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**AMENDMENT TO THE NOTICE PUBLISHED ON MARCH 27, 2018, OF THE
VOLUNTARY PUBLIC TENDER OFFER FOR THE ACQUISITION OF
PREFERRED SHARES ISSUED BY**

CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC

Publicly-Held Company – CVM Code No. 2461

CNPJ/MF No. 83.878.892/0001-55

NIRE 42.300.012.74

ISIN Code No.: BRCLSCACNPR3

Trade Code at B3: CLSC4

On the account and at order of

EDP - ENERGIAS DO BRASIL S.A.

CNPJ/MF No. 03.983.431/0001-03

Intermediated by:

BANCO ITAÚ BBA S.A.

CNPJ/MF No. 17.298.092/0001-30

BANCO ITAÚ BBA S.A., financial institution headquartered in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 3.500, 1st, 2nd, 3rd (part), 4th and 5th floors, CEP 04538-132, enrolled with the Taxpayers Identification Number (“CNPJ/MF”) under No. 17.298.092/0001-30, as intermediary financial institution (“Itaú BBA” or “Intermediary Institution”), hereby, on the account and order of **EDP – ENERGIAS DO BRASIL S.A.**, publicly-held company headquartered in the City of São Paulo, State of São Paulo, at Rua Gomes de Carvalho, No. 1.996, 8th floor, CEP 04547-006, enrolled with CNPJ/MF under No. 03.983.431/0001-03 (“Offeror”), pursuant to paragraph 3 of Article 5 of the Securities Commission Instruction (“CVM”) No. 361, dated March 5, 2002, as amended (“CVM Instruction 361/02”), informs the amendment (“Amendment”) to the Notice of voluntary public tender offer for the acquisition of up to 7,374,000 (seven million, three hundred seventy-four thousand) preferred shares issued by **CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC**, publicly-held company headquartered in the City of Florianópolis, State of Santa Catarina, at Avenida Itamarati, No. 160, CEP 88034-900, enrolled with CNPJ/MF under No. 83.878.892/0001-55 (“Offer”, “Tender Offer” and “Company”), in order to, among others, comply with the CVM Letter No 77/2018/CVM/SRE/GER-1, dated March 28, 2018, as follows: **1. Trading during the Offer Period.** Added item 3.5 to the Notice, including a representation by the Offeror, in accordance with Article 15-A of CVM Instruction 361/02, regarding the inexistence of dealings with Shares Subject to the Offer during the Offer Period; **2. Price matching during the Offer Period.** Added item 3.5.1 to the Notice, as to include a representation by the Offeror regarding the inapplicability of the relation between the acquisition price per share in the Transaction described in item 1.2 of the Notice and the

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price per Share Subject to the Offer, as per Article 15-B of CVM Instruction 361/02; **3. Obligations by the Intermediary Institution and the Offeror.** Modified item 6.2, as to include the information that this Offer is immutable and irrevocable, and that its liquidation is assured by the Intermediary Institution; **4. Shareholding.** Adjustment made to the shareholding table in item 7.5 of the Notice, as to include reference to persons related to the controlling shareholder of the Company; **5. Selected economic and financial indicators of the Company.** The table in item 7.6 of the Notice was complemented; **6. Inapplicability of the Transaction reference price.** Added item 8.1.1 to the Notice, as to include a declaration by the Offeror, pursuant to paragraph 6 of Article 10 of CVM Instruction 361/02, regarding the inapplicability of the reference price in the Transaction described in item 1.2 of the Notice; **7. Exclusion of Condition of the Offer.** The Condition of the Offer regarding the approval of debt incurrence, originally set forth in item 2.6(v) of the Notice, was excluded.

Without any prejudice to the set forth above, the Offeror upholds and confirms the date of the Auction (April 26, 2018).

The terms initiated by capital letters in this Amendment shall be understood with the same meaning established in the Notice. In light of the modifications in this Amendment, the Notice will enter into effect in the version presented by means of Republishing of the Notice of Tender Offer, as follows below:

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This Offer is exclusively aimed at shareholders holding preferred shares of CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC eligible to participate in the auction in B3 S.A. – Brasil, Bolsa, Balcão. Holders of preferred shares issued by CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC who reside outside Brazil may participate in the offer subject matter of this Notice, provided such shareholders comply with all the laws and regulations to which they may be subject to. This Offer was not and shall not be registered under the terms of the North American federal legislation for securities or of any other country. The Offer is not aimed at persons who reside in any jurisdiction in which the conduction or participation in the offering is prohibited by law.

**NOTICE OF THE VOLUNTARY PUBLIC TENDER OFFER FOR THE
ACQUISITION OF PREFERRED SHARES ISSUED BY**



CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC

Publicly-Held Company – CVM Code No. 2461

CNPJ/MF No. 83.878.892/0001-55

NIRE 42.300.012.74

ISIN Code No.: BRCLSCACNPR3

Trade Code at B3: CLSC4

On the account and at order of

EDP - ENERGIAS DO BRASIL S.A.

CNPJ/MF No. 03.983.431/0001-03

Intermediated by:

BANCO ITAÚ BBA S.A.

CNPJ/MF No. 17.298.092/0001-30

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BANCO ITAÚ BBA S.A., financial institution headquartered in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 3.500, 1st, 2nd, 3rd (part), 4th and 5th floors, CEP 04538-132, enrolled with the Taxpayers Identification Number (“CNPJ/MF”) under No. 17.298.092/0001-30, as intermediary financial institution (“Itaú BBA” or “Intermediary Institution”), hereby, on the account and order of **EDP – ENERGIAS DO BRASIL S.A.**, publicly-held company headquartered in the City of São Paulo, State of São Paulo, at Rua Gomes de Carvalho, No. 1.996, 8th floor, CEP 04547-006, enrolled with CNPJ/MF under No. 03.983.431/0001-03 (“Offeror”), submit to the shareholders of **CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC**, publicly-held company headquartered in the City of Florianópolis, State of Santa Catarina, at Avenida Itamarati, No. 160, CEP 88034-900, enrolled with CNPJ/MF under No. 83.878.892/0001-55 (“Company”), this voluntary public tender offer for the acquisition of up to 7,374,000 (seven million, three hundred seventy-four thousand) preferred shares issued by the Company, with the purpose and according to the conditions set forth herein (“Offer” and “Tender Offer”), in compliance with the rules established (i) in the Securities Commission Instruction (“CVM”) No. 361, dated March 5, 2002, as amended (“CVM Instruction 361/02”), (ii) in the Bylaws of the Company; and (iii) in the Level 2 Listing Regulation of Corporate Governance of B3 S.A. – Brasil, Bolsa, Balcão (“B3” and “Level 2 Regulation”, respectively).

1 PRELIMINARY INFORMATION

1.1. Notice Information. This Notice was prepared according to the information provided by the Offeror in order to meet the provisions set forth in CVM Instruction 361/02, to perform this Offer, providing shareholders of the Company with the elements required to make an informed and independent decision regarding the acceptance of the Offer.

1.2. Background. On December 19, 2017, the Offeror sent a correspondence to the Company reporting the execution, on such date, of the Share Purchase Agreement and Other Covenants (“SPA”), undertaking to acquire from the Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI, 5,140,868 (five million, one hundred and forty thousand, eight hundred sixty-eight) common shares issued by the Company, corresponding to 33.1% of the shares of such class and type, and 437,807 (four hundred, thirty-seven thousand, eight hundred and seven) preferred shares issued by the Company, corresponding to 1.9% of shares of such class and type, representing, jointly, 14.5% of the total shares issued by the Company (“PREVI Shares”), for reference price of R\$230,000,000.00 (“Transaction”). Also, the Transaction closing is subject to compliance with certain Precedent Conditions usual in this type of transaction, among which: (a) approval from the Conselho Administrativo de Defesa Econômica – CADE; and (b) approval from the Superintendência Nacional de Previdência Complementar – PREVIC. Since the Transaction was not intended to shares representing the control of the Company, this transaction was not subject to the approval by the Agência Nacional de Energia Elétrica – ANEEL.

