



**EDP - ENERGIAS DO BRASIL S.A.**

Publicly Company  
NIRE 35.300.179.731  
CNPJ/MF nº 03.983.431/0001-03

**BANDEIRANTE ENERGIA S.A.**

Publicly Company  
NIRE 35.300.153.235  
CNPJ/MF no 02.302.100/0001-06

**ESPÍRITO SANTO CENTRAIS  
ELÉTRICAS S.A. – ESCELSA**

Publicly Company  
NIRE 32.300.002.471  
CNPJ/MF nº 28.152.650/0001-71

**NOTICE TO THE SHAREHOLDERS**

**PAYMENT OF INTEREST ON NET EQUITY**

1. **EDP - ENERGIAS DO BRASIL S.A.** informs to its Shareholders that the Board of Director's, in a meeting held in December 21, 2015, approved interest on net equity in the total amount of **R\$14,592,000.00** (fourteen million, five hundred and ninety-two thousand reais), related to the fiscal year of 2015, which will be distributed as follows:

| <b>Nature of payment</b> | <b>Amount per share</b> |
|--------------------------|-------------------------|
| Interest on net equity   | 0.030682862             |

Payment of the above-mentioned sum shall be subject to the following conditions:

- a) Retention of 15% income tax, except for immune or exempt shareholders who prove this condition until the date of December 30, 2015;
- b) Interest on equity paid shall be added to the mandatory minimum dividend, to be paid by the Company for the fiscal year of 2015, integrating these values with amount of dividends distributed by the Company for all purposes of the corporate law;
- c) It shall have rights over the interest on equity all shares of the Company outstanding on the base date of December 21, 2015;
- d) The corresponding credits will be accounted in the accounting records of the Company on the date of December 31, 2015;
- e) The shares will be traded as "ex-interest on capital" at BM&FBOVESPA stock exchange from December 22, 2015, inclusive;
- f) The date of payment of interest on equity will be decided later, on the occasion of the resolution on the payment of dividends for the year ending in December 31, 2015, without any monetary or other compensation;
- g) Those shareholders resident or domiciled in a country that does not tax income or that taxes income at a maximum rate below 20% (twenty percent), referred to article 24, Law



no. 9430/96, shall be subject to withholding income tax at the rate of 25% (twenty-five percent) on the sum reported as interest on equity.

2. Still, **EDP - ENERGIAS DO BRASIL S.A.** announced that its subsidiaries Bandeirante Energia S.A. (“BANDEIRANTE”) and Espírito Santo Centrais Elétricas S.A. – ESCELSA (“ESCELSA”) decided in December 21, 2015, pursuant to its Bylaws, payment to EDP – ENERGIAS DO BRASIL S.A, as the only shareholder of the said subsidiaries interest on capital for the fiscal year of 2015, totaling **R\$107,939,000.00** (one hundred and seven million, nine hundred and thirty-nine thousand reais), as follows:

| <b>Company</b> | <b>Interest on equity<br/>(gross amount)</b> | <b>Gross amount/share</b> |
|----------------|--|---------------------------|
| BANDEIRANTE    | R\$63,296,000.00                             | 0.001619166               |
| ESCELSA        | R\$44,643,000.00                             | 7.597499801               |

The date of payment of interest on capital will be decided later by those subsidiaries, during the deliberation on the payment of dividends for the year ending on December 31, de 2015.

The corresponding credits will be accounted in the accounting records of BANDEIRANTE and ESCELSA in December 31, 2015, on behalf of EDP - Energias do Brasil S.A.

Additional information may be obtained at the Investor Relations Department located at Rua Gomes de Carvalho, 1996 - 8º floor, São Paulo, Phone: (11) 2185-5907, and Fax: (11) 2185-5904.

São Paulo, December 21, 2015.

**EDP – ENERGIAS DO BRASIL S.A.**

Miguel Nuno Simões Nunes Ferreira Setas  
CEO and Investor Relations Officer

**BANDEIRANTE ENERGIA S.A.**

Maytê Souza Dantas de Albuquerque  
Financial Director and Investor Relations Officer

**ESPÍRITO SANTO CENTRAIS ELÉTRICAS S.A. -  
ESCELSA**

Maytê Souza Dantas de Albuquerque  
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