

OMEGA GERAÇÃO S.A.

Publicly Held Company

Corporate Taxpayer Registration (CNPJ/MF) no. 09.149.503/0001-06

NIRE (Commercial Registry Number) 31.300.093.107| CVM 23426

MATERIAL FACT

BINDING AGREEMENT FOR THE ACQUISITION OF ELETROBRAS STAKES

Omega Geração S.A. ("Omega" or "Company" – Ticker: OMGE3), in compliance with article 157, paragraph 4, of Law 6,404, dated December 15th, 1976, as amended ("the Brazilian Corporation Law") and CVM Instruction no. 358 of January 3rd, 2002, as amended, ("CVM 358 Instruction"), hereby informs its shareholders and the market in general about the Company's participation in the competitive procedure for the divestment of stakes held by Centrais Elétricas Brasileiras S.A. ("Eletrobras") on certain special purpose entities ("SPEs"), regulated by the Eletrobras Competitive Sale Procedure fn.º 01/2019 ("Procedure").

After the due diligence and evaluation of the assets, the Company reached a binding agreement with Eletrobras, subject to the approval of its shareholders' meeting, for the acquisition of its 78% stake on the SPE holding the assets related to the Lot 1 of the Procedure ("Lot 1 – Acquisition") and 99.99% stake on the SPEs holding the assets related to the Lot 2 ("Lot 2 – Acquisition", with Lot 1, "Acquisitions"), both located in the Rio Grande do Sul state. The assets have a combined installed capacity of 582.8 MW and the Enterprise Value of Omega's binding offer totaled R\$ 1,524.4 million¹, with base date as of December 2018 ("Offer Base Date").

Concomitantly, the Company executed an agreement with Brave Winds that, subject to certain conditions, can lead to the incorporation by Omega of the remaining 22% of Lot 1 until June 30, 2022, in exchange for the issuance of 3,236,607 shares of the Company.

Lot 1 – Santa Vitória do Palmar Cluster (402 MW)

The total purchase price (*Enterprise Value*) is R\$ 1,011.7 million¹, comprising: (i) R\$ 577.2 million¹ of net debt assumption and (ii) R\$ 434.5 million¹ of cash to be paid by Omega Geração. The cash payment will be adjusted by SELIC from the Offer Base Date until the signing of the sales and purchase agreement ("SPA") and by 110% of SELIC from the signing of the SPA until the closing of the Acquisitions.

Lot 2 – Hermenegildo I, II and III and Chuí IX (180.8 MW)

The total purchase price (*Enterprise Value*) is R\$ 512.7 million, comprising: (i) R\$ 378.7 million of net debt assumption and (ii) R\$ 134.0 million of cash to be paid by Omega Geração. The cash payment will be adjusted by SELIC from the Offer Base Date until the signing of the sales and purchase agreement ("SPA") and by 110% of SELIC from the signing of the SPA until the closing of the Acquisitions.

Additionally, the total purchase price of Lot 2 can be adjusted subject to the assets' energy output from 2020 to 2022 ("*earn-out*").

The Assets

The Santa Vitória do Palmar, Hermenegildo I, II and III and Chuí IX wind clusters, located in the municipalities of Chuí and Santa Vitória do Palmar (RS), are comprised of 28 projects, totaling 582.8 MW of installed capacity having achieved the operational stage in 2015.

¹ Proportional to the 78% stake held by Eletrobras on Lot 1.

The projects hold long term bilateral PPAs ("ACL") and the energy is produced by 302 wind turbines generators, 201 of which supplied by Siemens Gamesa and 101 by GE.

Following the acquisition, Omega will reach 1,777.7 MW of installed capacity, a 596% installed capacity growth since Omega's IPO. *"We conducted a detailed diligence to understand the asset in depth and formulate a revised business and operation plan. Siemens and GE turbines help us to replicate operation and maintenance approaches since we already operate such turbines on a large scale in northeastern Brazil. In addition, another valuable factor is the complementary profile of the far south wind resource in relation to our current assets. Our goal is to have high generation predictability and these assets further reduce our annual generation uncertainty. We are very excited about this investment and confident in the results it will bring from 2021 onwards."* Antonio Bastos, Omega's CEO.

Lot	SPE	Eletrobras Stake	Installed Capacity (MW)	Turbine (N° / WTG/ MW)	Capacity Factor ¹	PPA	MWm	Price ³ R\$/MWh
1	Santa Vitória do Palmar Holding S.A.	78.00%	402.0	201 - Gamesa G97 - 2MW	34.7%	ACL	133.1 ²	215.71
2	Eólica Hermenegildo I S.A.	99.99%	57.3	32 - GE 100 - 1.79 MW	38.4%	ACL	19.9	224.28
	Eólica Hermenegildo II S.A.	99.99%	57.3	32 - GE 100 - 1.79 MW	35.6%	ACL	19.9	226.16
	Eólica Hermenegildo III S.A.	99.99%	48.3	27 - GE 100 - 1.79 MW	35.3%	ACL	17.1	223.58
	Eólica Chuí IX S.A.	99.99%	17.9	10 - GE 100 - 1.79 MW	35.4%	ACL	6.1	224.47
Total	-	-	582.8	-	35.3%	ACL	196.1	218.60

¹ 2016 - 2018 average capacity factor, net of grid losses.

² 145.6 MWm from 2021 to 2031. ³ 2020 prices in December/19, adjusted annually by inflation and by the PPAs price curve.

The Funding

In order to support the continuity of Omega's growth and value creation agenda, in a meeting held in July 30, 2020 our board authorized the management to take steps to carry out a primary public share offer of approximately R\$ 500 mm that, in addition to our R\$ 885.5 million cash position as of March 30, 2020, shall enlarge our liquidity and guarantee the availability of resources for the conclusion of the Acquisitions announced today and potential new acquisitions of operating assets by Omega in the following months.

Omega will maintain the market and its shareholders informed about the development of the equity offering.

The Approvals

In addition to the final approval in the shareholders' meeting of Eletrobras, the conclusion of the Acquisitions is subject to customary closing conditions, including approval by creditors and the Administrative Council for Economic Defense (CADE).

The Company's board of directors, at a meeting held on July 30, 2020, approved the signing of the Acquisitions SPAs as soon as the applicable Procedure conditions are fulfilled.

In due course the Company shall convene a General Meeting to approve the Lot 1 – Acquisition, in compliance with article 256 of the Brazilian Corporation Law ("General Meeting").

Additionally, the Company will inform the market about the inclusion of the Lot 2 – Acquisition in the General Meeting and about the withdrawal rights of both Acquisitions in due time. If the



withdrawal rights apply for any of the Acquisitions, dissenting shareholders may exercise their rights over the shares held on the date of the Material Fact informing the withdrawal rights, pursuant to article 137 , §1 of the Brazilian Corporation Law.

The Company reiterates its commitment to keep shareholders and the market in general duly informed about the progress of its operations, investments and any other matters that may be of market's interest.

Belo Horizonte, July 30, 2020.

Andrea Sztajn

CFO and IRO