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The general terms of the Transaction were subject to a disclosure of Material Fact by the Company on December 20, 2017. At such opportunity, the Offeror reported its firm intention, once (and only if) the Transaction is closed, to promote this Offer to acquire up to 7,374,000 (seven million, three hundred and seventy-four thousand) preferred shares issued by the Company related to, approximately, 32% of preferred shares issued by the Company, defining the price of R\$27,00 (twenty-seven reais) per share, adjusted according to any declarations and/or payments of any dividends or interest on equity capital by the Company until the Auction Date of the Offer.

On March 21, 2018, following the fulfillment of all the preceding conditions, including the approval by CADE and PREVIC, the Transaction was concluded, resulting in the acquisition of the PREVI Shares at the final acquisition price of R\$ 244,003,643.43, effectively paid R\$ 43.74 for each common and preferred share issued by the Company. The acquisition of part of the PREVI Shares was made under a resolute condition consisting in the withdrawal of eventual restrictions on their transfer. Completion of Transaction was disclosed by the EDP on this same date.

On March 23, 2018, B3 authorized the Offer by the Offeror, according to the terms and conditions set forth herein.

1.3 Publicly held company registration. The Company registration as issuer of securities was granted by CVM on March 26, 1973, under No. 00246-1, and the Company is registered under category “A” since January 01, 2010. **The Offer shall not imply, under any circumstances, cancellation of the Company’s registration as issuer of securities category “A” or withdrawal from Nível 2 of Corporate Governance of B3.**

1.4 Legal and regulatory basis. The Offer shall comply with the Brazilian Corporate Law and articles 4 to 8 -A, 10 to 15-B and 31 of CVM Instruction 361/02 and Level 2 Regulation.

1.5 Participation of the Offeror. On the publication date of this Notice, the Offeror is the direct holder of 5,140,868 common shares, corresponding to 33.1% of the total common shares and 437,807 preferred shares, corresponding to 1.9% of the total preferred shares, both issued by the Company, jointly representing 14.5% of the total capital stock of the Company.

1.6. Reason to Conduct the Offer. This Offer is conducted within the scope of the strengthening process for the Offeror’s new growth cycle, focused on the energy distribution and transmission segment. After an exhaustive analysis of market opportunities, the Offeror understands that its participation in the Company is an opportunity to expand its activities in such industry, among other reasons such as the: (i) presence in a concession area in the State of Santa Catarina, with a favorable business environment and high development potential; and (ii) strategy in line with the Offeror’s strategy, with a partnership which started in the Transmission Auction in April 2017.

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1.7. Business Day. For the purposes of this Notice, a “Business Day” is the day in which there is a trading session in B3’s BOVESPA Segment.

2 OFFER

2.1 Offer. The Offeror, by means of the Intermediary Institution, wishes, under the terms of article 31, jointly with articles 4 to 8-A and 10 to 15-B of CVM Instruction 361/02, subject to item 2.6 below, to purchase and acquire preferred shares, all registered and with no par value, issued by the Company and held by shareholders, according to item 2.4 below, in compliance with all the terms and conditions of this Notice.

2.2 No registration of the Offer. The Offer subject matter of this Notice is a voluntary public tender offer and it is not subject to registration with CVM.

2.3 Corporate Approvals. The Offer was approved at a Board of Directors meeting of the Offeror, held on December 12, 2017, whose minutes shall be registered with the Board of Trade of the State of São Paulo.

2.4 Shares Offered. The Offeror, represented in the Auction (as defined below) by Itaú Corretora de Valores S.A., a financial institution headquartered in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 3.500, 3 floor (part), CEP 04538-132, enrolled with the CNPJ/MF under No. 61.194.353/0001-64 (“Itaú Corretora”), is seeking to acquire up to 7,374,000 (seven million, three hundred and seventy-four thousand) preferred shares issued by the Company, corresponding to, approximately, 32% of preferred shares issued by the Company (“Maximum Offering Limit” and, when referring to preferred shares issued by the Company, “Shares Subject to the Offer”).

2.4.1 Outstanding shares. According to the Company’s Reference Form made available at CVM’s website on March 5, 2018 (version 2017.6), outstanding shares correspond to (i) 6,297,477 (six million, two hundred ninety-seven thousand, four hundred seventy-seven) common shares, representing, approximately, 40.56% of the total common shares issued by the Company and 16.3% of the total capital stock of the Company; and (ii) 22,810,147 (twenty-two million, eight hundred and ten thousand, one hundred forty-seven) preferred shares, representing, approximately, 98.98% of the total preferred shares issued by the Company and 59.1% of the total capital stock of the Company.

2.5. Form. This Offer shall be conducted by means of an auction in B3 (“Auction”).

2.6 Conditions of the Offer. Except in the event of express waiver by the Offeror, represented pursuant to item 2.6.2 below, the effectiveness, implementation and consummation of the Offer is subject, under the terms of articles 127 and 128 of Law No. 10,406, dated January 10, 2002, as amended (“Brazilian Civil Code”) and item VIII of

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article 4 of CVM Instruction 361/02, to the non-occurrence of the conditions listed below, by 6 p.m., (Brasília time) of the Business Day immediately preceding the Auction Date (“Deadline” and “Conditions”):

- (i) A drop of 20% (twenty percent) or more related to the accrued amount of the price of preferred shares issued by the Company in B3, based on the closing price on March 26, 2018 (Business Day before the publication date of this Notice), provided solely closing amounts shall be considered, disregarding any intraday variation;
- (ii) A drop of 20% (twenty percent) or more related to the accrued amount of BOVESPA index (known as IBOVESPA), based on the IBOVESPA price on March 26, 2018 (Business Day before the publication date of this Notice), provided that, for purposes of calculation of such percentage, solely closing amounts shall be considered, disregarding any intraday variation;
- (iii) A dollar depreciation related the real higher than 20% (twenty percent), based on the currency price published by the Brazilian Central Bank on March 26, 2018 (Business Day before the publication date of this Notice), provided that, for purposes of calculation of such percentage, solely closing amounts shall be considered, disregarding any intraday variation;
- (iv) resolution, at the general shareholders meeting of the Company, of a consolidation, merger of shares, merger, liquidation, dissolution, termination, spin off and/or any other form of corporate reorganization involving the Company; or
- (v) occurrence, as a result of the events indicated below, of a change in business, conditions, revenues, transactions, or shareholding of the Company or of its directly or indirectly controlled companies which result or may result in a substantial adverse change related to the Offeror, the Company or its directly or indirectly controlled companies:
 - (a) issuance, by any federal, state or local government authority of Brazil (including, among others, the Executive, Legislative and Judiciary Branch), of any decree, order, sentence or act which: (a.1) questions, restricts or limits the Offeror’s capacity to conduct the Offer, own shares of the Company, acquire additional shares of the Company, exercise rights inherent to them or receive distributions related to them; (a.2) determines the termination of or change to terms and conditions of any licenses, authorizations or concessions granted, required to conduct the Company’s businesses or the businesses of any of its directly or indirectly controlled companies; or (a.3) imposes additional investment obligations, service provision or implementations of measures which

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excessively encumber the Company or any of its directly or indirectly controlled companies; or

(b) occurrence of war or serious civil or political disturbance, in Brazil or abroad; or

(c) occurrence of natural event, such as earthquakes, floods or other similar events, or any external factor which may cause substantial damages to (i) the infrastructure, communication system, or the provision of public services in the State where the Company conducts its activities or in other relevant areas in Brazil; or (ii) the Company's assets, affecting the normal course of its business; or

(d) general suspension or limitation to trading, with securities in general, including Shares issued by the Company, in B3, for more than 24 (twenty-four) hours; or

(e) change to any act by any government authority which prevents the Offeror from conducting the Offer.

