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

MATERIAL FACT NOTICE

REVERSE MERGER BETWEEN CONTROLLED COMPANIES

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

On the date hereof, the extraordinary shareholders' meetings of both Aliança Transportadora de Gás Participações S.A. ("Aliança") and Transportadora Associada de Gás S.A. – TAG ("TAG"), unanimously approved a reverse merger between Aliança and TAG ("Reverse Merger Shareholders' Meetings" and "Reverse Merger", respectively). The Reverse Merge was also unanimously approved by the Board of Directors and obtained a favorable opinion of TAG's Fiscal Council, at meetings held on the date hereof.

The Reverse Merger was conducted pursuant to the terms and conditions of the Private Instrument of Protocol and Justification of Incorporation ("*Instrumento Particular de Protocolo e Justificação de Incorporação*") entered into by and between Aliança (merged party) and TAG (merging party), on the date hereof ("Protocol and Justification"), which was approved in the Reverse Merger Shareholders' Meetings and that will be registered before the Companies' Registrar of the State of Rio de Janeiro and published in accordance with the applicable law.

Considering the Reverse Merger occurrence, Aliança was extinguished and, consequently, all of its rights and obligations were assumed by TAG, pursuant to provisions of article 227 of Brazilian Corporations Law.

As provided in the Protocol and Justification, the Reverse Merger resulted in TAG's capital reduction in an amount equivalent to R$ 4,612,423,356.33 (four billion, six hundred and twelve million, four hundred and twenty-three thousand, three hundred and fifty-six Reais and thirty-three cents). After this capital reduction, from now on, the total amount of TAG's capital stock is equivalent to R$ 1,294,196,956.76 (one billion, two hundred and ninety four million, one hundred and ninety six thousand, nine hundred and fifty six Reais and seventy six cents), divided into 359,833 (three hundred and fifty-nine thousand, eight hundred and thirty-three) common and nominative shares, with no par value.

Following the Reverse Merger, Petróleo Brasileiro S.A. – Petrobras ("Petrobras"), pursuant to the Share Purchase Agreement, dated of April 25, 2019, transferred sixty-four hundred and sixteen (64.016) common and nominative shares, with no par value, issued by TAG to the Company, to GDF International ("GDFI") and to Caisse de Dépôt et Placement du Québec ("CDPQ"). After such transfer, the Company, GDFI and CDPQ, jointly re-established the participation of ninety percent (90%) in TAG's capital stock and Petrobras still holds ten percent (10%) of TAG's capital stock.

Considering the above-mentioned transfer of shares, TAG's capital stock is now divided as follows:

Shareholders	Common Shares	Equity Interest
Company	105,251	29.25%
GDFI	105,251	29.25%
CDPQ	113,347	31.50%
Petrobras	35,984	10%
-	359,833	100%

Due to the Reverse Merger, the Company, GDFI and CDPQ succeed Aliança in TAG's Shareholders' Agreement, which remains registered at TAG's headquarters.

At last, the Company reiterates its commitment to keep shareholders and the market at large informed about the progress of this matter and any other matters that might be of market interest.

Florianópolis, September 2, 2019.

Eduardo Antonio Gori Sattamini
Chief Executive
and Investors Relations Officer