ENGIE BRASIL ENERGIA S.A.
Publicly Held Company – CNPJ 02.474.103/0001-19
NIRE 4230002438-4

MATERIAL FACT NOTICE

INAPPLICABILITY OF RIGHT TO WITHDRAW AS A RESULT OF THE ACQUISITION OF THE SHAREHOLDING JOINT CONTROL OF TAG

ENGIE BRASIL ENERGIA S.A. ("Company"), a corporation, registered as a publicly held company with the Brazilian Securities and Exchange Commission ("CVM"), pursuant to Article 157, Paragraph 4th, of Law 6,404 of December 15, 1976, as amended ("Brazilian Corporations Law"), and CVM Instruction 358 of January 3, 2002, as amended, hereby informs to its shareholders and the market in general, complementing the information disclosed by the Company in its material fact notices dated April 5 and 25, 2019 and June 13, 2019, the following:

As informed in the aforementioned material facts, the Company and its advisors were analyzing whether the acquisition of the shareholding joint control of TAG by the Company, along with GDF International (a wholly-owned subsidiary of ENGIE S.A., the Company's ultimate controlling shareholder), and Caisse de Dépôt et Placement du Québec, by means of the acquisition of shares representing 90% of TAG's capital stock held by Petrobras ("Transaction") would grant to the Company's dissenting shareholders withdrawal rights (*direito de retirada*), through the reimbursement for their shares, pursuant to article 256, Paragraph 2, of the Brazilian Corporations Law.

The Company hired KPMG Corporate Finance Ltda. to prepare the Economic-Financial Appraisal Report dated September 6, 2019 ("Appraisal Report") and concluded that the Transaction does not grant the withdrawal right (*direito de retirada*) provided for in article 256, Paragraph 2, of the Brazilian Corporations Law, to the Company's dissenting shareholders, because (i) the net profit per share value represents the greater amount when compared to the net worth value calculated based on market prices (not being possible to compare such values with the average trading price of the shares on stock exchange or organized over-the-counter market, since TAG's shares are not traded on stock exchange or organized over-the-counter market); and (ii) the amount paid for

the acquired shares represents 0.98 times the net profit per share value, therefore not exceeding 1.5 times such value. The Appraisal Report is available in the Company's website (www.engie.com.br/investidores), as well as in the CVM and B3 - Brasil Bolsa Balcão S.A. websites.

In addition, the Company hereby reiterates that, as informed in the material fact disclosed on April 5, 2019, the Transaction is subject to ratification by the Company's general shareholders' meeting, as set forth in article 256, item I, of the Brazilian Corporations Law, since it is considered as a material investment to the Company.

Finally, the Company hereby reiterates its commitment to keep its shareholders and the market in general informed about any new material information with respect to the subject matters herein.

Florianópolis, September 9, 2019.

Eduardo Antonio Gori Sattamini
Chief Executive Officer and Investors Relations Officer