2.6.1. *Waiver of Condition.* The Offeror shall be entitled, in the event of the occurrence of any of the Conditions at any time between the publication date of this Notice and the Deadline, decide between:

- (i) waiving such Condition and continue with the Offer without any change to the other terms originally established, provided that, in line with article 5 of CVM Instruction 361/02, the waiver to such Condition shall be considered a change to the Offer and it shall require the publication of an amendment to the Notice, highlighting changes made and indicating a new date to conduct the Auction, as applicable; or
- (ii) not waiving such Condition, which shall immediately result in the cancellation of the effectiveness of the Offer, which shall cease to be binding and may be revoked by the Offeror.

2.6.2 *Notice of occurrence of Condition.* If, at any time between the publication date of this Notice and the Deadline, any of the Conditions occurs, the Offeror shall send, on the same date it becomes aware of the occurrence of such Condition, a notice to the Electronic Trading Officer of B3 and to the Investor Relations Officer of the Company (who, in turn, shall announce a Material Fact informing the market of such fact), reporting (a) the occurrence of any of the Conditions; and (b) the Offeror's decision to (b.1) the waiver to the Condition, maintaining the Offer in force; or (b.2) to non-waiver to the Condition, cancelling the Offer, which shall, therefore, lose its effectiveness.

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2.7 Amendment to the Notice. Any change to the Offer shall result in the publication of an amendment to this Notice (“Amendment”), highlighting changes made and indicating a new date to hold the Auction, which shall comply with the following terms:

- (i) minimum term from the publication of the Amendment of (a) 10 (ten) days, in the event of increase in the Price per Share (as defined below) or waiver to the Condition to effect the Offer, or (b) 20 (twenty) days, in other cases; and
- (ii) maximum term of (a) 30 (thirty) days from the publication of the Amendment; or (b) 45 (forty-five) days from the publication of this Notice, whichever is longer.

2.8 Consequence of accepting the Offer. Once the shareholders of the Company accept this Offer, they agree to transfer the ownership of their Shares Subject to the Offer, including all rights inherent to such Shares Subject to the Offer, according to the terms and conditions set forth in this Notice.

2.8.1 Dividends. If the Company declares dividends until the Auction Date (as defined below) and the shares issued by it start being traded “ex-dividend” until Auction Date, the Shares Subject to the Offer shall be acquired “ex-dividend”. Thus, in the event of declaration of dividends and/or interests on equity capital, respective payments shall be made, pursuant to article 205 of the Brazilian Corporate Law, for the holder of shares on each date reported at the time of the declaration of dividends and/or interests on equity capital and the Price per Share (as defined below) shall be adjusted according to item 3.1.1 below.

2.9 No restriction to the exercise of the right of ownership on Shares Subject to the Offer. When holders accept to transfer their Shares Subject to the Offer under the terms of this Offer, such holders represent that such Shares Subject to the Offer are free and clear of any security interest, liens, charges, usufruct, encumbrances or any other form of restriction to free circulation or transfer which may prevent full and immediate exercise, by the Offeror, of equity rights, political rights or any other rights resulting from the ownership of shares, full compliance with the provisions of CVM Instruction No. 505, dated September 27, 2011, and the rules to trade shares set forth in the Transactions Regulation – BOVESPA Segment of B3, as well as the Regulation and Operational Procedures Guide of B3 Depository Center.

2.10 Authorization to custody agent. The shareholder shall be exclusively responsible for taking applicable measures to ensure its custody agent authorized the transfer of Shares Subject to the Offer for the settlement of the Offer on the date established. Failure to authorize the custody agent to deliver the assets to B3 during the settlement process shall result in failure to settle the sold portion by such shareholder. In the event of failure of the settlement process due to lack of authorization to the custody agent to transfer the

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Shares Subject to the Offer for the timely settlement of the transaction, any costs or charges resulting from such failure shall be fully borne by the shareholder.

2.11 Apportionment. If the Offer is accepted by shareholders which, jointly or individually, intend to transfer, under the scope of the Offer, a number of shares higher than the Maximum Offering Limit, an apportionment proportional to the number of shares each shareholder has irrevocably and irreversibly indicated for sale under the scope of the Offer.

2.12. Effectiveness. This Offer shall remain in force for 30 (thirty) days from the publication of this Notice, that is, it shall become effective as of March 27, 2018 and it shall terminate on the Auction Date.

3 PRICE.

3.1 Price per Share. The Offeror shall pay, for each Share Subject to the Offer, the amount of R\$27.00 (twenty-seven reais) (“Price per Share”), in compliance with items 3.1.1 and 3.1.2 below.

3.1.1 *Adjustment related to dividends and interests on equity capital*. Any dividends or interests on equity capital which may be declared by the Company between the publication date of this Notice and the Auction Date shall be deducted from the Price per Share if the Shares Subject to the Offer start being traded “ex-dividends” or “ex-interest in equity capital” in such period.

3.1.2 *Adjustment by reverse split or split*. In the event the Company’s capital stock is changed between the publication date of this Notice and the Auction Date, as applicable, due to shares’ reverse split or split, the Price per Share shall be adjusted according to the resulting number of shares after the change in the capital stock and it shall be broadly disclose by means of Material Fact.

3.1.3 *Price Adjustments*. In the event of adjustment of the Price per Share in the cases set forth in items 3.1.1 and 3.1.2 above, the Offeror shall send a letter about any adjustments to the Electronic Trading Officer of B3 and to the Investor Relations Officer of the Company who, in turn, shall announce the Material Fact informing the market of such fact), reporting the Price per Share adjusted with two decimal places, up to the Business Day immediately before the Auction Date.

3.1.4. *Price Conditions*. In compliance with the applicable regulations, particularly item I of paragraph 2 of article 12 of CVM Instruction 361/02, procedures may be adopted in the Auction which shall allow the Offeror to increase the Purchase Price during the Auction, and the new price shall be applicable to all respective shareholders which accepted prior bids.

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3.2 Comparison of Price per Share with market price. For comparison purposes, the Price per Share represents a premium of 33.2% on the average weighted price of Shares Subject to the Offer in B3 at the closing of the 30 trading sessions prior to December 19, 2017 (i.e. trading session before the announcement of the firm intention to conduct the Offer).

3.3 Payment date of the Price per Share. The payment of the Price per Share in the scope of the Offer shall be made in 3 (three) Business Days after the Auction Date (“Date of Settlement of the Auction”).

3.4. Payment of the Price per Share. The payment of the Price per Share, or the adjusted Price per Share, as compensation for the acquisition of Shares Subject to the Offer in the Auction shall be made in cash, in Brazilian currency, pursuant to the Regulation and Operational Procedures Guide of the Compensation and Settlement Chamber of BM&FBOVESPA (“BM&FBOVESPA Chamber”), subject to the provisions of item 6.1 below.

3.5. Trading with Shares Subject to the Offer. The Offeror declares in this Notice that no dealings listed in items I to III of Article 15-A of CVM Instruction 361/02 were made with the Shares Subject to the Offer during the period from December 20, 2017 (date of disclosure of the first Material Fact about the Offer), to the date of publication of this Notice, subject to 3.5.1 below.

3.5.1. *Price Matching practiced during the Offer Period.* The Offeror informs that, although the Transaction took place during the period of the Tender Offer (and as a result so did the effective transfer of PREVI Shares to the Offeror), the Share Purchase Agreement was executed previously to the date of disclosure of the first Material Fact about the Offer, and as such the Transaction resulting from the Share Purchase Agreement shall not be considered as a “dealing” occurred during the Offer Period, thereby not being applicable the relation between the acquisition price per share in the Transaction described in item 1.2 of this Notice and the price per Share Subject to the Offer of this Offer, as per Article 15-B of CVM Instruction 361/02.

