



OMEGA GERAÇÃO S.A.

Publicly Held Company

Corporate taxpayer's ID (CNPJ/MF) No. 09.149.503/0001-06

State Registry (NIRE) No. 31.300.093.107 | Brazilian Securities Commission (CVM) 23426

MATERIAL FACT

CONCLUSION OF THE 1ST DEBENTURE ISSUANCE IN THE AMOUNT OF R\$ 810,000,000.00 BY OMEGA GERAÇÃO S.A.

Belo Horizonte, Brazil – May 27, 2019 – **Omega Geração S.A.** (“Omega” or “Company” – B3: OMGE3) – a leading company in the Brazilian renewable energy market – pursuant to Article 157, paragraph fourth of Law No. 6,404, dated as of December 15th, 1976, as amended, (“Brazilian Corporate Law”) and to Brazilian Securities Commission (“CVM”) Rule No. 358, dated as of January 3rd, 2002, as amended, in connection with the Material Fact disclosed to the market on January 30th, 2019, the Company hereby informs its shareholders and the market in general that, on this date, the public offering of debentures, non-convertible into shares, issued in four series, of the first issuance of the Company was concluded (“Debentures” and “Issuance”, respectively).

The total issuance amount is R\$ 810,000,000.00 (eight hundred and ten million reais) on the issuance date, of which (i) R\$ 308.6 million with a 60-month tenor in the 1st series; (ii) R\$ 168.0 million with a 84-month tenor in the 2nd series; (iii) R\$ 183.4 million with a 84-month tenor in the 3rd series; and (iv) R\$ 150.0 million with a 96-month tenor in the 4th series, as presented in the following table.

Series	Issuance amount (R\$)	Interest rates	Interest payments	Maturity Date
First	R\$ 308,600,000.00	CDI + 1.20% p.a.	Semi-annual	45% in May 2023 55% in May 2024
Second	R\$ 168,000,000.00	CDI + 1.30%p.a.	Semi-annual	40% in May 2025 60% in May 2026
Third	R\$ 183,400,000.00	IPCA + 5.60% p.a.	Annual	40% in May 2025 60% in May 2026
Forth	R\$ 150,000,000.00	IPCA + 5.00% p.a.	Semi-annual	100% in May 2027

The Debentures were publicly offered, with restricted placement efforts, pursuant with CVM Rule No. 476, dated as of January 16th, 2009, as amended, and other applicable legal and regulatory provisions.

The funds raised through the 1st, the 2nd and the 3rd series will be used (i) to acquire Assuruá's Wind Complex 13 (thirteen) wind power stations, located within the municipalities of Gentio de Ouro and Xique-Xique in the State of Bahia; and (ii) for an early redemption of the 1st issuance of Omega's promissory notes in order to conclude the acquisition of 50% (fifty



percent) of the Pirapora Solar Complex. The funds raised through the 4th series will be used to reimburse costs and investments related to the development of Delta 5 and Delta 6 Wind Complex, composed of a total of four (4) wind power plants in the City of Paulino Neves, State of Maranhão, Brazil, with a combined installed capacity of 108 (one hundred and eight) MW, which are considered priority investment projects by the Ministry of Mines and Energy.

We reinforce that the Debentures profile and term were structured so they can comfortably be serviced with Omega's cash generation. "*We remain loyal to our philosophy of not undertaking refinancing risk and creating value through the spread between our financing cost and the return on our investments.*" states Andrea Sztajn, Omega's Chief Financial and Investor Relations Officer.

The issuance within the terms above was approved by the Company's Board of Directors at the meetings of January 30th, 2019, April 10th, 2019 and May 7th, 2019.

Further information is available on the Indenture of the first Debentures Issuance and its first amendment, available at the CVM's website (www.cvm.gov.br) and at the Company's website (www.omegageracao.com.br).

Andrea Sztajn
Chief Financial and Investor Relations Officer
Omega Geração S.A.