



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 25, 2019 - Omega Geração S.A. (“Company” - Novo Mercado: OMGE3), in compliance with article 157, paragraph 4, of Law No. 6,404, dated December 15th, 1976, as amended, and CVM Instruction No. 358, dated January 3rd, 2002, as amended, and of the CVM Instruction No. 476, dated January 16th, 2009, as amended (“**CVM Instruction 476**”), and in continuity to the Material Fact disclosed on September 11th, 2019, hereby informs its shareholders and the market in general that, on this date, the Company’s Board of Directors approved (i) the price per Share (as defined below) of R\$30.00 under the Offering (as defined below); (ii) the Company’s capital increase in the total amount of R\$830,769,240.00, with the issuance of 27,692,308 common shares with no par value, free and clear of any liens or encumbrances (“**Shares**”); and (iii) the ratification of the Company’s capital increase, under the primary public offering with restricted efforts in accordance with CVM Instruction 476 (“**Offering**”) by the issuance of the Shares, offered to no more than 75 professional investors and to be 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 could have been, but was not, increased by up to 35% of the total number of Shares initially offered, or up to 9,692,307 Shares, at the offering price, at the Company and the underwriters’ discretion. **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.**

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

#	Events	Estimated Date ⁽¹⁾
1.	End of Roadshow presentations Pricing of Shares. 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
2.	Commencement of trading of Shares in B3’s Novo Mercado.	September 27, 2019



3. Settlement of the Offering.	September 30, 2019
4. Final date for disclosure of Closing Notice to CVM.	October 7, 2019

⁽¹⁾ 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.

In order to comply with CVM Instruction 476 and to ensure the participation of current shareholders in the Offering, priority rights were 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 offered in the Offering were offered to all of the existing shareholders of the Company before any other investors. **The Priority Offering which occurred in Brazil has not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.**

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), of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and of the Company (www.omegageracao.com.br).

Belo Horizonte, September 25, 2019.

Andrea Sztajn

Chief Financial Officer and Investors Relation Officer