4 QUALIFICATION FOR THE AUCTION

4.1 Qualification. From the date hereof until 6 p.m. (Brasília time) of the Business Day immediately before the Auction Date (“Qualification Period”), holders of Shares Subject to the Offer which wish to become eligible to participate in the Auction shall register with the Intermediary Institution or any other company authorized to operate in the shares segment of B3 (“Broker”) to represent them in Auction, subject to the terms and procedures established by the Broker for their registration, as well as the Nível 2 Regulation, the Regulation and the Operational Procedures Guide of BM&FBOVESPA Chamber and the Regulation and Operational Procedures Guide of B3 Depository Center, in addition to the requirements set forth in this Notice.

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4.2 Registration with the Broker and Documents required for qualification. Any holder of Shares Subject to the Offer which wishes to become eligible to participate in the Auction and to register with a Broker shall have an account previously opened with such Broker, in order to comply with the term established in the item above. If such holder does not have an account with a Broker, the holder of Shares Subject to the Offer shall arrange such an account within a period of time which allows compliance with item 4.1 above, in person or by means of an attorney-in-fact duly appointed, and such holder shall provide a certified copy of the following documents, provided that, for registration purposes, additional information and/or documents may be required, at the discretion of the respective Broker:

- (i) *Individuals.* Identity card (RG), evidence of enrollment with the National Individual Registry of the Ministry of Finance (“CPF/MF”) and evidence of residence. Representatives of estate, under age and civilly disabled individuals, and attorneys-in-fact of shareholders shall also provide original copies or certified copies of the documentation granting representation powers and certified copies of the identity card (RG) and CPF/MF. State, under age, civilly disabled representatives must also provide the respective legal authorization;
- (ii) *Legal Entities.* Restated Bylaws of articles of association, CNPJ/MF enrollment card, corporate documentation granting representation powers and certified copies of CPF/MF, identity card (RG) and evidence of residence of its representatives. Shareholders resident abroad may be forced to provide other representation documents.
- (iii) *Investor via Resolution 4,373.* A shareholder which has invested in the Company by means of the mechanism established in Resolution 4,373, dated September 29, 2014, issued by the Brazilian Central Bank (“Investor 4,373”), in addition to the documents described in items (i) and (ii) of this item 4.2, as the case may be, shall provide a document confirming its registration number with CVM and the Brazilian Central Bank (in this last case, the number of the Electronic Declaratory Registration – RDE), as well as its custody statement indicating the number of Shares held by it and which shall be sold at the Auction. In case the Investor 4,373 is a foreign individual, he/she shall provide, in addition to the documents indicated herein, a certified copy of its CPF/MF number.
- (iv) *Investor via Law 4,131:* A shareholder which has invested in the Company by means of the mechanism established in Law No. 4,131, dated September 3, 1962, as amended (“Investor 4,131”), in addition to the documents described in items (i) and (ii) of this item 4.2, as the case may be, shall provide (a) a statement indicating the number of Shares it wishes to sell in the Auction; (b) authorization for the Company to register the transfer of Shares sold to Offeror in the RDE-IED system (Electronic Declaratory Registration – Direct Foreign Investment) of BACEN, after the Date of Settlement; and (c) power of attorney granting

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powers to the Intermediary Institution to execute all documents and take all acts required to perform the simultaneous foreign exchange transactions. Investor 4,131 shall also send the IED number of BACEN and supporting document for the investment in the Company through the IED screen of BACEN.

- (v) *Worldwide assets (i.e. assets and investment funds)*. Worldwide assets shall provide the address of the representative, contact telephone number, e-mail, and certified copy of documentation evidencing powers so that the respective representative manifests him/herself for purposes of the Offer.

4.2.1 *Notice to shareholders*. The Offeror informs shareholders which wish to become eligible to participate in the Auction that the procedure related to the verification of documents and transfer of Shares Subject to the Offer described above is subject to internal rules and procedures of the respective Brokers, custody agents, representatives of non-resident investors and of B3. Shareholders which wish to become eligible to participate in the Auction shall timely take all measures, pursuant to this Notice and the legislation and regulation in force.

4.3 Term to deposit shares kept in the bookkeeping environment. Shareholders whose shares are registered with the institution which provides bookkeeping services for shares of the Company (bookkeeping environment) and which wish to participate in the Auction by selling their respective Shares Subject to the Offer shall become eligible for the Auction by registering with any Broker, subject to the terms and procedures required of each custody agent, within a period before the Auction Date sufficient to make it possible to place such shares in the custody of B3 Depository Center.

4.3.1 *Instruction to transfer the ownership of Shares*. The deposit of Shares Subject to the Offer mentioned above implies instructing the B3 Depository Center so that, on Date of Settlement of the Auction (as defined below), the ownership of Shares Subject to the Offer is transferred to the Offeror.

4.3.2 *Shares Subject to the Offer deposited in B3 Depository Center*. Any eligible shareholder which wants to sell its Shares shall, by means of its Broker (provided such is a custody agent in B3 Depository Center), transfer its Shares Subject to the Offer, to portfolio 7105-6 kept by B3 Depository Center exclusively for such purpose, by 12 p.m. (São Paulo time) of the day of the Auction.

4.3.3 *Cancellation of offers*. The Brokers are responsible for registering the sale offers which have the corresponding Shares Subject to the Offer deposited in the portfolio mentioned in item 4.3.2 above. The sale offers registered, and which does not have the corresponding Shares Subject to the Offer deposited in the portfolio mentioned in compliance with item 4.3.2 above, shall be cancelled by B3, prior to the beginning of the Auction.

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Compliance with terms. Each shareholder shall take all measures applicable in order for: (a) the deposit of Shares Subject to the Offer in B3 Depositary Center to be made in a timely manner to allow such shareholder's qualification in the Auction, subject to the procedures of Brokers and the provisions of this item 4.3 and this Notice; and (b) the transfer of such shareholder's Shares Subject to the Offer into custody of B3 Depositary Center to occur and be completed by 6 p.m. (Brasília time) of the Business Day immediately before the Auction. Shareholders shall comply with all requirements to trade shares established in the Transactions Regulation – BOVESPA Segment of B3.

4.3.4 Loan/Lease of Assets. Shareholders of Shares Subject to Tender Offer with donation position in agreements for loan/lease of assets, which wish to become eligible to participate in the Auction of this Tender Offer shall comply with the following procedures:

- (i) Agreements with early settlement clause: the shareholder-donor shall require the settlement, via RTC system, of Shares Subject to the Offer by the borrower: (a) by 7 p.m. (Brasília time) of the third Business Day (D+3) from request date, for requests made until 09:30 a.m.; or (b) by 7 p.m. (Brasília time) of the fourth Business Day (D+4) from request date, for requests made after 09:30 a.m., always considering the return time of assets on D+3/D+4 of the settlement with a deadline of date and time to transfer the assets in portfolio 7105-6;
- (ii) Agreements with a “yes” early settlement clause by the donor in the event of a Tender Offer: settlements may be performed by donor on D-4 until 09:30 a.m. or D-5 of the day scheduled for the auction; and
- (iii) Agreements without early settlement clause: the shareholder-donor shall request an amendment to the agreement, via RTC system, so that the field “Reversible Donor” is changed from “NO” to “YES”. The change for the early settlement of the loan/lease agreement is subject to acceptance from the borrower. In the event of amendment to the agreement, the same procedure established agreements with early settlement clause shall be complied with (see item (i) above).

In such cases, the shareholder-donor shall receive the Shares Subject to Tender Offer in its collateral account in a timely manner to transfer them to portfolio 7105-6, pursuant to the terms of item 4.3.2 of this Notice, and it shall comply with all other requirements established in this Notice for its qualification in order to become an Eligible Shareholder. In the event the borrower fails to return the Shares Subject to Tender Offer within the term established, the usual procedures of B3 shall be adopted to deal with failure of loan/lease of assets.

