TRACTEBEL ENERGIA S.A.

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

NOTICE TO SHAREHOLDERS

We hereby notify our Shareholders and the market in general that the Board of Directors of Tractebel Energia S.A., during a meeting held on December 06, 2006 and based on the powers granted to it under paragraph XV of art. 19 of the Company's By-Laws, approved the credit of interest on shareholders' equity relative to the period from July 1 to December 31 2006, in compliance with article 9 of Law 9,249/95 and Deliberation 207/96 of the Brazilian Securities Exchange Commission (CVM), in the following terms:

a) Amount
The gross amount of the interest on shareholders'equity shall be R$ 99,000,000.00 (Ninety nine million Reais), corresponding to R$ 0.151668 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, 2006, based upon the shareholding position as of December 14, 2006.

c) Share trades
The Company's shares shall trade *ex*-interest on shareholders' equity as from December 15, 2006.

d) Income tax withholding at the source
The amounts 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 21, 2006, at the Company's head offices at Rua Antônio Dib Mussi, 366 – Centro, Florianópolis – SC, CEP 88015-110, Attn the Planning and Tax Management Department – PGT (Departamento de Planejamento e Gestão Tributária – PGT).

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 Banco Itaú S.A., on a date to be subsequently decided upon by the Board of Executive Officers and communicated through a Notice to Shareholders.

Florianópolis, December 6 2006.

Marc Verstraete
Finance and Investor Relations Director