TRACTEBEL ENERGIA S.A.

A Publicly Listed Company – CNPJ 02.474.103/0001-19

NIRE 4230002438-4

NOTICE TO SHAREHOLDERS

TRACTEBEL ENERGIA S.A. ("**Tractebel**"), a publicly listed company with its registered offices in the city of Florianópolis, state of Santa Catarina at Rua Antônio Dib Mussi, 366, Centro, CEP 88015-110, registered in the corporate tax register (CNPJ/MF) under number 02.474.103/0001-19, in the context of the operation for acquisition of all the common shares issued by SUEZ Energia Renovável S.A. ("SER") held by GDF SUEZ Energy Latin America Participações Ltda., representing 99.99% of the capital stock of SER ("Operation"), ratified by the shareholders at the extraordinary general meeting held on October 19, 2010, the minutes of which were registered with the Commercial Registry Office of the State of Santa Catarina on October 28, 2010 under number 20103135111 and published in the newspaper Notícias do Dia and in the Diário Oficial do Estado de Santa Catarina of that date, hereby notifies its shareholders, the Brazilian Securities and Exchange Commission - CVM, BM&FBOVESPA and the market in general as to the procedures that must be adopted by the shareholders eventually wishing to exercise withdrawal rights pursuant to Article 256 of Law 6.404/76.

Only those shareholders that as of December 21, 2009, the date on which the Material Fact with respect to the Operation was published, were proven holders of the shares issued by Tractebel, may exercise withdrawal rights.

The shareholders that enjoy withdrawal rights and wish to exercise them, must expressly manifest their intention **by December 6, 2010.** Such manifestation must be stated through the medium of signed correspondence with certified signature, effectively delivered to the registered offices of Tractebel at the above mentioned address for the attention of the Finance and Investor Relations Director, together with banking account details for deposit of the reimbursed value together with the following documents:

(a) proof of ownership of the shares as of the record date of December 21, 2009;
(b) in the event of a natural person, certified copies of registration in the personal tax register (CPF), identity document (RG) and proof of residence; and
(c) in the event of a corporate entity, certified copies of the corporate bylaws/articles of association, CNPJ and in addition, CPF and identity documents (RG) of the respective legal representatives.

The shareholders that may exercise withdrawal rights shall be reimbursed for the value of their shares, calculated on the basis of the book value of Tractebel as of December 31, 2009, namely R$ 5.64 (five reais and sixty-four centavos) per share.

Payment of reimbursement of the shareholders that exercise withdrawal rights shall be effected within 10 (ten) days as from the end of the period for exercising right of withdrawal.

Pursuant to Article 45, Paragraph 2 of the Brazilian Corporate Law, dissenting shareholders shall have the right to request the raising of a special balance sheet in addition to the reimbursement. In this eventuality, the Company shall immediately pay 80% (eighty percent) of the value of the reimbursement and as soon as the balance sheet is raised, shall pay the balance within a term of 120 days as from the date of the resolution of the general meeting.

Florianópolis, November 4, 2010.

Eduardo Antônio Gori Sattamini

Finance and Investor Relations Director