4.4 Forward Agreements of Shares Subject to the Offer. Investors with long positions duly covered and which wish to become eligible in the Offer shall adopt one of the following procedures:

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- (i) Request the Settlement by Difference (LPD) of the agreements 4 (four) Business Days before the cut-off date for the transfer of shares to portfolio 7105-6;
- (ii) Request the Settlement by Special Difference (LPDE) of the agreements 3 (three) Business Days before the cut-off date for the transfer of shares to portfolio 7105-6; or
- (iii) Request the Early settlement (LA) of the agreements 2 (two) Business Days before the cut-off date for the transfer of shares to portfolio 7105-6.

4.4.1 *Covered Agreement*. Solely holders of agreements covered with the respective Shares Subject to the Offer may request settlement.

4.5 Shareholders which fail to provide documents required for qualification. Any shareholder which fails to deliver all documents, in a timely manner, requested by the Broker for qualification in the Auction or which fails to arrange the transfer of Shares Subject to the Offer into custody of B3 Depository Center, according to the provisions set forth in this Notice, shall not be eligible to participate in the Auction.

4.6 Verification of documents and transfer of Shares. The Offeror points out to shareholders that the verification procedures for documents, as well as for the transfer of shares, as detailed in this Notice, shall be subject to internal rules and procedures of Brokers, depository institutions and B3 Depository Center, therefore shareholders shall take all measures required in advance in order to become eligible to participate in the Auction, and the Offeror, the Intermediary Institution and its affiliates shall not be held accountable for any problems or issues arising out of the verification of such documents and transfer of shares which does not allow or prevents the qualification of such shareholder to participate in the Auction.

4.7. Acceptance of the Offer. The acceptance and inclusion of new Offers by each shareholder shall occur until 12 p.m. of the Auction Date, by means of Brokers, as ordered by each eligible shareholder pursuant to the terms of items 4.3.1 and 4.3.2 above which wishes to participate in the Offer. Withdrawal from the Offer shall be reported by the eligible shareholder to its respective Broker, within sufficient time to allow its respective Broker to cancel or reduce sale offers (as the case may be) registered on behalf of the eligible shareholder, under the terms of item 4.1 above.

4.8 Irrevocability and Irreversibility of Acceptance. As of the start of the Auction, offers registered shall be considered irrevocable, irreversible, and effective, therefore the acceptance of the Offer implies obligation of the accepting shareholder to sell to the Offeror its respective Shares Subject to the Offer, pursuant to the terms and conditions established in this Notice.

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5 AUCTION

5.1 Auction Date. The Auction shall occur on April 26, 2018, at 4 p.m., São Paulo time, by means of the Electronic Trading System of BOVESPA Segment of B3 (“Auction Date”).

5.2 B3 Regulation. The Auction shall comply with the rules established by B3, provided eligible shareholders which wish to accept the Offer and sell their Shares Subject to the Offer in the Auction shall meet the requirements to trade Shares established in the applicable regulation. Eligible shareholders may accept the Offer by means of their Brokers.

5.3 Interference in the Auction and Competing Offer. Purchasing interference shall be allowed for the acquisition of shares in the Auction, by means of a competing offer or not, to be performed pursuant to the terms of item II, paragraph 2 and 4 of article 12, and article 13 of CVM Instruction 361/02, provided the amount of the first interference is at least 5% (five percent) higher than the Price per Share and provided the interested party in the interference announces its intention to the market 10 (ten) days in advance. The interested party in the interference shall also comply with the rules applicable to purchasing interference and competing offers, as set forth in CVM Instruction 361/02. Once the competing offer is made, the Offeror and/or the interested third-party purchaser may increase the price of their respective offers to any amount and as many times as they deem convenient, as provided for in articles 5 and 13 of CVM Instruction 361/02.

5.4. Price Variation. In the event there is no competing offer, procedures which ensure the right of the Offeror to increase the Price per Share during the Auction may be adopted, under the terms of section 3.1.4.

5.5 Brokerage costs and commissions. All brokerage costs, commissions and charges related to the sale of Shares Subject to the Offer shall be borne by respective selling shareholders and brokerage costs, commissions and charges related to the purchase of Shares Subject to the Offer shall be borne by the Offeror. Expenses with the Auction, such as charges and fees established by B3 shall comply with the tables in force on Auction Date and current legal provisions.

5.6 Broker representing the Offeror. Itaú Corretora shall represent the Offeror in the Auction.

5.7 Acceptance procedure by means of Brokers. By 12 p.m. of the Auction Date, Brokers representing eligible shareholders shall inform B3 of the sale offers including the number of Shares Subject to the Offer held by eligible shareholders represented by them in the Auction, registering the sale offers in the Electronic Trading System of BOVESPA Segment of B3 under the code CLSC4L.

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5.7.1 *Other mandatory information in Sale Offers*: The submission of sale offers shall also include the Portfolio Code, Custody agent and Collateral Account of shares of the eligible shareholder. The accounts provided by executors must be final, active and without give-up links (*vínculos de repasse*). Failure to provide the information above shall result in the cancellation of the Offer by B3 before the start of the Auction.

5.8 Term to change, cancel and confirm the Sale Offer. By means of the Electronic Trading System of BOVESPA Segment of B3, until 1 p.m. (Brasília time) on the Auction Date, Brokers representing eligible shareholders may register, cancel, reduce the number, or change the price of sale offers. As of 12 p.m. (Brasília time) on the Auction Date until the start of the Auction at 4 p.m. (Brasília time), it shall be solely permitted to cancel, reduce the number, change the price, client code, Portfolio code, Custody Agent or Escrow Account of the sale offers. As of the start of the Auction, sale offers shall be considered, for any and all purposes, irrevocable and irreversible, and solely eligible shareholders shall be allowed to reduce prices.

5.8.1 *Brokers' Liabilities*. Brokers are responsible for registering sale offers with corresponding Shares Subject to the Offer deposited in their due portfolio. Sale offers shall be accepted until 12 p.m. (Brasília time) on Auction Date. If the Shares Subject to the Offer are not deposited in the portfolio mentioned in item 4.3.2, above, the sale offers shall be cancelled by B3 before the start of the Auction.

5.8.2 *Extension of deadline for change*. The 12 p.m. time related to the deadline to change, cancel, and confirm the sale Offer may be extended if required, as a result of operating adjustments in B3 systems.

6 SETTLEMENT

6.1 *Settlement method*. The financial settlement of the Offer shall occur within 3 (three) Business Days after the Auction Date, that is, on May 02nd, 2018 ("Date of Settlement"), as established in the Regulation and Operational Procedures Guide of BM&FBOVESPA Chamber for the gross settlement type. BM&FBOVESPA Chamber **shall not** act as a central guarantor counterparty of the Auction's settlement, is shall solely act as intermediary for the Auction's settlement in line with this Offer.

6.1.1 *Direction authorization*: Pursuant to the Operational Procedures Guide of BM&FBOVESPA Chamber (item 10.2), in situations in which the custody agent indicated in the offering is not the full trade participant which represented the client in the auction, B3 considers the transfer of the balance to the offers blocking portfolio as an authorization from the custody agent for the settlement of the transaction.

6.1.2 *Settlement*. The financial settlement of the Offer shall be performed in a single installment, on the Date of Settlement of the Auction, upon payment to shareholders of

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the Price per Share or the adjusted Price per Share, as consideration for the transfer of Shares Subject to the Offer to the Offeror, provided, however, that in any event, all Shares Subject to the Offer transferred under the Offer shall be blocked in B3 Depository Center until the end of the settlement.

6.2 Obligation of the Intermediary Institution and the Offeror. Subject to the provisions of item IX of Article 4 of CVM Instruction 361/02, and the conditions indicated in item 2.6 of this Notice, this Tender Offer is immutable and irrevocable, and its liquidation is assured by the Intermediary Institution, pursuant to paragraph 4 of Article 7 of CVM Instruction 361/02.

