

**VENTOS DE SÃO VICENTE PARTICIPAÇÕES ENERGIAS RENOVÁVEIS S.A.**

Corporate Taxpayer's ID (CNPJ/MF) No. 15.674.478/0001-74

Company Registry No. (NIRE) 23.300.033.299

**VENTOS DE SANTO ESTEVÃO HOLDING S.A.**

Corporate Taxpayer's ID (CNPJ/MF) No. 16.603.346/0001-14

Company Registry No. (NIRE) 23.300.033.027

**MATERIAL FACT**

**Ventos de São Vicente Participações Energias Renováveis S.A.** and **Ventos de Santo Estevão Holding S.A.** (hereinafter jointly referred to as "Companies"), pursuant to article 157, paragraph 4, of Law No. 6,404 enacted on December 15, 1976, as amended, and in accordance with CVM Ruling No. 358 enacted on January 3, 2002, as amended, hereby inform the market that:

All regulatory approvals have been obtained and the verification of all conditions precedent necessary to consummate the transactions provided under the Capitalization and Investment Agreement entered into by **Votorantim Geração de Energia S.A.** ("VE") and **Canada Pension Plan Investment Board** ("CPPIB") and under the Share Purchase Agreement entered into by and between VE, CPPIB and **Salus – Fundo de Investimento em Participações Multiestratégia** ("Salus"), both dated as of December 13<sup>th</sup>, 2017, as informed by the material fact disclosed on December 15<sup>th</sup>, 2017.

Accordingly, the parties have performed all acts regarding the investment of approximately R\$663.8 million by CPPIB in **VTRM Energia Participações S.A.**, a company then controlled by VE to which it had contributed the Ventos de São Vicente Participações Energias Renováveis S.A. and its subsidiaries, owners of the power generating assets related to the wind power farm denominated "Ventos do Piauí I" located on the State of Piauí ("Piauí I"), and which shall act as the jointly owner investment platform of VE and CPPIB in the Brazilian renewable energy sector ("Joint Venture").

Additionally, the Joint Venture and the other parties carried out the acquisition, by the Joint Venture, of Ventos de Santo Estevão Holding S.A. and its subsidiaries then controlled by Salus which are the owners of the power generating assets related to the wind power farm denominated "Ventos do Araripe III" located on the States of Piauí and Pernambuco ("Araripe III").

As a result of the closing of the aforementioned transactions, VE and CPPIB, by means of its respective participation in the Joint Venture, became the owners of Piauí I and Araripe III wind power farms, which have a jointly installed capacity of approximately 564 megawatts, with almost all of their entire production contracted under the regulated market, and a total committed investment of R\$3.0 billion.

The Companies reaffirm its commitment to keep the market in general informed about any developments of this matter, as well as any other matters that may be relevant to the market.

São Paulo, May 30, 2018.

**VENTOS DE SÃO VICENTE PARTICIPAÇÕES ENERGIAS RENOVÁVEIS S.A.**

Cesar Augusto Conservani

*Officer*

**VENTOS DE SANTO ESTEVÃO HOLDING S.A.**

Cesar Augusto Conservani

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