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

MATERIAL FACT NOTICE

SIGNING OF THE SHARE PURCHASE AGREEMENT FOR ACQUISITION OF EQUITY STAKE IN 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 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, further to the information disclosed by the Company in the Material Fact Notice dated April 5, 2019, as follows:

On the date hereof, the share purchase and sale agreement ("Agreement") was entered into by and among Aliança Transportadora de Gás Participações S.A. ("Aliança"), as purchaser, the Company, GDF International (wholly-owned subsidiary of ENGIE S.A., the Com[pany`s ultimate controlling shareholder) and Caisse de Dépôt et Placement du Québec, as members of the acquiring group (jointly, the "Members of the Acquiring Group"), Petróleo Brasileiro S.A. – Petrobras ("Petrobras"), as seller, Transportadora Associada de Gás S.A. – TAG ("TAG"), as consenting and intervening party, and ENGIE Brasil Participações Ltda. (Company's direct controlling shareholder), as intervening-guarantor, which regulates the acquisition by the Members of the Acquiring Group of an equity interest corresponding to 90% of TAG's capital stock, currently held by Petrobras, via Aliança.

The Company hereby informs that the transaction was approved by the Petrobras' Board of Directors on April 24, 2019, pursuant to the bylaws amended by the General Ordinary and Extraordinary Meeting held on April 25, 2019.

The Company reinforces that the Agreement is subject to the verification of certain conditions precedent, including the obtainment of *Conselho Administrativo de Defesa Econômica*'s (CADE) antitrust approval.

Once the conditions precedent of the Agreement are verified, Aliança will hold an equity interest corresponding to 90% of TAG's capital stock. The Company currently holds a direct interest of 32.50% in the capital stock of Aliança and, if the transaction is completed, an indirect interest of 29.25% in the capital stock of TAG. Petrobras will remain with its minoritary ownership corresponding to an interest of 10% in the capital stock of TAG.

The equity interest of the Members of the Acquiring Group in TAG and in Aliança, the exercise of their respective voting rights and the limitations on the transfer of shares will be subject to the terms and conditions of certain agreements to be signed among the Members of the Acquiring Group, as well as the Shareholders' Agreement to be signed among the Members of the Acquiring Group, Aliança and Petrobras on the closing date of the transaction.

The shares' acquisition price considers an enterprise value of BRL 35,1 billion for 100% of TAG, in the date base of December, 2017.

The indirect acquisition of the shareholding joint control of TAG by the Company will be subject to the approval by the general shareholders' meeting of the Company, set forth in article 256, item I, of the Brazilian Corporate Law, because, in Company's point of view, it is considered as a material investment to the Company.

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

If it is ultimately assessed the existence of appraisal rights (*direito de recesso*), 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 Corporate 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, April 25, 2019.

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