6.2.1 Intermediation Agreement. Without prejudice to the provisions of item 6.2. of this Notice, pursuant to the intermediation agreement executed between the Intermediary Institution and the Offeror ("Intermediation Agreement"), the settlement obligations of the Offeror established in this Notice shall be complied with by the Offeror, by means of the Intermediary Institution, and, in any case, the Offeror shall remain fully responsible, to the Intermediary Institution, for the compliance with all its obligations related to the Offer and established in this Notice.

6.3. Taxes. Any and all taxes applicable on the sale of Shares Subject to the Offer under the scope of the Offer, including the "Tax on Transactions of Credit, Foreign Exchange and Insurance or related to Securities" (IOF), shall be exclusively borne by shareholders which sell their Shares Subject to the Offer in the Offer or as a result of the Offer, including residents and non-residents in Brazil. The Offeror, the Intermediary Institution and their affiliates shall not be held accountable for any taxes applicable on the sale of Shares Subject to the Offer under the scope of the Offer or as a result of the Offer.

6.4.1 Recommendations to Shareholders/Investors. The respective taxes applicable to shareholders/investors (including, and mainly, to foreign investors which choose this type of investment in the Country) may be subject to interpretation by the Brazilian Federal Revenue Department. Considering that solely shareholders/investors are responsible for the payment of taxes resulting from their participation and acceptance of the Offer, we recommend that, before they decide to join the Offer and participate in the Auction, they should seek advice from their legal and tax advisors to check if there are any legal and tax implications resulting from such participation, provided that the Offeror and the Intermediary Institution shall not be held accountable for any legal or tax impact which may affect shareholders/investors. Shareholders which are foreign investors shall also seek advice from Brokers, custody agents and respective representatives to obtain information related to the procedures of such institutions to pay any applicable taxes, provided such procedures may vary according to each institution.

7 COMPANY'S INFORMATION

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7.1 Headquarters and corporate purpose. The Company is a publicly-held company (*sociedade anônima de capital aberto*) headquartered at Avenida Itamarati, No. 160, Itacorubi, in the city of Florianópolis, State of Santa Catarina, CEP 88034-900, and its corporate purpose is:

- (i) to implement the energy policy established by the State Government;
- (ii) to conduct studies, research, and social-economic surveys, in order to supply energy, jointly with government or private bodies;
- (iii) to plan, design, build and explore systems for the production, transmission, transportation, storage, transformation, distribution and commercialization of energy, mainly electrical energy, as well as related services;
- (iv) to directly operate the systems, by means of subsidiaries, associated companies or in cooperation;
- (v) to charge tariffs or fees corresponding to the supply of energy, particularly electrical energy;
- (vi) to develop, individually or jointly with public or private companies, projects to generate, distribute and sell energy, telecommunications, and infrastructure for public utilities; and
- (vii) to conduct scientific and technology research for alternative systems of energy production, telecommunications, and infrastructure of public utilities.

7.2 Company's history and activities. According to the Company's Reference Form made available on CVM's website on March 5, 2018 (version 2017.6), the Company was incorporated on December 9, 1955, by means of Decree No. 22, in order to plan, build and explore the system of production, transmission and distribution of electrical energy in the State of Santa Catarina. As first, the Company operated mostly as a planning body for the state electrical system. During the 1960's, the Company's Management decided to change the company's profile, going from a channeler of public funds to a holding which operated in the power sector, and which slowly started to incorporate the legacy of old regional companies. As such, the Company began its expansion cycle, and started to operate in the entire State of Santa Catarina. In 1973, the Company obtained its publicly-held company registration and its shares were listed in the stock exchange *Bolsa de Valores do Extremo Sul*. On July 22, 1999, the Company executed Concession Agreements No. 55/99 and No. 56/99, for exploration of public services of electrical energy distribution and potential hydraulic power, respectively. On June 26, 2002, the Company adopted the Level 2 of Corporate Governance of the stock exchange *Bolsa de Valores de São Paulo* and started to develop a set of practices whose purpose is to optimize the Company's performance and protect all stakeholders, such as investors, employees, and creditors. The most important

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corporate event in the past years was the new regulatory milestone of the Brazilian Power Sector, established between 2003 and 2004, which determined the de-verticalization of concession activities of concessionaires of public services of generation, transmission, and distribution of electrical energy. Since October 2006, the Company adopted a pure holding format (controlling company), controlling its whole-owned subsidiaries: Celesc Geração S.A. and Celesc Distribuição S.A.

7.3 Brief Description of Company's Activities. Currently, the Company is one of the largest companies in the Brazilian power sector, particularly in the areas of energy distribution and generation. The Company has two wholly-owned subsidiaries – Celesc Geração S.A. and Celesc Distribuição S.A., additionally, it holds shareholding control of Companhia de Gás de Santa Catarina (SCGÁS) and it is a partner of companies Dona Francisca Energética S.A. (DFESA), Empresa Catarinense de Transmissão de Energia S.A. (ECTE), Companhia Catarinense de Água e Saneamento (CASAN) and the project Usina Hidrelétrica Cubatão S.A. The Company is responsible for the distribution of energy for more than 2.8 million consumer units in 264 cities in the State of Santa Catarina.

7.4. Capital stock. According to the Reference Form of the Company made available on CVM's website on March 5, 2018 (version 2017.6), the capital stock of the Company is of R\$ 1,340,000,000.00, fully paid-up and subscribed, represented by 38,571,591 registered shares, with no par value, of which 15,527,137 are common shares with voting rights and 23,044,454 are preferred shares, also registered, without voting rights.

7.5 Shareholding. In view of the Reference Form of the Company made available on CVM's website on March 5, 2018 (version 2017.6), and considering the conclusion of the Transaction described in item 1.2 of the Notice, the Company's shareholding on the publication date of this Notice is the following:

Shareholder	Common Shares	% Common Shares	Preferred Shares	% Preferred Shares	Total of Shares	% Total	Controlling Shareholder or Persons Related to the Controller
Offeror	5,140,868	33.11	437,807	1.90	5,578,675	14.46	No
State of Santa Catarina	7,791,010	50.17	191	0.00	7,791,201	20.20	Yes
Fundação Celesc de Seguridade Social - CELOS	1,340,474	8.63	230,800	1.00	1,571,274	4.07	Yes
Geração L. PAR Fundo de Investimentos	257,600	1.66	2,400,000	10.41	2,657,600	6.89	No
Centrais Elétricas	4,233	0.03	4,142,774	17.98	4,147,007	10.75	No

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Brasileiras - Eletrobras							
Alaska Poland FIA	0	0.00	2,995,900	13.00	2,995,900	7.77	No
Neon Liberty Capital Management LLC	0	0.00	1,173,300	5.09	1,173,300	3.04	No
Others	992,952	6.04	11,663,682	50.62	12,656,634	32.82	No
Treasury Stock	0	0.00	0	0.00	0	0.00	No
Total	15,527,137	100	23,044,454	100	38,571,591	100	No

7.6 Economic and financial indicators selected by the Company. The table below includes some financial indicators of the Company, based on the financial statements prepared by the Company for the periods indicated:

