA I project and future power plants and other potential projects in the industrial complex of Porto do Açú, in addition to comprising the development of the "Açú Gas Hub", strategically located in the north-east of Rio de Janeiro state, which offers efficient logistical solutions for the sale and consumption of natural gas and related products.

On August 13, 2017 GNA HoldCo signed an investment agreement with Siemens, with Prumo as guarantor and the company Gás Natural Açú Infraestrutura S.A. ("GNA Infra") as the intervening party, to make this project feasible.

Subject to the performance of certain precedent conditions, the investment agreement states that Siemens shall subscribe new shares issued by GNA Infra in the amount of USD 21,000 thousand, accounting for 33% of its share capital ("Initial Contribution"). After the Initial Contribution, the share capital of GNA Infra will consist of 67% of the shares held by GNA HoldCo and 33% of the shares held by Siemens. Siemens will have certain governance rights, such as the right to appoint a member to the Board of Directors of GNA Infra.

The agreement establishes other conditions, such as relevant regulatory approvals, the performance of a shareholders' agreement between GNA HoldCo and Siemens, the approval of the Business Plans for developing UTE GNA I and the Regasification Terminal, the implementation of an EPC agreement (Engineering, Procurement and Construction), the performance of the LTSA (long-term services agreement) consisting of maintenance services and supplying spare parts to ensure the performance and availability of thermal power plant, the performance of an O&M contract (operation and maintenance).

On December 22, 2017 GNA HoldCo and BP Global Investments Limited (BP) entered into an investment agreement establishing:

- (i) The terms and conditions for BP to acquire 30% of GNA's capital via the subscription of new shares in the amount of USD 7,500 thousand, which will occur in the course of FY 2018;
- (ii) The rules governing the investment by Prumo and BP, in GNA 1, a subsidiary of GNA Infra, and the capital commitment necessary for this investment, proportional to its equity interests in GNA HoldCo, subject to the USD 79,200 thousand limit on BP's capital investment in the project's construction capex;
- (iii) The rules of the company and potential investment by BP in future projects to be created by Gás Natural or its subsidiaries;

**BP Agreement**

On May 4, 2018 Prumo and BP signed a Shareholders' Agreement by which BP ratified the commitment to invest up to USD 79,200 thousand for GNA 1, a subsidiary of GNA HoldCo, to build a 1,298 MW thermal power plant. Under the Shareholders' Agreement, BP is entitled to appoint up to two members to the GNA HoldCo Board of Directors and one member to GNA 1's Board of Directors, indirectly by way of GNA Infra, in addition to GNA HoldCo's Compliance Officer.

**Siemens Agreement**

On May 4, 2018 the following agreements were made (i) Shareholders' Agreement of GNA Infra between GNA HoldCo and Siemens Energy Inc., which established Siemens Energy Inc.'s right to appoint two members to the Board of Directors of GNA Infra; and (ii) the Shareholders' Agreement of GNA 1 between GNA Infra and Dresser-Rand Participações Ltda., a wholly-owned subsidiary of Siemens ("Siemens"). In addition to confirming Siemens' investment commitment to have the 1,298 MW thermal power plant built by GNA 1, amongst other things the Shareholders' Agreement establishes Siemens' right to appoint up to two members to the Board of Directors of GNA 1, in addition to its CFO.

**2 List of subsidiaries**

| Direct subsidiary                         | Country | Ownership interest |            |
|---|---------|--------------------|------------|
|   |         | 03/31/2018         | 12/31/2017 |
| UTE GNA I Geração de Energia S.A. (GNA I) | Brazil  | 67.00%             | 100.00%    |

### 3 Cash and cash equivalents

|   | <b>Company</b>    |                   | <b>Consolidated</b> |                   |
|---|-------------------|-------------------|---------------------|-------------------|
|   | <b>03/31/2018</b> | <b>12/31/2017</b> | <b>03/31/2018</b>   | <b>12/31/2017</b> |
| Cash and bank deposits                      | 4                 | 2                 | 15                  | 262               |
| <b>Short-term investments</b>               |                   |                   |                     |                   |
| Securities held under repurchase agreements | 332               | 1,149             | 332                 | 1,149             |
|   | <b>332</b>        | <b>1,149</b>      | <b>332</b>          | <b>1,149</b>      |
| <b>Total</b>                                | <b>336</b>        | <b>1,151</b>      | <b>347</b>          | <b>1,411</b>      |

