



ENEVA S.A.

Corporate Taxpayer ID (CNPJ) 04.423.567/0001-21

Company's Registry (NIRE) 33.3.0028402-8

Publicly-held Company

MATERIAL FACT

Rio de Janeiro, March 13th, 2020 – ENEVA S.A. (“Eneva” or “Company”) (B3: ENEV3), in compliance with the provisions of Article 157, Paragraph 4, of Law No. 6,404/76 and with the provisions of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) Instruction No. 358, dated as January 3rd, 2002, and in continuity to the Material Facts disclosed on March 1st, 8th and 11th, 2020, hereby informs that it has received from AES Tietê Energia S.A. (“**AES Tietê**”) the letter attached hereto (“**AES Letter**”), whose answer, also attached, was sent by the Company on this date (“**Eneva Letter**”).

The AES Letter refers to the potential business combination proposed by Eneva to AES Tietê on March 1st, 2020 (“**Transaction**”), and contains a request for information, whose availability would be necessary for AES Tietê “*to be able to assess basic aspects of the Transaction and guide the discussions with its advisors*”.

Therefore, by means of the Eneva Letter, the Company reiterated the availability of its managers and financial and legal advisors to start negotiations with AES Tietê and, accordingly, requested a meeting on March 16th or 17th, 2020, at 9 a.m., to present and discuss the Transaction, as well as to arrange the terms and means of making available information from party to party, aiming at the negotiation and eventual agreement on the legal and financial bases of the Transaction.

The Company will inform its shareholders and the market in general about relevant developments related to the topics discussed herein.

Marcelo Habibe

CFO and Investor Relations Officer

ENEVA S.A.

São Paulo, March 12th, 2020.

To

ENEVA S.A.

Praia de Botafogo, No. 501, Block 1, Suite 701 (part)

Rio de Janeiro – RJ

Postal Code (CEP) 22250-040

Attn.: Mr. Pedro Zinner – Chief Executive Officer

Mr. Marcelo Habibe – Chief Financial Officer

C/C: Messrs. Members of the Board of Directors of AES Tietê Energia S.A.: Julian Jose Nebreda Marquez, Berned Raymond da Santos Ávila; Charles Lenzi; Denise Duarte Damiani; Francisco Jose Morandi Lopez; Franklin Lee Feder; Krista Sweigart; Leonardo Eleutério Moreno; Sérgio Eduardo Weguelin Vieira; Susan Pasley Keppelman Harcourt; Valdeci Goulart

Ref.: Business Combination Proposal – Preliminary Requests

Dear Sirs,

We refer to the proposal for a potential business combination of AES Tietê Energia S.A. (“Company” or “AES Tietê”) and Eneva S.A. (“Eneva”), formalized through correspondence sent by you on March 1st, 2020 (“Proposal” and “Transaction”, respectively).

In view of our fiduciary duty to the Company and its shareholders and that, in our view, certain terms of the Proposal seems to be incomplete or not conclusive, making it impossible a further assessment of the relevant aspects of the Transaction by the Company’s management, we request to be provided the following information (“Information”), without prejudice to the formulation of additional requests after the hiring of legal and financial advisors by AES Tietê, to be defined in a meeting of the Company’s Board of Directors called for tomorrow, March 13th, 2020, as disclosed in a notice to the market dated as of March 8th, 2020:

1. Holding/Financial Statements

- a. Transaction Rationale: Please provide a detailed basis and rationale for the proposed merger. For example, technical studies that support a company that owns both water/renewable and thermal assets are more efficient and competitive than companies dedicated exclusively to water/renewable or thermal assets. Please consider topics such as cash flow predictability/stability, operational risks, cost of capital, among others.
- b. What is Eneva’s strategic view for the business combination?

