



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

Belo Horizonte, Brazil – February 28th, 2019 - OMEGA GERAÇÃO S.A.
(“Company” - Novo Mercado: OMGE3) – one of the leading renewable energy companies in Brazil, in compliance with article 157, paragraph 4, of Law 6,404, dated December 15th, 1976, as amended, and CVM Instruction no. 358 of January 3rd, 2002, as amended, in continuity to the Material Facts disclosed on January 30th, 2019 and February 15th, 2019, hereby informs its shareholders and the market in general the following.

As it is already of market’s knowledge, on February 15th, 2019, Company’s Extraordinary Shareholders’ General Meeting (“EGM Feb. 15, 2019”) approved the merger of Delta 5 Energia S.A. (“Delta 5” and “Delta 5’s Merger”) and Delta 6 Energia S.A. (“Delta 6” and “Delta 6’s Merger”) by the Company, pursuant to the “Private Instrument of Protocol and Justification of Merger of Delta 5 Energia SA and Delta 6 Energia SA by Omega Geração S.A.”, signed on January 30th, 2019 and approved by EGM Feb. 15, 2019 (“Protocol and Justification”).

The effectiveness of Delta 5’s Merger and Delta 6’s Merger were conditioned to the verification (or waiver, as the case may be) of the respective suspensive conditions, as provided for in the Protocol and Justification.

At a meeting held on this date, Company’s Board of Directors became aware of the verification (or waiver, as the case may be) of the suspensive conditions applicable to Delta 5’s Merger and Delta 6’s Merger.

Upon the verification of the suspensive conditions, the Board of Directors stated the effectiveness of Delta 5’s Merger and Delta 6’s Merger, and homologated the increase of capital stock and the issuance of Company’s shares resulting from the mergers, with the consequent amendment of article 5 of Company’s bylaws.

Therefore, Delta 5’s Merger and Delta 6’s Merger became effective on this date, for all legal purposes, producing the relevant (civil, corporate, accounting and tax) effects, in accordance with the law and the Protocol and Justification.

Upon completion of the mergers, Delta 5 and Delta 6 will be extinguished, with their net assets being transferred to the Company. The Company will succeed Delta 5 and Delta



6 in all of their respective rights and obligations, including those related to wind power generation projects located in the State of Maranhão, owned by Delta 5 and Delta 6.

Also, in view of the consummation of Delta 5's Merger and Delta 6's Merger, the Board of Directors homologated the increase in Company's capital stock in the amount of R\$ 69,965,501.36, through the issuance of 18,788,469 new common, registered, book-entry shares with no par value. The new shares issued by the Company as a result of the capital increase are subscribed for the account of Delta 5's and Delta 6's shareholders in proportion to their respective capital interest in Delta 5's and Delta 6's capital stock on this date, pursuant to the Protocol and Justification.

The Company reiterates its commitment to keep shareholders and the market in general informed of the progress of the matters discussed herein and any other matters that may be of market's interest.

Belo Horizonte, February 28th, 2019.

Andrea Sztajn

Chief Financial Officer and Investors Relation Officer