### 4 Prepaid expense

|                       | <b>Company</b>    |                   | <b>Consolidated</b> |                   |
|-----------------------|-------------------|-------------------|---------------------|-------------------|
|                       | <b>03/31/2018</b> | <b>12/31/2017</b> | <b>03/31/2018</b>   | <b>12/31/2017</b> |
| Insurance premium (a) | -                 | -                 | 14,262              | 1,461             |
| Transaction cost (b)  | 372               | -                 | 490                 | 623               |
| <b>Total</b>          | <b>372</b>        | <b>-</b>          | <b>14,752</b>       | <b>2,084</b>      |
| Current               | 372               | -                 | 9,336               | 2,084             |
| Non-current           | -                 | -                 | 5,416               | -                 |
| <b>Total</b>          | <b>372</b>        | <b>-</b>          | <b>14,752</b>       | <b>2,084</b>      |

- (a) Insurance premiums: engineering risks, civil liability, transportation and bail.
- (b) Transaction cost to obtain financing from the thermal and LNG regasification terminal, both projects mentioned in Note 1. The amounts are presented in current and non-current assets until the effective funding of the financing resources occurs, where they will be from that moment, reclassified to the liability, as reducing accounts of the outstanding balance of the loans.

## 5 Equity-accounted investees

### a. Equity interest

**03/31/2018**

| Direct Investee | % interest | Number of shares / (thousand) | Assets  | Liabilities | Equity | Share Capital | AFAC   | Accumulated loss |
|-----------------|------------|-------------------------------|---------|-------------|--------|---------------|--------|------------------|
| UTE GNA I       | 67%        | 1                             | 112,797 | 30,021      | 82,776 | 1             | 83,060 | (285)            |

**12/31/2017**

| Direct Investee | % interest | Number of shares / (thousand) | Assets | Liabilities | Equity | Share Capital | AFAC   | Accumulated loss |
|-----------------|------------|-------------------------------|--------|-------------|--------|---------------|--------|------------------|
| UTE GNA I       | 100%       | 1                             | 44,404 | 32,084      | 12,320 | 1             | 12,320 | (1)              |

### b. Movements on Investees

| Direct Investee | 12/31/2017 | AFAC   | Net income | 03/31/2018 |
|-----------------|------------|--------|------------|------------|
| UTE GNA I       | 12,320     | 70,740 | (284)      | 82,776     |

## 6 Property, plant and equipment

### a. Balance breakdown

|  | Annual<br>depreciation rate % | Consolidated  |                             |               |               |
|--|-------------------------------|---------------|-----------------------------|---------------|---------------|
|  |                               | Cost          | Accumulated<br>depreciation | Net           | Net           |
|  |                               |               |                             | 03/31/2018    | 12/31/2017    |
| Advances for property, plant and equipment formation | -                             | 24,893        | -                           | 24,893        | 8,138         |
| Works in progress and equipment under construction   | -                             | 43,514        | -                           | 43,514        | 3,922         |
|  |                               | <u>68,407</u> | <u>-</u>                    | <u>68,407</u> | <u>12,060</u> |

|  | Annual<br>depreciation rate % | Consolidated  |                             |               |            |
|--|-------------------------------|---------------|-----------------------------|---------------|------------|
|  |                               | Cost          | Accumulated<br>depreciation | Net           | Net        |
|  |                               |               |                             | 12/31/2017    | 12/31/2016 |
| Advances for property, plant and equipment formation | -                             | 8,138         | -                           | 8,138         | -          |
| Works in progress and equipment under construction   | -                             | 3,922         | -                           | 3,922         | -          |
|  |                               | <u>12,060</u> | <u>-</u>                    | <u>12,060</u> | <u>-</u>   |

### b. Change in the cost

|  | Consolidated  |               |                                       |                    |               | 2018<br>Cost  |
|--|---------------|---------------|---------------------------------------|--------------------|---------------|---------------|
|  | 2017<br>Cost  | Additions     | Change<br>Accumulated<br>depreciation | Writte-<br>off PPE | Transfers (*) |               |
| <b>Cost</b>  |               |               |                                       |                    |               |               |
| Advances for property, plant and equipment formation (*) | 8,138         | 16,755        | -                                     | -                  | -             | 24,893        |
| Works in progress and equipment under construction (**)  | 3,922         | 39,592        | -                                     | -                  | -             | 43,514        |
|  | <u>12,060</u> | <u>56,347</u> | <u>-</u>                              | <u>-</u>           | <u>-</u>      | <u>68,407</u> |

(\*) Advance for formation of fixed assets: The balance of advances on March 31, 2018 consists of advances made to suppliers for equipment delivery.