Thousands of R\$, except as otherwise indicated	12.31.2015	12.31.2016	12.31.2017
Total Assets	7,988,928	8,628,715	9,060,252
Current Assets	3,589,141	3,765,539	3,872,617
Paid-in Capital Stock	1,340,000	1,340,000	1,340,000
Net Equity	2,224,728	2,075,843	1,842,238
Net Revenue	7,051,528	6,108,740	7,091,235
Gross Income	674,067	524,596	879,556
Gross Margin	9.6%	8.6%	12.4%
EBITDA	543,608	329,336	523,243
EBITDA Margin	7.7%	5.4%	7.4%
Operating Income before finance income	282,553	93,760	305,197
Net Profit (Loss)	130,674	(9,817)	66,485
Net Margin	1.9%	(0.2%)	0.9%
Current Liabilities	3,341,708	3,816,122	4,486,667
Noncurrent Liabilities	2,421,492	2,736,750	2,731,347
Total Liabilities + Net Equity	7,987,928	8,628,715	9,060,252
Return on Total Assets	1.6%	(0.1%)	0.7%
Return on Net Equity	5.9%	(0.5%)	3.6%
Net Working Capital	247,433	(50,583)	(614,050)
Current Liquidity Ratio	1.07	0.99	0.86
Turnover of Total Assets	0.88	0.71	0.78
Total Debt	1,743,636	1,242,551	834,898
Cash and Cash Equivalents	922,047	917,464	564,594
Net Debt	821,589	325,087	270,304
Total Shares	38,571,591	38,571,591	38,571,591
Total Common Shares	15,527,137	15,527,137	15,527,137

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Total Preferred Shares	23,044,454	23,044,454	23,044,454
Basic Profit (Loss) per Common Share	3.1968	(0.2402)	1.5055
Basic Profit (Loss) per Preferred Share	3.5165	(0.2642)	1.6561
Total Liabilities / Shareholders' Equity (%)	259.1%	315.7%	391.8%
Net Profit (Loss) / Net Equity (%)	5.9%	(0.5%)	3.6%
Net Profit (Loss) / Net Revenue (%)	1.9%	(0.2%)	0.9%

7.7 Historical Information about Trading of Preferred shares. The table below indicated volumes traded, number and weighted average prices practiced in the spot market of B3 with preferred shares issued by the Company in the last 12 (twelve) months immediately before the publication date of the Material Fact which disclosed the Offeror's firm commitment to conduct this Tender Offer:

Month	Number of Shares Traded	Volume (Millions of R\$)	Minimum Price	Maximum Price	Average Price	Closing Price	Average Market Value (Millions of R\$)
December, 2016	73,900	1.1	13.95	15.89	14.71	15.89	567.3
January, 2017	297,900	5.1	15.05	18.90	17.02	18.29	656.5
February, 2017	149,800	2.8	17.45	19.99	18.88	19.75	728.4
March, 2017	376,500	7.5	18.15	20.95	19.79	18.29	763.3
April, 2017	135,500	2.4	17.45	18.83	17.87	17.89	689.3
May, 2017	432,300	7.6	16.16	19.37	17.57	18.97	677.9
June, 2017	175,200	3.2	17.51	19.60	18.39	18.00	709.5
July, 2017	147,600	2.9	17.60	22.00	19.63	20.12	757.0
August, 2017	184,000	3.9	19.50	22.93	21.18	22.60	816.8
September, 2017	168,000	3.6	20.31	23.00	21.65	21.49	835.3
October, 2017	182,600	3.8	19.80	22.00	21.02	20.22	810.7
November, 2017	213,800	4.1	18.77	20.25	19.31	19.44	744.6
December, 2017	176,200	3.8	19.00	23.97	21.61	23.50	833.4

7.7.1 Weighted average of shares. According to the amounts presented in the table above, the weighted average price per volume of preferred shares issued by the Company in B3, in the 12 (twelve) months before the publication date of the Material Fact which announced the Offeror's firm commitment to conduct this Tender Offer was of R\$ 19.49 per share (considering the period of January 2017 to December 2017), and the net equity amount per share on December 31, 2017 was of R\$ 47.76.

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7.8 Historical dividend information. According to the Reference Form of the Company made available on CVM's website on March 5, 2018 (version 2017.6), related to the 3 (three) fiscal years ended December 31, 2016, 2015 and 2014, respectively, the Company distributed dividends to its shareholders as set forth in the Company's Bylaws, pursuant to the tables below:

Base Date	Payment Date	Value per Common Share (R\$)	Value per Preferred Share (R\$)	Type of Income
04/29/2016	30/12/2016	R\$ 0,455549595	R\$ 0,501104555	Dividend and Interest on Own Capital
04/29/2016	30/06/2016	R\$ 0,455549595	R\$ 0,501104555	Dividends and Interest on Own Capital
04/30/2015	30/12/2015	R\$ 1,788585195	R\$ 1,967443715	Dividends and Interest on Own Capital
04/30/2015	30/06/2015	R\$ 1,788585195	R\$ 1,967443715	Dividends and Interest on Own Capital

7.9 Rights of common shares of the Company. Each common share of the Company grants its respective holder the right to vote in general meetings. According to the Company's Bylaws and the Brazilian Corporate Law, shareholders of the Company are entitled to receive a mandatory dividend of, at least, 25% of the net profit of the fiscal year, subject to the deduction of the amount allocated, in the fiscal year, to the creation of legal reserve, pursuant to article 202 of the Brazilian Corporate Law or interim dividends from the existing profit reserves account in the last annual or half-yearly balance sheet. Holders of common shares have, except in certain conditions set forth in the Brazilian Corporate Law and in the Company's Bylaws, the right to participate in future capital increase of the Company, according to the proportion of their interest in the capital stock of the Company.

7.10 Right of preferred shares of the Company. Pursuant to article 5, §4 of the Bylaws, preferred shares shall be entitled to receive minimum dividends, non-cumulative, of at least 25% of the net profits for the fiscal year, subject to the deduction of the amount allocated, in the fiscal year, to the creation of the legal reserve, pursuant to article 202 of the Brazilian Corporate Law or interim dividends from the existing profit reserves account in the last annual or half-yearly balance sheet. Holders of shares have, except in certain conditions set forth in the Brazilian Corporate Law and in the Company's Bylaws, the right to participate in future capital increase of the Company, according to the proportion of their interest in the capital stock of the Company. Paragraph 6 of article 5 of the

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Company's Bylaws establishes that in the event of non-payment of the minimum dividend to which preferred shares are entitled, for three consecutive years, preferred shares shall acquire the exercise of voting right, until such payment.

7.11 Brief Description of the Activities of the Offeror. The Offeror is controlled by EDP Energias de Portugal S.A, one of the largest European energy operators. Locally, the Offeror operates by means of the following segments: Generation, Distribution, Commercialization, Transmission and Electrical Energy Services. Headquartered in the city of São Paulo, the Offeror has assets in 12 states and total installed capacity of 2,8 GW, serving approximately 3.3 million clients in the states of São Paulo and Espírito Santo.

8 REPRESENTATIONS OF THE OFFEROR AND THE INTERMEDIARY INSTITUTION

8.1 Offeror's Representations. The Offeror represents that:

- (i) it is responsible for the accuracy, quality and sufficiency of the information provided to CVM and the market, as well as for any damages caused to the Company, its shareholders and third-parties, for negligence or willful misconduct, as a result of misrepresentation, inaccuracy or omission of such information, as established in paragraph 1 of article 7 of CVM Instruction 361/02;
- (ii) it is not aware of the existence of any facts of circumstances, not disclosed to the public, which may materially influence the results of the Company or the price of the shares;
- (iii) there have not been, in the last 12 (twelve) months, material private negotiations with shares issued by the Company, between independent parties, involving the Offeror or persons related to it, except for the provisions in item 1.2;
- (iv) on the date of this Notice, there is no agreement, pre-agreement, option, letter of intent or any other legal act between the Offeror or persons related to it and the Intermediary Institution or persons related to it, on the acquisition or sale of securities of the Company, except for the provisions of item 1.2;
- (v) except for the provisions in item 1.5, the Offeror or persons related to it are not, on the publication date of this Notice, holders of other securities issued by the Company;
- (vi) the Offeror or persons related to it are not, on the publication date of this Notice, party to any loans, as borrowers or creditors, of securities issued by the Company, as well as beneficiaries or parties to agreements, pre-agreements,

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options, letters of intent or any other legal acts on the acquisition or sale of securities of the Company, except for the provisions of item 1.2;

- (vii) the Offeror or persons related to it are not, on the publication date of this Notice, subject to exposure in derivatives referred to in securities of the Company;
- (viii) in the last 6 (six) months, no agreement, pre-agreement, options, letters of intent or any other similar legal acts were executed between: (a) the Offeror or persons related to it; and (b) the Company, its managers or shareholders holding shares representing more than 5% (five percent) of outstanding shares of the Company or any individual or legal entity, fund or universality of rights, which acts representing the same interest of another person, individual or legal entity, fund or universality of rights (“Related Persons”) related to the persons mentioned;
- (ix) the Offeror has bank accounts with Itaú Unibanco S.A., which also provides management services for investment funds, custody of securities, as well as credit transactions; and
- (x) the Offeror may, in the future, contract the Intermediary Institution or companies of its group to perform customary financial transactions, including, among others, investments, issuance of securities, investment bank, market maker, credit, financial advisory or any services related to other financial transactions necessary for its activities.

