



EQUATORIAL ENERGIA S.A.

Publicly held Company – CVM nº 2001-0

Corporate Taxpayer ID CNPJ/MF No. 03.220.438/0001-73

Company Registry NIRE 21.300.009.38-8

Publicly-held Company

Category A

MATERIAL FACT

EQUATORIAL ENERGIA S.A., publicly held company registered before the Brazilian Securities and Exchange Commission ("CVM"), with headquarters at Alameda A, Quadra SQS, No. 100, Loteamento Quitandinha, Anexo A, Altos do Calhau, Zip Code 65.071-680, in the City of São Luís, State of Maranhão, enrolled with the Corporate Taxpayer ID (CNPJ/MF) under No. 03.220.438/0001-73, with its Bylaws registered before the Board of Trade of the State of Maranhão under NIRE No. 2130000938-8, with its shares traded in the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão under the code "EQTL3" ("Company"), in accordance with Article 157, § 4th, of Law No. 6,404, issued December 15th, 1976, as amended ("Brazilian Corporate Law"), and CVM Instruction No. 358, issued on January 3rd, 2002, as amended ("ICVM 358/02"), hereby informs its shareholders and the market in general of the following:

As previously mentioned, in the material fact released on July 26th, 2018 ("Material Fact 26.07.18"), the Company won the bidding procedure (*procedimento licitatório*) in the modality of bid (*leilão*) ("Bid"), carried out in accordance with the invitation to bid No. 2/2018-PPI/PND ("Invitation to Bid"), for the granting of the concession of the public service of distribution of electric energy associated with the transfer of the shareholding control of the electric energy distributor company COMPANHIA ENERGÉTICA DO PIAUÍ ("CEPISA").

In accordance with the Material Fact 26.07.18, the Company had been analyzing, alongside with its advisers, if the operation was classified under the assumption of Article 256 of the Brazilian Corporate Law.

Once the studies were finalized, the Company concluded that (i) the total price of R\$45,521.52 did not constitute a relevant investment for the Company, pursuant to Article 256, I, of the Brazilian Corporate Law; and (ii) the price per share did not surpass in 1.5 times of the largest of the 3 comparison criteria set forth by item II, of Article 256 of the Brazilian Corporate Law, such as: (a) average quotation of the shares on the stock exchange during the 90 days prior to the contracting date; (b) the net value of each share or quota, the assets and liabilities having been valued at market prices; and (c) the net profit of each share or quota, which may not exceed 15 times the annual net profit per share during the last two financial years, monetarily adjusted.

Therefore, the CEPISA's acquisition **shall not** be subject to approval or ratification by the Company's general meeting and **shall not** trigger the exercise of the right to withdrawal by the Company's shareholders, in accordance with Article 256 of the Brazilian Corporate Law.



The Companies reaffirm its commitment to keep the market in general informed about any developments of this matter, as well as any other matters that may be relevant to the market

São Luís, September 5, 2018.

Eduardo Haiama

Financial and Investor Relations Officer