(\*\*) The works in progress as of March 31, 2018 consists of expenses incurred on works on the thermal power plant.

## 7 Intangible assets

| Usefull life                        | Company    |            | Consolidated  |               |
|-------------------------------------|------------|------------|---------------|---------------|
|                                     | 03/31/2018 | 12/31/2017 | 03/31/2018    | 12/31/2017    |
| Energy sale receivable (*) 23 years | -          | -          | 30,000        | 30,000        |
| <b>Total</b>                        | <b>-</b>   | <b>-</b>   | <b>30,000</b> | <b>30,000</b> |

(\*) By way of authorizing resolution 6769, on December 19, 2017 ANEEL transferred the energy trading right, as mentioned in note 01 - Operations.

## 8 Suppliers

|                    | Company    |            | Consolidated |              |
|--------------------|------------|------------|--------------|--------------|
|                    | 03/31/2018 | 12/31/2017 | 03/31/2018   | 12/31/2017   |
| National suppliers | -          | -          | -            | 1,461        |
| <b>Total</b>       | <b>-</b>   | <b>-</b>   | <b>-</b>     | <b>1,461</b> |

## 9 Related parties

The Company adopts practices of Corporate Governance and/or recommendations required by law. Furthermore, the Company's Corporate Governance Policy establishes that the members of the Board of Directors must monitor and administrate any potential conflicts of interest among the executive officers, the members of the Board and the partners, in such a way as to avoid the inappropriate use of Company assets and, especially, abusive conduct in transactions between related parties.

In compliance with Corporation Law, all members of the Company's Board of Directors are prohibited from voting in any assembly or meeting of the Board, or from acting in any operation or business transaction in which there are interests in conflict with those of the Company.

The main balances of related-party assets and liabilities as of March 31, 2018 and December 31, 2017, as well as the related-party transactions that affected income for the period, are the result of transactions between the Company and its subsidiaries, members of Management and other related parties, as follows:

|                                 | Company    |            | Consolidated |            |
|---------------------------------|------------|------------|--------------|------------|
|                                 | 03/31/2018 | 12/31/2017 | 03/31/2018   | 12/31/2017 |
| <b>Assets:</b>                  |            |            |              |            |
| <b>Expenses to be recovered</b> |            |            |              |            |
| GNA HoldCo                      | -          | 623        | -            | 623        |
| <b>Total</b>                    | <b>-</b>   | <b>623</b> | <b>-</b>     | <b>623</b> |
| <b>Liabilities</b>              |            |            |              |            |
| <b>Accounts payables</b>        |            |            |              |            |
| GNA HoldCo                      | -          | -          | 10           | -          |
| Lakeshore                       | -          | 623        | -            | 623        |
| <b>Total</b>                    | <b>-</b>   | <b>623</b> | <b>10</b>    | <b>623</b> |

| Operating expenses  | Company    |            | Consolidated |            |
|---------------------|------------|------------|--------------|------------|
|                     | 03/31/2018 | 12/31/2017 | 03/31/2018   | 12/31/2017 |
| <b>Shared costs</b> |            |            |              |            |
| GNA HoldCo          | -          | -          | (10)         | -          |
| <b>Total</b>        | -          | -          | <b>(10)</b>  | -          |

## 10 Trade accounts payable

|                       | Company    |            | Consolidated  |               |
|-----------------------|------------|------------|---------------|---------------|
|                       | 03/31/2018 | 12/31/2017 | 03/31/2018    | 12/31/2017    |
| Bolognesi Energia (a) | -          | -          | 30,000        | 30,000        |
| <b>Total</b>          | <b>-</b>   | <b>-</b>   | <b>30,000</b> | <b>30,000</b> |
| Current               | -          | -          | 10,000        | 10,000        |
| Non-current           | -          | -          | 20,000        | 20,000        |
| <b>Total</b>          | <b>-</b>   | <b>-</b>   | <b>30,000</b> | <b>30,000</b> |

