



OMEGA GERAÇÃO S.A.

Publicly Held Company

Corporate Taxpayer Registration (CNPJ) No. 09.149.503/0001-06
Commercial Registry Number (NIRE) 31.300.093.107 | CVM 23426

MATERIAL FACT

CONCLUSION OF THE ACQUISITION OF 100% OF CEA – *CENTRAIS EÓLICAS ASSURUÁ*, OWNER OF CEA I AND CEA II PROJECTS

Belo Horizonte, Brazil – June 5th, 2019 – **Omega Geração S.A.** (“Omega” or “Company” – Novo Mercado: OMGE3) – one of the leading renewable energy companies in Brazil, hereby informs its shareholders and the market in general that the acquisition of CEA – *Centrais Eólicas Assuruá*, owner of CEA I and CEA II projects, located in the interior of Bahia State, from FIP IEER was concluded as of this date.

The total purchase price (Enterprise Value) was R\$ 1,917 million, of which (i) R\$ 1,010 million were net debt assumption by Omega; (ii) R\$ 548 million were paid in cash on this date; (iii) R\$ 30 million to be paid in cash during the 2nd semester of 2019; and (iv) R\$ 329 million to be paid in cash or shares in up to 3 (three) years at the discretion of the Company. The purchase price may be adjusted based on the working capital variation of the assets between the closing balance sheet date and the closing date and the monetary correction of the deferred installments.

The projects have a combined installed capacity of 303 MW and are composed by 13 wind farms, which were awarded PPAs on the 2013 and 2014 Reserve Energy Auctions (LER), with commercial operation dates (COD) in April 2016 and February 2018, respectively.

Furthermore, in the same region, FIP IEER has a vast area with potential for the development of wind and solar assets in excess of 2.0 GW, of which Omega Geração will have the right of first offer as soon as the assets become operational.

Following this transaction and the merger of Delta 7 and Delta 8, expected for the 4Q19, the Company’s installed capacity will reach 1,444.9 MW.

Andrea Sztajn

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