CNPJ 02.474.103/0001-19

MINUTES OF THE TWENTIETH EXTRAORDINARY GENERAL MEETING OF TRACTEBEL ENERGIA S.A.

On June 14 2007 at 2:00 p.m. at the Company's registered offices situated at Rua Antônio Dib Mussi, 366, Centro, in the city of Florianópolis, capital of the state of Santa Catarina, the shareholders of Tractebel Energia S.A. met, representing a quorum of more than 2/3 (two thirds) of the capital stock with voting rights pursuant to the registers and signatures in the "Shareholders' Presence Register", for the purpose of deliberating on the matter in the Agenda of the Day. Calling the meeting to order, Maurício Stolle Bähr, Chairman of the Board of Directors, to whom it is incumbent to chair the said meeting as President and pursuant to Article 12 of the Company Bylaws, proposed as Secretary José Moacir Schmidt, the proposal being duly seconded. Opening the agenda of the day, the President thanked the presence of the shareholders, Manoel Arlindo Zaroni Torres, Managing Director of the Company, Ricardo Szlejf, representative of Banco Santander Banespa S.A. and Ricardo de Lima Assaf, representative of Machado Meyer, Sendacz e Opice. The Chairman then informed that these minutes would be drafted in the form of a summary of the events, pursuant to Article 130, Paragraph 1 of Law 6,404/76, and that this Meeting had been correctly convened through a notice published in the newspapers Valor Econômico, Diário Oficial do Estado de Santa Catarina and Diário Catarinense editions of May 30 and 31 and June 01 2007, requesting me to read as transcribed as follows: *"**Extraordinary General Meeting – Convening Notice** – Pursuant to the legal and statutory provisions, the shareholders of **Tractebel Energia S.A.** are hereby convened for an Extraordinary General Meeting to be held on June 14 2007, commencing at 2:00 p.m. at the Company's registered offices situated at Rua Antônio Dib Mussi, 366, Centro, in the city of Florianópolis, capital of the state of Santa Catarina, with the following Agenda of the Day: 1. Pursuant to Article 256, Paragraph 1 of Law 6,404/1976, as amended, to ratify the acquisition of the totality of the common and preferred shares issued by Companhia Energética São Salvador - CESS held by Suez Energy South America Participações Ltda., as approved unanimously by the Directors at the 78th Meeting of the Board of Directors of Tractebel Energia S.A. held on May 15 2007. Pursuant to Article 135, Paragraph 3 of Law 6,404/1976, we inform that the following are available to shareholders at the Company's registered offices, (i) the economic and financial Appraisal Report of CESS prepared in accordance with Article 8 of Law 6,404/1976 and (ii) the Share Purchase Agreement and Other Agreements signed between the Company and Suez Energy South America Participações Ltda. on May 29 2007. Pursuant to the appropriate legislation and Article 13 of the Bylaws, the shareholders should substantiate their condition as shareholders within 72 (seventy-two) hours before the holding of the Meeting, by depositing the documents proving title to the shares of Tractebel Energia S.A., to be delivered at the Company's registered offices during business hours. Florianópolis, May 30 2007. Maurício Stolle Bähr, Chairman of the Board of Directors".* Proceeding with the meeting, the President presented to the meeting for discussion the **item of the Agenda of the Day of this Twentieth Extraordinary General Meeting: Item 1** –Pursuant to Article 256, Paragraph 1 of Law 6,404/1976, as amended, the signing by the Company of the Share Purchase Agreement and Other Agreements, signed on May 29 2007 ("Purchase Agreement") and consequently, the acquisition of the totality of common and preferred shares issued by Companhia Energética São Salvador - CESS held by Suez Energy South America