(a) In the contract the payable amounts are divided into fixed installments. R\$ 30,000 has already been provisioned for, which will be restated annually by the IPCA price index until the effective payment. The variable installments will be recognized at the start of the operation and will be paid annually, on the first business day of the month of April, based on the audited financial statements for the previous year with installments equal to 3% calculated on the free cash flow from the shareholder, defined as:

- = EBITDA
- (+/-) working capital variation;
- (-) IR/CSSL paid;
- (-) finance expenses
- (+) financial revenue from reserve accounts \*;
- (-) investment in maintenance;
- (-) amortization of financing;
- (+) disbursement of financing
- (+/-) change in reserve accounts \*

If the reserve accounts are funded with operating cash generation, the formula above will not include the variation in the reserve account and corresponding finance income.

The nonpayment of any of the amounts established in this contract shall trigger monetary restatement according to the variance of the CDI rate until the effective payment date, in addition to arrears interest at 1% (one percent) a month, in addition to an arrears fine of 2% (two percent) of the debit balance.

## 11 Shareholders' equity

| Shareholder's | 03/31/2018                         |                 | 12/31/2017                         |                 |
|---------------|------------------------------------|-----------------|------------------------------------|-----------------|
|               | Number of common shares (thousand) | % participation | Number of common shares (thousand) | % participation |
| GNA HoldCo    | 1                                  | 100%            | 1                                  | 100%            |
| Siemens       | 493                                | -               | -                                  | -               |
| <b>Total</b>  | <b>494</b>                         | <b>100%</b>     | <b>1</b>                           | <b>100%</b>     |

### a. Share Capital

At March 31, 2018, the Company's capital stock is R\$ 68,635, represented by 494 registered common shares with no par value (R\$ 1 as of December 31, 2017).

### b. Advance for future capital increase – (“AFAC”)

At March 31, 2018 the parent company GNA HoldCo had an advance for future capital increase of R\$ 2,358. These contributions are irrevocable and irreversible, and convertible into the corresponding number of shares, subject to the par value.

### c. Dividends

The Company's shares have an equal participation in dividend payments, interest on shareholders' equity and other shareholder benefits. The corporate by-laws determine the distribution of a minimum compulsory dividend of 25% of the net income for the year, adjusted in accordance with article 202 of Law 6404/76. The Company reported a loss in the financial year ended December 31, 2017 and did not pay out dividends.

## 12 General and administrative expenses

|                      | Company    |            | Consolidated |            |
|----------------------|------------|------------|--------------|------------|
|                      | 03/31/2018 | 12/31/2017 | 03/31/2018   | 12/31/2017 |
| Salaries and charges | -          | -          | (22)         | -          |
| Taxes and fees       | (1)        | -          | (3)          | -          |
| Insurance            | -          | -          | (249)        | -          |
| <b>Total</b>         | <b>(1)</b> | <b>-</b>   | <b>(274)</b> | <b>-</b>   |



### 13 Financial Revenue/Expense

As of March 31, 2018, the balance of finance income, as follows:

|                            | <u>Company</u>    |                   | <u>Consolidated</u> |                   |
|----------------------------|-------------------|-------------------|---------------------|-------------------|
|                            | <u>03/31/2018</u> | <u>12/31/2017</u> | <u>03/31/2018</u>   | <u>12/31/2017</u> |
| <b>Finance costs</b>       |                   |                   |                     |                   |
| Bank expenses              | (1)               | -                 | (1)                 | -                 |
| Commissions and brokerages | (121)             | -                 | (121)               | -                 |
| IOF                        | (260)             | -                 | (275)               | -                 |
|                            | <u>(382)</u>      | <u>-</u>          | <u>(397)</u>        | <u>-</u>          |
| <b>Finance income</b>      |                   |                   |                     |                   |
| Interest on investments    | 9                 | -                 | 13                  | -                 |
|                            | <u>9</u>          | <u>-</u>          | <u>13</u>           | <u>-</u>          |
| <b>Net finance income</b>  | <u>(373)</u>      | <u>-</u>          | <u>(384)</u>        | <u>-</u>          |