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

MATERIAL FACT NOTICE

CLOSING OF THE TRANSACTION FOR THE ACQUISITION OF EQUITY INTEREST IN A GAS TRANSPORTER

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

On the date hereof, all conditions precedent for the closing of the acquisition by Aliança Transportadora de Gás Participações S.A. ("Aliança"), a company jointly controlled by the Company, GDF International (a wholly-owned subsidiary of ENGIE S.A., the Company's ultimate controlling shareholder) and Caisse de dépôt et placement du Québec ("CDPQ") (jointly, the "Acquiring Group Members"), of the equity interest in Transportadora Associada de Gás S.A. – TAG ("TAG"), corresponding to 90% of its capital stock, held by Petróleo Brasileiro S.A. – Petrobras ("Petrobras") were duly satisfied, pursuant to the terms of the Share Purchase and Sale Agreement and Other Covenants ("Agreement"), executed on April 25, 2019 by and among Aliança, as buyer, Petrobras, as seller, the Acquiring Group Members, TAG, as consenting and intervening party, and ENGIE Brasil Participações Ltda. (Company's direct controlling shareholder), as guarantor ("Agreement").

Therefore, on the date hereof, Aliança, the Acquiring Group Members, TAG and Petrobras performed the closing actions, pursuant to the Agreement, including the transfer of shares issued by TAG, corresponding to 90% of TAG's total capital stock, and held by Petrobras to Aliança and the payment by Aliança and the Acquiring Group Members, of approximately R$ 31.5 billion, as consideration for the acquisition of shares, and the amount of approximately R$ 2.0 billion related to the pre-payment by TAG of the loans entered with the National Bank for Social and Economic Development – BNDES with funds provided by Aliança to TAG. Moreover, Aliança, the Acquiring Group Members and Petrobras also executed on the date hereof the shareholders' agreement that regulates their relationship as TAG's direct and indirect shareholders, including the exercise of their corresponding voting rights and restrictions on the transfer of shares.

With the closing of the transaction, Aliança now holds an equity interest corresponding to 90% of TAG's total and voting capital stock and Petrobras became a minority shareholder with an equity interest corresponding to 10% of TAG's total issued shares.

The Company holds a direct equity interest corresponding to 32.50% in Aliança's capital stock and, following closing, now holds an indirect equity interest corresponding to 29.25% in TAG's capital stock.

The indirect acquisition of the shareholding joint control of TAG by the Company will be subject to the ratification by the general shareholders' meeting of the Company, as set forth in article 256,

item I, of the Brazilian Corporations Law, because, pursuant to the Company's understanding, it is considered as a material investment to the Company.

TAG's Management Board will be formed by Mrs. Gustavo Henrique Labanca Novo, as Chief Executive Officer, cumulatively to his current position as Director of Business Development of the Company, Emmanuel Delfosse, Business Development Manager of ENGIE Brasil Participações, as Chief Operating Officer, and Marc Claassen, Financial Manager of ENGIE Brasil Participações, as Chief Financial Officer, on an interim basis.

To compose the Board of Directors, the ENGIE group has nominated Mr. Maurício Bähr as Chairman, the current CEO of ENGIE Brasil Participações as well as Chairman of the Board of Directors of the Company. Also nominated as effective members of the Board are Mrs. Eduardo Antonio Gori Sattamini, Chief Executive Officer of ENGIE Brasil Energia, Raphael Barreau, Head of Acquisitions, Investments and Financial Advisory of ENGIE Brasil Participações and Martin Jahan de Lestang, Business Director of the ENGIE Group's Gas Chain.

As informed in the Material Fact Notices published on April 5, 2019 and April 25, 2019, the Company and its advisors are still analyzing whether the transaction will trigger to the dissenting shareholders the withdrawal right (*direito de retirada*), through the reimbursement for their shares, as provided article 256, Paragraph 2, of the Brazilian Corporations Law. Company's conclusions on this matter will be duly disclosed to the market.

If it is ultimately assessed the existence of the withdrawal right (*direito de retirada*), dissenting shareholders may exercise such right with respect to the shares that are proven to be held by such shareholders on April 5, 2019, date of the first material fact (*fato relevante*) that informed about the possibility of withdrawal, pursuant to the terms of article 137, Paragraph 1, of the Brazilian Corporations Law.

Finally, the Company reiterates its commitment to keep shareholders and the market in general informed about the progress of this and any other matter of market interest.

Florianópolis, June 13, 2019.

Eduardo Antonio Gori Sattamini
Chief Executive Officer,
Chief Financial and Investors Relations Officer