NOTICE OF TERMINATION OF ADR FACILITY FOR CPFL ENERGIA S.A.

TO ALL HOLDERS AND BENEFICIAL OWNERS FROM TIME TO TIME OF CPFL ENERGIA S.A. AMERICAN DEPOSITARY SHARES (“ADSs”).

DEPOSITARY:	Citibank, N.A. (“Depositary”)
COMPANY:	CPFL Energia S.A., a company organized under the laws of the Federative Republic of Brazil (the “Company”).
DEPOSITED SECURITIES:	Ordinary shares of the Company (the “Shares”).
CUSIP NO:	126153105
ADS TICKER:	CPL
ADS(s) TO SHARE(s) RATIO:	Two (2) Shares to one (1) ADS.
DEPOSIT AGREEMENT:	Second Amended and Restated Deposit Agreement, dated as of January 8, 2015, by and among the Company, the Depositary, and the Holders and Beneficial Owners of ADSs (the “Deposit Agreement”).
TERMINATION DATE:	January 27, 2020 (“Termination Date”).

CITIBANK, N.A. HEREBY GIVES NOTICE OF THE TERMINATION OF THE AMERICAN DEPOSITARY RECEIPTS FACILITY FOR THE ADSs EFFECTIVE AS OF THE TERMINATION DATE.

Pursuant to Section 6.2 of the Deposit Agreement, the Company has directed the Depositary to terminate the Deposit Agreement. As a result of the termination, holders of ADSs will be given until the Termination Date to surrender their current ADSs in exchange for the Shares of the Company. The ADS holders are requested to arrange for the surrender of their ADSs to the Depositary.

According to Section 6.2 of the Deposit Agreement if any ADSs shall remain outstanding after the Termination Date, the Registrar and the Depositary shall not, after the Termination Date, have any obligation to perform any further acts under the Deposit Agreement, except that the Depositary shall, subject, in each case, to the terms and conditions of the Deposit Agreement, continue to (i) collect dividends and other distributions pertaining to Deposited Securities, (ii) sell securities and other property received in respect of Deposited Securities, (iii) deliver Deposited Securities, together with any dividends or other distributions received with respect thereto and the net proceeds of the sale of any securities or other property, in exchange for ADSs surrendered to the Depositary (after deducting, or charging, as the case may be, in each case, the fees and charges of, and expenses incurred by, the Depositary, and all applicable taxes or governmental charges for the account of the Holders and Beneficial Owners, in each case upon the terms set forth in Section 5.9 of the Deposit Agreement), and (iv) take such actions as may be required under applicable law in connection with its role as Depositary under the Deposit Agreement.

At any time after the Termination Date, the Depositary may sell the Deposited Securities then held under the Deposit Agreement and shall after such sale hold un-invested the net proceeds of such sale, together with any other cash then held by it under the Deposit Agreement, in an un-segregated account and without liability for interest, for the pro-rata benefit of the Holders whose ADSs have not theretofore been surrendered. After making such sale, the Depositary shall be discharged from all obligations under the Deposit Agreement except (i) to account for such net proceeds and other cash (after deducting, or charging, as the case may be, in each case, the fees and charges of, and expenses incurred by, the Depositary, and all applicable taxes or governmental charges for the account of the Holders and Beneficial Owners, in each case upon the terms set forth in Section 5.9 of the Deposit Agreement), and (ii) as may be required at law in connection with the termination of the Deposit Agreement. After the Termination Date, the Company shall be discharged from all obligations under the Deposit Agreement, except for its obligations to the Depositary under Sections 5.8, 5.9 and 7.6 of the Deposit Agreement. The obligations under the terms of the Deposit Agreement of Holders and Beneficial Owners of ADSs outstanding as of the Termination Date shall survive the Termination Date and shall be discharged only when the applicable ADSs are presented by their Holders to the Depositary for cancellation under the terms of the Deposit Agreement.

If you have any questions about the above termination, please call Citibank, N.A. at 1-877-248-4237.

Citibank, N.A., as Depositary

December 27, 2019

INFORMATION GUIDE FOR ADS CANCELLATION

CPFL ENERGIA S.A.

Holders of American Depositary Shares ("ADSs") issued by Citibank, N.A., as depositary (the "Depositary"), each representing the right to receive two (2) ordinary shares of CPFL Energia S.A. (the "Shares"), wishing to instruct Citibank, N.A. to cancel such person's ADSs and release the Shares represented by such person's ADSs should proceed as follows:

A. Holders of Certificates

Persons holding certificates commonly referred to as "American Depositary Receipt or ADR" certificates wishing to instruct the Depositary to cancel such person's ADSs and release the Shares represented by such ADSs should take the following actions:

1. Complete and sign the attached ADS Cancellation Instructions Form (the "Cancellation Form"); and

2. Deliver to the Depositary at:

By Mail:	By Overnight Courier :
CITIBANK, N.A. ATTN: CORPORATE ACTIONS VOLUNTARY OFFER P. O. BOX 43011 PROVIDENCE, RI 02940-3011	CITIBANK, N.A. ATTN: CORPORATE ACTIONS VOLUNTARY OFFER 150 ROYALL STREET SUITE V CANTON, MA 02021

each of the following:

a. Completed and signed Cancellation Form;
b. ADR(s) evidencing the ADSs that the holder wishes to be canceled; and
c. Certified check covering the cancellation fees for the aggregate amount of the ADSs presented for cancellation (US$0.05 per ADS presented) plus a US$15.00 telex charge.

