



ENERGISA S.A.
 - Publicly Held Company -
 CNPJ/MF 00.864.214/0001-06
 NIRE 33.3.0016654-8

COMPANY NOTICE
Public Offering to Acquire Shares of
Energisa Mato Grosso - Distribuidora de Energia S.A.

Pursuant to article 157 (4) of Law 6404 issued December 15, 1976, as amended, (“Brazilian Corporation Law”) and Brazilian Securities Commission (“CVM”) Directive 358 issued January 03, 2002 and subsequent amendments (“ICVM 358/02”), **ENERGISA S.A.**, a publicly held company, corporate taxpayer registration number (CNPJ/MF) 00.864.214/0001-06 (“Company”), hereby announces:

At a meeting held today, December 8, 2017, amongst other matters the Company's Board of Directors approved the making of a voluntary public offering to acquire up to all of the common and preferred free float issued by **Energisa Mato Grosso Distribuidora de Energia S.A.**, a company having its registered office at the address Rua Vereador João Barbosa Caramuru, n.º184, bairro Bandeirantes, CEP 78010-900, Cuiabá, Mato Grosso state, corporate taxpayer number (CNPJ/MF) 03.467.321/0001-99 (“Offering” and “EMT”, respectively), on the following terms:

1. **BACKGROUND**

On this date EMT's share capital consists of 73,478,111 (seventy-three million, four hundred and seventy-eight thousand one hundred and eleven) common shares and 139,432,535 (one hundred and thirty-nine million four hundred and thirty-two thousand five hundred and thirty-five) preferred shares, all registered, book entered and with no par value, as shown below:

Energisa Mato Grosso - Current Distribution of the share capital						
Shareholder	Number of shares					
	Common	%	Preferred	%	Total	%
REDE ENERGIA PARTICIPAÇÕES S/A	53,180,038	72.38	69,600,226	49.92	122,780,264	57.67
ENERGISA S/A	3,626,634	4.94	15,399,302	11.04	19,025,936	8.94
OTHER SHAREHOLDERS	16,671,439	22.69	54,433,007	39.04	71,104,446	33.40
Total company capital	73,478,111	100.00	139,432,535	100.00	212,910,646	100.00

At this date the Company is the indirect controlling shareholder of EMT, directly and indirectly holding 56,806,672 (fifty-six million eight hundred and six thousand six hundred and seventy-two) common shares, accounting for 77.31% (seventy-seven point three one percent) of EMT's voting capital, and 84,999,528 (eighty-four million nine hundred ninety-nine thousand five hundred and twenty-eight) preferred shares, accounting for 60.96% (sixty point nine six percent), of the share capital without voting rights, all registered, book entered and with no par value.

2. TERMS OF THE OFFERING

Under the offering the Company is willing to acquire up to 71,104,446 (seventy-one million one hundred and four thousand four hundred and forty-six) shares, accounting for 33.40% (thirty-three point four percent) of the Company's total share capital, consisting of up to 16,671,439 (sixteen million six hundred and seventy-one thousand four hundred and thirty-nine) common, registered book-entered shares with no par value, traded at B3 S.A. - Brasil, Bolsa, Balcão ("B3") under the symbol ENMT3, equal to 22.69% (twenty-two point six nine percent) of the common share capital, and up to 54,433,007 (fifty-four million four hundred and thirty-three thousand seven) preferred registered book-entered shares with no par value, traded at B3 under the symbol ENMT4, equal to 39.04% (thirty-nine point zero four percent) of the preferred share capital, all registered, book-entered and with no par value, held by noncontrolling shareholders and free float.

The price to be offered is **R\$ 8.60 (eight reais and sixty cents)**, a price that may change according to the terms set out in the Notice, in the event that between the publication of the Notice and the date the Offering shares are auctioned EMT pays out dividends or interest on shareholders' equity or the shares begin to be traded ex-dividends or ex-interest, as the case may be, or as a result of a change to EMT's share capital caused by splitting or grouping shares.

In the event it acquires more than 2/3 (two thirds) of the free float of a given species and class, the Company undertakes to acquire the remaining Offering Shares for the term of 3 (three) months as from the Offering auction date, restated for the change in the rate of the special system for settlement and custody of the Brazilian Central Bank, published by ANBIMA - Brazilian Association of Financial and Capital Market Entities ("SELIC Rate"), since the date of the auction settlement until the date of effective payment, to be paid in current local tender ("Subsequent Acquisitions"), and possibly adjusted for any payments or entitlements to dividends or interest on shareholders' equity.

The acquisition of up to all the common and preferred shares of EMT shall result in the maximum amount of **R\$ 611,498,235.60** (six hundred and eleven million four hundred ninety-eight thousand two hundred and thirty-five reais and sixty cents) by the Company, not including charges, fees, applicable commission and the possible Subsequent Acquisition.

To acquire the shares Company may use cash and/or borrow from financial institutions. The performance of the Offering is not dependent on the effective securing of financing alternatives for this acquisition.

The Company has engaged the services of **ERNST & YOUNG AUDITORES INDEPENDENTES S.S.**, a company based at the address Avenida Presidente Juscelino Kubitschek, n.º 1.909, Torre Norte, 7.º andar, Bairro Itaim Bibi, CEP 04543-011, São Paulo, São Paulo state, corporate taxpayer number (CNPJ/MF) 61.366.936/0001-25, to prepare the appraisal report of the Offering shares in due accordance with article 8 and Appendix III of CVM Directive 361/02.

The Company has also engaged the services of MODAL DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS LTDA., a financial institution, corporate taxpayer number (CNPJ/MF) 05.389.174/0001-01, having its registered office at the address Praia de Botafogo, n.º 501, 5º andar - parte, bloco 01, Botafogo, Rio de Janeiro, RJ, CEP 22250-040, as the intermediary institution for the Offering, in accordance with article 4 (IV) of CVM Directive 361/02 (“Intermediary Institution”).

We emphasize the Offering will not be registered at the CVM and in no circumstance, shall result in the cancellation of EMT’s status as an issuer of category “A” securities, in accordance with CVM Directive 480 issued December 7, 2009, as amended (“ICVM 480/09”).

Furthermore, the Offering will be made on the terms of the Offering notice to be published on December 11, 2017 (“Notice”) and in accordance with the rules established in Brazilian Corporation Law, the Offeror’s bylaws and CVM Directive 361 issued March 5, 2002, as amended (“ICVM 361/02”).

3. ROUGH SCHEDULE AND DOCUMENTS OF THE OFFERING

See below a rough schedule of the stages of the Offering, including its milestones:

Estimated Date	Event
12/8/2017	Company Board of Directors' meeting approving the Offering Publication of Company Announcement for the Offering Publication of Offering Notice Publication of Offering Appraisal
12/11/2017	Publication of Company Announcement and Offering Notice in the newspapers "Gazeta de Cuiabá" and "Diário de Notícias"
1/16/2018	Holding of auction at B3
1/19/2018	Settlement of bids made at the Auction
4/16/2018	End of period for exercising the subsequent sale right

The minutes from the Company's Board of Directors' meeting held that date and which approved the Offering and the entire Offering Notice can be seen at head office, the Company’s site (ri.energisa.com.br), and the CVM’s website.

The Company shall maintain the market and its shareholders up-to-date of any developments related to the Offering.

Cataguases, December 8, 2017.

Maurício Perez Botelho
Investor Relations Director