TRACTEBEL ENERGIA S.A.

A PUBLICLY LISTED COMPANY – CNPJ 02.474.103/0001-19
NIRE 4230002438-4

NOTICE TO SHAREHOLDERS

We hereby notify all Shareholders and the market in general that the Board of Directors of Tractebel Energia S.A., meeting on October 25, 2012, pursuant to subsection XV of Article 19 of the Company's Bylaws, approved the credit of interest on shareholders' equity relative to the period from January 1st to December 31, 2012, pursuant to Article 204 of Law 6,404/76 with respect to the following values and conditions: **a) Amount -** The gross amount of the interest on shareholders' equity shall be R$ 276,200,000.00 (Two-hundred seventy-six million and two-hundred thousand Reais), corresponding to R$ 0.4231379607 per share. **b) Record date -** The record date for the entry of the interest on shareholders' equity to the Company's accounting records shall take place on December 31, 2012, based upon the shareholding position as of November 23, 2012. **c) Share trades -** The Company's shares shall trade *ex*-interest on shareholders' equity as from November 26, 2012. **d) Income tax withholding at the source -** The amount of interest on shareholders' equity shall be subject to federal income tax withholding of 15%, except for shareholders who are provably immune or exempt. Regarding shareholders who are resident in or domiciled in a country that does not tax income or that applies a maximum tax rate of less than 20%, pursuant to article 24 of Law 9,430 of December 27, 1996, the income tax withholding rate at the source shall be 25%. **e) Proof of immunity or exemption -** Shareholders who are immune or exempt of income tax, under the terms of the existing tax legislation, shall present proof of such immunity or exemption by December 7, 2012, at the Company's head offices at Rua Paschoal Apóstolo Pítsica, 5064 – Agronômica, Florianópolis – SC, Zip code 88025-255 Brazil, Attn the Tax Governance Department – GTR (Departamento de Governança Tributária). **f) Imputation of the interest to the dividends -** The interest on shareholders' equity, net of income tax withheld at the source, shall be imputed to the mandatory dividends pursuant to article 202 of Law 6,404/76. **g) Payment of interest on shareholders' equity** - The interest on shareholders' equity shall be paid based on the records currently on file at Itaú Unibanco Banco Múltiplo S.A., on a date to be subsequently decided upon by the Board of Executive Officers and communicated through a Notice to Shareholders.

Florianópolis, October 25, 2012.

Eduardo Antonio Gori Sattamini
Chief Financial and Investor Relations Officer

Manoel Arlindo Zaroni Torres
Chief Executive Officer