Upon timely receipt of all instruments described in Section (2) above, the Depositary shall cause the ADSs to be canceled and the Shares to be delivered in accordance with the instructions of the holder.

B. Persons Holding ADSs through Brokers, Custodians and Other Agents

Holders of ADSs through a broker, custodian or other agent should contact the broker or custodian or other agent and direct such broker, custodian or other agent to instruct the Depositary to cancel the ADSs and to release the Shares represented by the ADSs so canceled. Brokers, custodians or other agents wishing to instruct the Depositary to cancel ADSs and release Shares should contact Broker Services at 973-461-7013.

Upon receipt of the necessary instructions and of delivery of the ADSs from the broker, custodian or other agent, the Depositary shall cause the ADSs to be canceled and the Shares represented by the ADSs so canceled to be delivered in accordance with the instructions of the broker, custodian or other agent.

C. Holders of Uncertificated ADSs

Persons holding ADSs in direct registration form (uncertificated ADSs) wishing to instruct the Depositary to cancel such person's ADSs and to release the Shares represented by such ADSs, should take the following actions:

1. Complete and sign the attached Cancellation Form; and

2. Deliver to the Depositary at:

By Mail:	By Overnight Courier :
CITIBANK, N.A. ATTN: CORPORATE ACTIONS VOLUNTARY OFFER P. O. BOX 43011 PROVIDENCE, RI 02940-3011	CITIBANK, N.A. ATTN: CORPORATE ACTIONS VOLUNTARY OFFER 150 ROYALL STREET SUITE V CANTON, MA 02021

each of the following:

a. Completed and signed Cancellation Form;
b. Certified check covering the cancellation fees for the aggregate amount of the ADSs presented for cancellation (US$0.05 per ADS presented) plus a US$15.00 telex charge.

Upon timely receipt of all instruments described in Section (2) above, the Depositary shall cause the ADSs to be canceled and the Shares to be delivered in accordance with the instructions of the holder.

D. Special Instructions

Holders of ADSs who have lost their ADR(s), or if the ADSs are part of an estate or trust, should call Citibank, N.A. at 1-877-248-4237.

Note: In order to receive the Shares you must deliver your ADR Cancellation Form and deliver your CPFL Energia S.A. ADSs to the Depositary prior to the Termination Date.

ADR CANCELLATION INSTRUCTIONS FORM

To accompany American Depositary Shares ("ADSs"), each representing the right to receive two (2) ordinary share (the "Shares")

OF

CPFL Energia S.A.

Pursuant to the Notice of Termination of ADR Facility, dated December 27, 2019, the undersigned, the holder(s) of CPFL Energia S.A. ADR(s) referred to below, or the assign(s) of such holder(s), hereby surrender(s) such CPFL Energia S.A. ADR(s) to Citibank, N.A., as depositary (the "Depositary"), and instruct the Depositary to cause the Shares of CPFL Energia S.A. represented by the ADSs to be released in the manner identified in Item (B) below.

IMPORTANT: PLEASE FILL IN EACH OF THE APPLICABLE BOXES

ITEM A: DESCRIPTION OF ADRs ENCLOSED		
Name(s) and Address(es) of Record Holder(s) of CPFL Energia S.A. ADRs (if blank, please fill in exactly as name(s) appear(s) on the ADR(s))	Number of ADSs Enclosed (attach additional lists if necessary)	
	ADR Certificate Number(s)	Number of ADSs represented thereby
Total Number of ADSs surrendered:		

ITEM B: **ORDINARY SHARES DELIVERY INSTRUCTIONS**

(Please complete each of the following below to allow delivery of your

CPFL Energia S.A. **S**hares in Brazil. No certificated CPFL Energia S.A. Shares will be issued.)

Upon cancellation of my ADRs, I hereby instruct you to release my CPFL Energia S.A. Shares in the following manner:

☐ In a brokerage or custodian account in Brazil

Broker/Custodian Name ____________________

BIC CODE ____________________

Account No. at Broker/Custodian ____________________

Contact Name of Broker/Custodian ____________________

Contact Number of Broker/Custodian ____________________

Contact E-Mail of Broker/Custodian ____________________

Account Number of Beneficial Owner ____________________

☐ As a Registered Holder of CPFL Energia S.A. Shares

Name of Registered Holders(s): ____________________

Address: ____________________

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ITEM C: **SIGNATURE(S)**

Date: ____________________ Area Code and Telephone No.: ____________________

Signature(s): ____________________

(Must be signed by record owner(s), exactly as name(s) appear(s) on the CPFL Energia S.A. ADR(s) enclosed. If signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, the capacity of the person signing should also be indicated.)

Name(s):____________________

Capacity (full title):____________________

ITEM D:	MEDALLION GUARANTEE

The signature(s) in Item C of this ADR Cancellation Instructions Form must be guaranteed (Guarantee of Signature) by an Eligible Guarantor Institution that is a member in good standing of a recognized Medallion Signature Guarantee Program approved by The Securities Transfer Association, Inc.

Note: Signature(s) must be stamped with a Medallion Signature Guarantee by a qualified financial institution, such as a commercial bank, savings bank, savings and loan institution, U.S. stock broker and security dealer, or credit union, that is participating in an approved Medallion Signature Guarantee Program. **(A NOTARY SEAL IS NOT ACCEPTABLE)**

Medallion Gurantee Stamp (Notary Public Is not Acceptable)