

**ENERGISA S.A.**

-A publicly held company-  
CNPJ/MF 00.864.214/0001-06  
NIRE 33.3.0016654-8

**COMPANY NOTICE**

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) 00.864.214/0001-06 (“Company”), hereby announces:

At a meeting held on May 10, 2018 the Company's Board of Directors approved the 1<sup>st</sup> Share Granting Program under the long-term share-based incentive plan (“Plan”) for the executives of the Company and its direct and indirect subsidiaries, using shares issued by the Company, as approved at the Company's Annual and Extraordinary General Meeting held April 25, 2018 (“AGOE”).

The Company states that the main conditions approved in the 1<sup>st</sup> Share Granting Program under the Plan were as follows:

- **Term:** to be implemented during 2018, with the cycle lasting for a total of 3 (three) years, starting May 2, 2018 and ending May 3, 2021.
- **Participants:** officers (statutory or otherwise) of the Company and its subsidiaries are eligible; currently there are 38 executives.
- **Individual Volume:** The contract to be signed with each executive will specify the base number of units that can be transferred, subject to the overall volume stipulated in the Plan, taking into account the base compensation the executive received in December 2017 or month they subsequently joined the Company, and a multiple applicable to said compensation base. The amount is converted into a number of units, according to the unit's closing price on the award date, defined as the start of the vesting period (May 2, 2018).
- **Units and Targets:** the receipt and number of units to be received by the executive will depend on achieving corporate targets to be determined at the end of the 3 (three) year vesting period. Participating executives will only receive these units after the vesting period. The corporate target will be determined according to the Company's “Performance Factor”, which will be determined by combining two value creation metrics: Free Cash Flow and TSR (Total Shareholder Return), according to criteria that will be included in the contract to be signed by each executive as an appendix.

- **Reference Value:** units will be transferred to executives with no charge, subject to the plan's terms and conditions. The reference value will be the price of the Unit at B3 at the trading session immediately prior to the date on which ownership of the Units is transferred to the executive.
- **Alternative to the Share Transfer:** the plan states that as an alternative to transferring the units the company may, at its sole discretion, make a cash payment in an amount equal to the value of the units to which any executive is entitled, based on the Reference Value.
- **Restrictions on Share Transfers:** Executives may only sell, assign, transfer or in any other way dispose of the units after meeting a minimum lock-up period ending 1 (one) year after the acquisition date of the units held by the executives.

Under the Plan, a maximum of 0.5% (zero point five percent) of the Company's share capital can be delivered to executives, this being the overall volume of the Plan.

Company Management states the Plan is seeking to align the interests between shareholders and executives, promoting meritocracy, the retention of highly performing executives, encouraging sustainable results and achieving corporate targets, while sharing value created.

The entire Plan can be viewed at the Company's head office and its website ([ri.energisa.com.br](http://ri.energisa.com.br)), and on the CVM's website.

Cataguases, May 10, 2018.

**Maurício Perez Botelho**  
Investor Relations Director