- c. Please provide a detailed operational plan to capture synergies from the merger:
 - Operational synergies
 - Commercial synergies
 - Business complementarity
 - General and administrative expenses.
- d. In Eneva's view, would accumulated losses be eligible for tax deduction?
 - Please explain the nature of the accumulated losses.
 - What amount of accumulated losses would be eligible for the tax deduction?
 - If so, what is the intended structure of the transaction to maximize tax efficiency?
- e. What is your view on the generation and use of goodwill in the operation?
- f. Please provide legal opinion on the most relevant civil and tax claims against Eneva. Please provide additional details (in addition to the explanatory notes) of the probable, possible and remote contingencies.
- g. Please provide an update on the progress of the R\$ 600 million debenture issue announced at the end of Jan/20.
- h. Please provide more details on how Eneva intends to finance the transaction. How does Eneva plan to manage the combined company's leverage and financial covenants?
- i. Are the cash distribution restrictions (dividends and/or capital reduction) in any way related to Eneva's judicial reorganization process?

2. Natural Gas Reserves

- a. Please provide an update on the progress of current exploration campaigns.
 - What are the recent developments?
 - Please provide information on the cost of extracting the gas being considered.
 - Please provide detailed information on other costs/expenses of the exploratory campaigns.
- b. How much of the gas demand for contracted energy, considering different dispatch scenarios, is covered by the current proven reserves (IP) of the Parnaíba Basin?

- c. What is the exposure of Eneva's operation to the variation in oil prices and operating costs? How are they mitigated?

3. Existing assets

- a. Please provide the historical availability and shipping data for each asset. For coal-fired power plants, provide information on the availability improvements implemented and updates on this topic in these assets.
- b. Please provide the declared VCU and the actual VCU for each asset.
- c. Please provide an update on the questioning of IBAMA and federal prosecutor (MPF) on socio-environmental issues for each asset, especially for coal-fired thermal plants.
- d. What is the carbon emission of each plant?

We understand that the availability of the Information indicated in items (1) to (3) herein above is necessary for the Company to be able to assess basic aspects of the Transaction and guide the discussions with its advisors. Accordingly, we await the sending of the Information for subsequent scheduling of the requested meeting as soon as possible.

This does not constitute acceptance of any terms or conditions of the Proposal, nor does it oblige the Company to initiate negotiations related to the Proposal.

Being that all for the moment, we put ourselves at your disposal for any clarifications that may be necessary.

Sincerely,

AES TIETÊ ENERGIA S.A.

Italo Freitas



Rio de Janeiro, March 13th, 2020

To

AES Tietê Energia S.A.

Attn.: Mr. Ítalo Tadeu de Carvalho Freitas Filho, Chief Executive Officer; and Ms. Clarissa Della Nina Sadock Accorsi, Vice-Chief Executive Officer and Investor Relations Officer.

C/C: Messrs. Julian Jose Nebreda Marquez, Berned Raymond da Santos Ávila; Charles Lenzi; Denise Duarte Damiani; Francisco Jose Morandi Lopez; Franklin Lee Feder; Krista Sweigart; Leonardo Eleutério Moreno; Sérgio Eduardo Weguelin Vieira; Susan Pasley Keppelman Harcourt; Valdeci Goulart

Ref.: Letter received on March 12th, 2020

Dear Sirs,

We refer to the letter received on March 12th, 2020, through which you request information about the potential business combination proposed by Eneva S.A. ("**Company**" or "**Eneva**") to AES Tietê Energia S.A. ("**AES Tietê**") on March 1st, 2020 ("**Transaction**").

In the letter, you affirm that the availability of the requested information is necessary for AES Tietê "*to be able to assess basic aspects of the Transaction and guide the discussions with its advisors*".

In view of the request presented, we invite you and your respective advisors to meet on March 16th or 17th, 2020, at 9 a.m., at a place of your preference, in order to present and discuss the Transaction and to arrange the terms and means of making the available information from party to party, aiming the negotiation and eventual agreement on the legal and financial bases of the Transaction.

In addition, we reiterate that our managers and financial and legal advisors remain at the entire disposal of AES Tietê to initiate negotiations with AES Tietê, and we reaffirm our conviction that the Transaction has merit and potential to generate value for all companies' stakeholders.

Finally, we inform that, in light of the duties imposed on us by Law 6,404/76 and rules issued by the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários – CVM*), this

letter and the letter received on March 12th, 2020 will be made public, in order to ensure fairness and simultaneous dissemination of information about the potential Transaction to our shareholders and the market in general.

Sincerely,

Eneva S.A.

