

## OMEGA GERAÇÃO S.A.

*Publicly-held Company*

Corporate Taxpayer Registration (CNPJ) No. 09.149.503/0001-06  
Commercial Registry Number (NIRE) 31.300.093.10-7 | Código CVM 02342-6

### MATERIAL FACT

**Belo Horizonte, Brazil – September 11, 2019 - Omega Geração S.A. (“Company”** - Novo Mercado: OMGE3), in compliance with article 157, paragraph 4, of Law No. 6,404, dated December 15<sup>th</sup>, 1976, as amended, and CVM Instruction No. 358, dated January 3<sup>rd</sup>, 2002, as amended, and of the CVM Instruction No. 476, dated January 16<sup>th</sup>, 2009, as amended (“**CVM Instruction 476**”), hereby informs its shareholders and the market in general that on September 11, 2019, the Company’s Board of Directors approved a primary public offering with restricted efforts in accordance with CVM Instruction 476 (“**Offering**”) of 27,692,308 common shares with no par value, free and clear of any liens or encumbrances (“**Shares**”), to be offered to no more than 75 professional investors and subscribed by up to 50 professional investors in Brazil, to qualified institutional buyers, resident and domiciled in the United States (as defined under Rule 144A of the U.S. Securities Act of 1933, as amended (“**Securities Act**”) and outside the United States to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act). The total number of Shares initially to be offered may be increased by up to 35% of the total number of Shares initially offered, or up to 9,692,307 Shares, at the offering price (“**Additional Shares**”).

**The Offering has not been and will not be registered under the Securities Act or the securities laws of any U.S. state or other jurisdiction, and the Shares may not be offered for sale, sold, pledged, hypothecated or otherwise transferred in the United States or to U.S. investors, unless they are registered, or exempt from, or not subject to, registration under the Securities Act.**

In order to comply with CVM Instruction 476 and to ensure the participation of current shareholders in the Offering, priority rights will be given to existing shareholders of the Company to subscribe for up to all of the Shares to be placed through the Offering pro rata to their shareholdings in the Company’s capital (“**Priority Offering**”). Therefore, pursuant to the Priority Offering, all of the Shares to be offered in the Offering (including the Additional Shares) will be offered to all of the existing shareholders of the Company before any other investors. **The Priority Offering which will occur in Brazil concurrently with the Offering has not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Priority Offering is only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.**

The estimated dates for the main events relating to the Offering are detailed below:

#	Events	Estimated Date <sup>(1)</sup>
	Board of Directors' Meeting approving the Offering Disclosure of Offering Material Fact.	
1.	First Cut Off Date for participant shareholders in the Priority Offering. Commencement of Roadshow presentations	September 11, 2019
2.	Commencement of Reservation Period for the Priority Offering.	September 13, 2019
3.	Second Cut Off Date for participant shareholders in the Priority Offering.	September 20, 2019
4.	End of Reservation Period for the Priority Offering. End of Roadshow presentations Pricing of Shares.	September 23, 2019
5.	Board of Directors' Meeting approving the Shares' final price and capital increase. Execution of Brazilian placement agreement and international placement agreement and additional agreements relating to the Offering. Disclosure of Pricing Material Fact.	September 25, 2019
6.	Commencement of trading of Shares in B3's Novo Mercado.	September 27, 2019
7.	Settlement of the Offering.	September 30, 2019
8.	Final date for disclosure of Closing Notice to CVM.	October 7, 2019

<sup>(1)</sup> All dates for future events are estimated and subject to modification, suspension and extension and alteration with no prior notice, at the Company and the underwriters' discretion. In the case of a modification or revocation of the Offering, the estimated dates above may be subject to adjustments.

<sup>(2)</sup> Company and underwriters shall conduct roadshow presentations in Brazil and overseas.

This material fact notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

The Company will keep its shareholders and the market in general informed about the progress of the Offering through the disclosure of Notices to the Market or Material Facts on the websites of the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), of B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and of the Company ([www.omegageracao.com.br](http://www.omegageracao.com.br)).

Belo Horizonte, September 11, 2019.

**Andrea Sztajn**

Chief Financial Officer and Investors Relation Officer