

Eletropaulo

ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.

Publicly-Held Company
CNPJ/MF 61.695.227/0001-93
NIRE 35.300.050.274

MATERIAL FACT

ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A. (“Eletropaulo” or “Companhia”) (B3: ELPL3) informs that, hereof, Neoenergia S.A., a company with headquarters in the city of Rio de Janeiro, State of Rio de Janeiro, at Praia do Flamengo, 78, 4º floor, Flamengo, enrolled with the CNPJ under no. 01.083.200/0001-18 (“Neoenergia”), informed the disclosed of material fact (“Material Fact”) and the second amendment to the voluntary tender offer for the acquisition of Eletropaulo’s shares. The amendment was made available, by Neoenergia, through the IPE system, at www.cvm.gov.br and www.b3.com.br, and at the Company’s Investor Relations website (<http://ri.eletropaulo.com.br>).

The Material Fact is made available in its entirety annex to this document.

Barueri, April 27, 2018.

ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.

Marcelo Antonio de Jesus

Vice-President Officer and Investors Relations Officer

NEOENERGIA S.A.

Publicly Held Company

CNPJ/MF no. 01.0823.200/0001-18

NIRE No. 33.3.0026600.3

MATERIAL FACT

NEOENERGIA S.A. ("Company"), a publicly held company, in compliance to the provisions of article 157, paragraph 4 of Law no. 6.404/76, dated December 07th, 1976, as amended, and Instruction of Brazilian Securities and Exchange Commission ("CVM") no. 358, dated January 3rd, 2002, as amended, informs to its shareholders and the market that, complementing the Material Facts released on April 20th, and April 25th, 2018, the following matters:

1. In compliance with the provisions of paragraph 3 of article 5 of CVM Instruction no. 361, dated March 5th, 2002, as amended ("CVM Instruction 361"), it will be held, on April 27th, 2018, the publishing of the second amendment to the Call Notice of voluntary competitor tender offer for up to all common shares issued by **ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.**, a corporation headquartered in the city of Barueri, São Paulo State, at Avenida Dr. Marcos Penteado de Ulhôa Rodrigues, no. 939, Tower 2, Sítio Tamboré, ZIP Code 36770-301, enrolled at National Register of Corporate Taxpayers under no. 61.695.227/0001-93 ("Call Notice" and "Competitor OPA", respectively).

2. The changes included in the second amendment are listed below:

a. History Updating: In addition to the history updating included in the first amendment to the Call Notice of voluntary competitor tender offer for up to all common shares issued by **ELETROPAULO METROPOLITANA ELETRICIDADE DE SÃO PAULO S.A.**, released on April 25th, 2018, the paragraph below was added.

Also, on April 25th, 2018, Eletropaulo has cancelled the Eletropaulo Offer and the Company has increased the OPA price to R\$32.10.

Additionally, on April 26th, 2018, Enel has risen its offer price to R\$32.20.

b. Answer to Official Letter no. 104/2018/CVM/SRE/GER-1: Considering that the Company has received on April 26th, 2018, the Official Letter no. 104/2018/CVM/SRE/GER-1, in which some requirements to the Call Notice were established, the Company has changed the document in order to include the following modifications:

b.1. Removal of the mentions to "Eletropaulo Offer" in the Call Notice: In compliance with CVM requirement, the Company has changed its Call Notice in order to remove the mentions to Eletropaulo Offer in the document text.

b.2. Adjustment of wording in item 2.14.1: In accordance with the requirement received, the Company has changed the Call Notice in order to describe that the shareholder may sell shares to the bidder by means of B3's electronic trading system, in the event of supervening acquisitions through scheduled auctions.

c. Ratification: All other terms and conditions of the Call Notice remain unchanged, including the auction date, that will be kept as May 18th, 2018, pursuant to Item I, paragraph 3, article 5 of CVM Instruction 361.

3. Pursuant to item 5.5 of the Call Notice, up to 12:00 a.m. (Brasilia Time), of the Auction Date - i.e. May 18th, 2018, Brokerages representing Qualified Shareholders may register, cancel, decrease in quantity, change the price, customer code, portfolio code, custody agent of the sale offers. As of 12:00 (Brasilia time) of the Auction Date until the Auction Beginning, at 4:00 p.m. (Brasilia time), it will only be allowed the cancellation, reduction in quantity or change in the price of the sale offers. As from the Auction beginning, the sale offers shall be deemed as irrevocable and irreversible for all purposes, and the Shareholders will only be allowed to decrease the price.

4. Shareholders who have already qualified or made a statement, in compliance with item 4 of the Call Notice, will not be required to make any procedure for qualifying or making a statement again.

5. The full version of the amendment and the consolidated Call Notice are attached to this Material Fact.

6. The Company will keep the market and its shareholders informed on the developments related to the Competitor Tender Offer.

7. The adjustments made to the Call Notice aiming the removal of Eletropaulo Offer, made in response to CVM requirement, do not constitute any waiver of the rights held by the Company grounded on the Investment Agreement executed on April 16th, 2018 with Eletropaulo, and the Company reserves its right to pursue all legal measures applicable relating to the cancel of Eletropaulo Offer.

8. This Material Fact is merely informative and to not constitute an offer for acquisition of securities by the Company.

Rio de Janeiro, April 27th, 2018

Sandro Kohler Marcondes

Executive Financial Officer and Investor Relations Officer