8.1.1. Pursuant to paragraph 6 of Article 10 of CVM Instruction 361/02, the Offeror informs that the price per share (unit price) paid for the common and preferred shares held by PREVI, within the scope of the Transaction, which took place on December 19, 2017, was of R\$ 43.74, regardless of class or type, as 87% of the transaction consisted in the acquisition of common shares issued by CELESC (33.1% of the shares of this class and type), being the share of preferred shares acquired substantially reduced (1.9% of the shares of this class and type), and also considering that the transaction goal was to allow for the Offeror’s influence in the governance of the Company, the Offeror indicates that the unit value paid in the scope of the Transaction is not an appropriate reference to this Offer, which consists exclusively of preferred shares issued by the Company.

8.2 Representations of the Intermediary Institution. The Intermediary Institution represents that:

- (i) it has taken all measures and acted with high standards of diligence to ensure that the information provided by the Offeror is true, consistent, correct and sufficient, being liable for any omission related to such duty, as well as that it has verified the sufficiency and quality of the information provided to the market during the entire Offer, required for the decision making of shareholders, including occasional and periodic information of the Company, and the

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information included in this Notice, as established in § 2 of article 7 of CVM Instruction 361/02; and

- (ii) it is unaware of any facts or circumstances not disclosed to the public which may materially affect the results of the Company or the price of the shares issued by it.
- (iii) the Intermediary Institution, its controlling company and persons related to it (a) do not hold or manage securities issued by the Company; (b) do not hold any securities issued by the Company taken or granted under loan; (c) are not exposed to derivatives referred to in securities issued by the Company; and (d) are not parties to or beneficiaries of options, letters of intent or any other legal acts on the acquisition or sale of securities issued by the Company.

8.3 Intermediation Agreement. The Intermediary Institution and the Offeror executed, on March 22, 2018, an Intermediation Agreement for this Offer (“Intermediation Agreement”). The Intermediary Institution may, under the terms of the Intermediation Agreement, act jointly with other controlling companies, controlled by the Intermediary Institution or under its common control to comply with its obligations, without prejudice to the responsibility of the Intermediary Institution for the obligations attributed to it related to the Offer and established in this Notice and in the applicable regulations.

9 FURTHER INFORMATION

9.1 Identification of legal counsel.

Cescon, Barriou, Flesch e Barreto Advogados

Rua Funchal, No. 418 11th floor

04551-060 São Paulo, SP

www.cesconbarriou.com.br

9.2 B3 Authorization. B3 authorized, on March 23, 2018, the Auction in its Electronic Trading System of BOVESPA Segment of B3.

9.3 Access to documents related to the Offer. This Notice and the list of shareholders of the Company are available to any interested person at the addresses mentioned below, provided the list of shareholders of the Company shall solely be made available to those who appear at the addresses below and solely upon identification and receipt signed by the interested party, as established in item “o”, of Exhibit II, of CVM Instruction 361/02, provided the list of shareholders of the Company shall not be available on the *website* of the Offeror, the Company, the Intermediary Institution, B3 or CVM.

CENTRAIS ELÉTRICAS DE SANTA CATARINA S.A. – CELESC

Avenida Itamarati, No. 160

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88034-900, Florianópolis, SC
<http://celesc.firbweb.com.br/>

EDP - ENERGIAS DO BRASIL S.A.
Rua Gomes de Carvalho, No. 1.996, 8th floor
04547-006, São Paulo, SP
<http://enbr.infoinvest.com.br/>

BANCO ITAÚ BBA S.A.
Avenida Brigadeiro Faria Lima, No. 3.500, 1st, 2nd e 3rd (part), 4th e 5h floors
04538-132, São Paulo, SP
<https://www.italu.com.br/itaubba-pt/>

BRAZILIAN SECURITIES COMMISSION – CVM
Rua Sete de Setembro, No. 111, 27th floor
20050-006 Rio de Janeiro, RJ
<http://www.cvm.gov.br;>

B3 S.A. – BRASIL, BOLSA, BALCÃO
Praça Antonio Prado, No. 48, 2nd floor – *Diretoria de Negociação Eletrônica*
01010-010, São Paulo, SP
<http://www.b3.com.br/>

9.4. Documents of the Offer. Shareholders holding securities of the Company shall carefully read this Notice and other material documents related to the Offer, among which is the statement from the Board of Directors of the Company (according to item 9.7 below), published by the Offeror or filed with CVM, provided such documents present important information.

9.5. No Conflict of Interests. There is no conflict of interests among the Offeror, the Company and the Intermediary Institution which may limit the required autonomy of the Intermediary Institution in the exercise of its duties under the Tender Offer.

9.6 Decision to Participate in the Offer. The decision to participate in the Offer shall be exclusively made by shareholders/investors. Before joining the Offer and participating in the Auction, we recommend shareholders/investors to seek advice from their legal advisors to check legal implications of such participation, provided the Offeror and the Intermediary Institution shall not be held accountable for any legal impact which may affect shareholders/investors.

9.7 Shareholders domiciled outside Brazil. Shareholders domiciled outside Brazil may be subject to restrictions imposed by the legislation of other countries regarding the acceptance of this Offer, participation in the Auction and sale of shares. Such shareholders

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which do not reside in Brazil are exclusively responsible for complying with such applicable laws.

9.8. Opinion of the Board of Directors of the Company. Under the terms of item XXIV, paragraph 1 of article 26 of the Company's Bylaws and item 5.8 of Level 2 Regulation, the Board of Directors of the Company shall prepare and publish, within 15 days from the publication of this Notice, an informed prior opinion, favorable or not, to the acceptance of the Offer. Those interested in this Offer may obtain copies of the statement of the Board of Directors, as soon as it is published on the websites of the Company and of CVM, at the addresses indicated in item 9.3 above.

São Paulo, March 27, 2018.

PLEASE READ CAREFULLY THIS NOTICE BEFORE ACCEPTING THE OFFER.




EDP - ENERGIAS DO BRASIL S.A.

Offeror



BANCO ITAÚ BBA S.A.

Intermediary Institution

 A(O) presente oferta pública (programa) foi elaborada(o) de acordo com as normas de Regulação e Melhores Práticas para as Ofertas Públicas de Distribuição e Aquisição de Valores Mobiliários. O registro ou análise prévia da presente Oferta Pública não implica, por parte da ANBIMA, garantia da veracidade das informações prestadas ou julgamento sobre a qualidade da companhia emissora, do(s) ofertante(s), das instituições participantes, bem como sobre os valores mobiliários a serem distribuídos. Este selo não implica recomendação de investimento.

This public offering (program) was prepared according to the rules of Regulation and Best Practices for Public Offerings of Distribution and Acquisition of Securities. The registration of prior analysis of this Public Offering does not imply, on the part of ANBIMA, a

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guarantee of the accuracy of the information provided or judgment on the quality of the issuer, offering companies, participating institutions, as well as on the securities to be distributed. This seal does not imply investment recommendation.