Participações Ltda., as approved unanimously by the Directors at the 78th Meeting of the Board of Directors of Tractebel Energia S.A. held on May 15 2007. **Resolutions:** On a unanimous vote and without any restrictions, the shareholders resolved to ratify the signature by the Company of the Share Purchase Agreement with respect to the acquisition of 134,471,571 (one hundred and thirty-four million, four hundred and seventy-one thousand, five hundred and seventy-one) common shares and 134,471,576 (one hundred and thirty-four million, four hundred and seventy-one thousand, five hundred and seventy-six) preferred shares issued by CESS, held by Suez Energy South America Participações Ltda., representative of 99.99% of the voting capital and 99.99% of the total capital of its capital stock, duly issued and paid in. The Chairman informed those present that the shareholder Banco Clássico S.A., absence of which was justified, had sent the following manifestation of Voting Declaration, in the following terms: *BANCO CLÁSSICO S.A., a corporate private sector entity, enrolled in the corporate taxpayers' register (CNPJ/MF) under number 31.597.552/0001-52, with registered offices and jurisdiction in the city and state of Rio de Janeiro at Av. Presidente Vargas, 463 / 13th floor, Centro, represented in this act, pursuant to Article 10 of its Bylaws, by its Directors JOSÉ PAIS RANGEL, Brazilian, married, lawyer, bearer of ID number 22.191-OAB/RJ, enrolled in the private taxpayers' register (CPF/MF) under number 239.775.667-68, and JOSÉ JOÃO ABDALLA FILHO, Brazilian, single, banker, bear of ID number RG 1.439.471 SSP/SP, enrolled in the private taxpayers' register (CPF) under number 245.730.788-00, resident and domiciled in the city of Rio de Janeiro, in the position of minority shareholder, owner of 10% (ten percent) of the common shares issued by Tractebel Energia S.A., a corporate private sector entity with registered offices at Rua Antônio Dib Mussi, 366, in the city of Florianópolis, state of Santa Catarina, enrolled in the corporate taxpayers' register (CNPJ/MF) under number 02.474.103/0001-19, given the justified absence from the 20th Extraordinary General Meeting of Tractebel Energia S.A., which will be held on June 14 2007 at 2:00 p.m. at the Company's registered offices, considering the item in the Agenda of the Day in the Convening Notice was exhaustively discussed at a meeting of the Board of Directors of the Company being unanimously approved by the Directors present, among which representatives of the minority shareholders, as well as based on the conviction that the acquisition in question represents a good business opportunity for Tractebel Energia S.A. and its shareholders, does hereby manifest in this DECLARATION OF VOTE the ratification of the operation for the purchase of the totality of common and preferred shares issued by Companhia Energética São Salvador – CESS held by Suez Energy South América Participações Ltda, as approved unanimously at the 78th Meeting of the Board of Directors of Tractebel Energia S.A., held on May 15 2007. Rio de Janeiro, June 13 2007. JOSÉ JOÃO ABDALLA FILHO, Managing Director and JOSÉ PAIS RANGEL, Vice President*. **Conclusion:** The floor being given to the shareholders present and no point of order being raised, the President thanked the presence of all and declared the work of this Extraordinary General Meeting concluded, requesting that these Minutes be drafted. The said minutes having been subsequently read and found correct, were duly signed by the President and by the shareholders present, representing more than 2/3 (two thirds) of the voting capital of the Company, and by myself, Secretary, extracting the necessary counterparts for legal purposes. Florianópolis, June 14 2007.

Presiding Officials:

Maurício Stolle Bähr President	José Moacir Schmidt Secretary

Shareholders:

SUEZ ENERGY SOUTH AMERICA PARTICIPAÇÕES LTDA

PATRICK CHARLES CLEMENT OBYN JOSÉ MOACIR SCHMIDT

VICTOR-FRANK DE PAULA ROSA PARANHOS

(p/p Escr. Mesquita Pereira Advogados)
ISHARES MSCI BRAZIL (FREE) INDEX FUND
FIDELITY ADVISOR SERIES VIII: LATIN AMERICA FUND
FIDELITY LATIN AMERICA FUND
FIDELITY INVESTMENT TRUST LATIN AMERICA FUND
VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SER OF V INTERN E IF
VANGUARD EMERGING MARKETS STOCK INDEX FUND
F&C PORTFOLIOS FUND – F&C GLOBAL EMERGING MARKETS PORTFOLIO
THE MASTER TRUST BANK OF JAPAN, LTD. RE: MTBC400035147
PANAGORA GROUP TRUST
CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND
ESSEX COUNTY COUNCIL
WELLS FARGO MASTER TRUST DIVERSIFIED STOCK PORTFOLIO
F&C MANAGED PENSION FUNDS LIMITED
CI EMERGING MARKETS FUND
CI EMERGING MARKETS CORPORATE CLASS
EMERGING MARKETS EQUITY POOL
IBM SAVINGS PLAN
STATE STREET BK AND TRUST C INVEST F FOR TAX E R P
SSGA EMERGING MARKETS FUND
BRITISH COAL STAFF SUPERANNUATION SCHEME
NORGES BANK
COLLEGE RETIREMENT EQUITIES FUND
VANGUARD INVESTIMENT SERIES, PLC
BT PENSION SCHEME
ROYAL MAIL PENSION PLAN

SCHRODER INTERNATIONAL SELECTION FUND – LATIN AMERICAN

THE TEXAS EDUCATION AGENCY
MERRILL LYNCH LATIN AMERICA FUND INC

(p/p Dynamo Adm. de Recursos Ltda.)
ASCESE FUNDO DE INVESTIMENTO EM AÇÕES
CLASSE A FUNDO DE INVESTIMENTO EM AÇÕES
DYNAMO COUGAR FUNDO DE INVESTIMENTOS EM AÇÕES
FEBRA FUNDO DE INVESTIMENTOS EM AÇÕES
FUNDO DE INVESTIMENTO EM AÇÕES LUMINA
DYNAMO PUMA II FUNDO DE INVESTIMENTOS EM PARTICIPAÇÕES
PUMA INVEST LLC
SAMAMBAIA IV FUNDO DE INVESTIMENTO EM AÇÕES
TNAD FUNDO DE INVESTIMENTO EM AÇÕES

Representative of Banco Santander Banespa S.A., in the position of appraiser of CESS:

RICARDO SZLEJF

Representative of Machado, Meyer, Sendacz e Opice, in the position of legal advisor for the Transaction:

RICARDO DE LIMA ASSAF