CNPJ/MF 02.474.103/0001-19 – NIRE 4230002438-4
A Publicly Listed Company - CVM Registration 1732-9

MINUTES OF THE TWENTY-FIFTH EXTRAORDINARY GENERAL MEETING OF TRACTEBEL ENERGIA S.A.

On October 19, 2010 at 10:00 a.m. at the Company's registered offices at Rua Antônio Dib Mussi, 366, Centro, in the city of Florianópolis, capital of the state of Santa Catarina, a meeting was held of the shareholders of Tractebel Energia S.A., representing the majority of the capital stock with voting rights as recorded in the registrations and signatures in the "Shareholders Attendance Register" for the purpose of deliberating and voting the items on the Day's Agenda. Opening the meeting's proceedings, Maurício Stolle Bähr, Chairman of the Board of Directors, on whom, pursuant to Article 12 of the Company's Bylaws, it is incumbent to chair the meeting, proposed as Secretary José Moacir Schmidt, this proposal being accepted. Opening the agenda, the Chairman welcomed the shareholders as well as Manoel Arlindo Zaroni Torres, Chief Executive Officer of the Company, Eduardo Antonio Gori Sattamini, Financial and Investor Relations Director and the representative of Banco Santander (Brasil) S.A., Ricardo Bellissi. The Chair then notified attendees that these minutes would be drafted in summarized format pursuant to Article 130, Paragraph 1 of Law 6.404/76, and that these Meetings had been regularly convened by notice published on October 4, 5 and 6, 2010 in the newspaper *Notícias do Dia*, pages 18, 10 and 18, respectively, and in the *Diário Oficial do Estado de Santa Catarina* (Official Gazette of the State of Santa Catarina), pages 35, 20 and 44, respectively, and made available to the shareholders in the Internet pages of the Company, the CVM and BM&FBovespa, requesting that I read as transcribed below: *"EXTRAORDINARY GENERAL MEETING – CONVENING NOTICE - Pursuant to the legal and statutory provisions, the Shareholders of TRACTEBEL ENERGIA S.A. ("Tractebel" or "Company") are hereby convened to the Extraordinary General Meeting to be held on October 19, 2010, beginning at 10:00 a.m. at the Company's registered offices at Rua Antônio Dib Mussi 366, Centro, CEP 88015-110 in the city of Florianópolis, capital of the state of Santa Catarina with the following Day's Agenda: EXTRAORDINARY GENERAL MEETING: 1. to ratify the operation for acquisition of the sum total of common shares issued by Suez Energia Renovável S.A. ("SER") held by GDF Suez Energy Latin America Participações Ltda., approved by the Board of Directors as per the 101st Meeting of the Board of Directors of December 21, 2009; 2. to approve the Protocols of Incorporation and Instrument of Justification for Incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter in turn by the Company, together with their respective Addendum Agreements 1; and 3. to approve the engagement of BDO Auditores Independentes for the valuation of the assets of Ponte de Pedra Energética S.A., with the purpose of their incorporation by Energia América do Sul Ltda., and the assets of the latter with a view to their incorporation by the Company. Pursuant to the provision of Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we inform that copies of the following documents are held at the disposal of the shareholders at the Company's registered offices as well as in the Internet pages of the Company (www.tractebelenergia.com.br), of BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br): (i) Agreement for the Share Purchase and other Covenants, and its*

attachments, with respect to the acquisition of SER, signed on December 23, 2009; (ii) Valuation Report for SER, prepared by Banco Santander (Brasil) S.A., pursuant to Article 256, Paragraph 1 of LS/A; (iii) attachments 19 and 20 of CVM Instruction 481/2009; (iv) Declaration of the Board of Directors recommending the approval of the acquisition of SER; (v) Protocols of Incorporation and Instrument of Justification for Incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter by the Company, and their respective Addendum Agreements 1; (vi) proposal of BDO Auditores Independentes; and (vii) attachment 21 of CVM Instruction 481/2009 with information on BDO Auditores Independentes. With respect to the first item on the Day's Agenda, the shareholders that enjoy withdrawal rights and wish to exercise them, must expressly state their intention of exercising such rights within 30 (thirty) days as from the date of publication of the Meetings minutes. More information on right of withdrawal can be found in attachment 20 of CVM Instruction 481/2009. Pursuant to the applicable legislation and Article 13 of the Bylaws, the shareholders shall substantiate their status as such at least 72 (seventy-two) hours before the Meeting is scheduled to be held, by delivering during business hours to the Company's registered offices, care of U.O. Assuntos Jurídicos, documents corroborating their ownership of the shares of Tractebel. Florianópolis (SC), October 4, 2010. Maurício Stolle Bähr - Chairman of the Board of Directors". Proceeding with the meeting, the Chairman clarified to the floor that the operations on the Agenda of the Day – acquisition of the shares of SER held by GDF SUEZ Energy Latin America Participações Ltda. and the incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter in turn by the Company, had been negotiated and approved by the Board of Directors of the Company prior to the creation, by the same Board of Directors, of the Special Independent Committee for Valuation of Transactions with Related Parties, thus not being subject to the approval by the same Committee, as well as the fact that the Company already held 100% of the control of Ponte de Pedra Energética S.A. and Energia América do Sul Ltda., their incorporation not properly representing a transaction with a related party for the purposes of that Special Committee. The Chairman then put to the floor the first item on the Agenda of the Day: 1. to ratify the operation for acquisition of the sum total of common shares issued by Suez Energia Renovável S.A. ("SER") held by GDF Suez Energy Latin America Participações Ltda., approved by the Board of Directors as per the 101st Meeting of the Board of Directors of December 21, 2009 - Initially, the Chairman underscored that the matter had been unanimously approved without any qualification by the Board of Directors of the Company at the 101st Meeting of the Board of Directors on December 21, 2009 and that all the documents and information relative to the operation had been place at the disposal of the shareholders and the market in the Internet pages of the Company, the CVM and BM&FBovespa as well as being the subject of an announcement of a Material Fact disclosed to the Market on December 21, 2009. The Chairman clarified that the shareholders enjoying withdrawal rights and wishing to exercise them should expressly manifest their intention within a term of 30 (thirty) days as from the date of publication of this Extraordinary General Meeting and that further information on right of withdrawal was contained in attachment 20 of CVM Instruction 481/2009, the initial and final date for exercising withdrawal rights and other instructions as to the procedures to be adopted by the shareholders to be announced in due course through a specific notice to the shareholders. Finally, the Chairman announced that Ricardo Bellissi, representative of Banco Santander (Brasil) S.A, the institution which had prepared the valuation report of SER, was present to provide any clarifications necessary. The clarifications having been made and after analysis and discussion of the terms and conditions of the

operation for acquisition of SER, including, but not limited to, SER's Valuation Report, the matter was put to the vote with the abstention of GDF SUEZ Energy Latin America Participações Ltda, controlling shareholder of the Company, and of the funds CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM, KBSH EAFE EQUITY FUND, SELECT INTERNATIONAL EQUITY MANAGED CORPORATE CLASS and SELECT INTERNATIONAL EQUITY MANAGED FUND, the meeting resolving on a unanimous vote to ratify without any restriction, the operation for acquisition of the sum total of common shares issued by SER previously held by GDF SUEZ Energy Latin America Participações Ltda, pursuant to Article 256, Paragraph 1 of the Brazilian Corporate Law. No other declarations being made, the Chairman put the second item on the Agenda of the Day for discussion by the floor: 2. to approve the Protocols of Incorporation and Instrument of Justification for Incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter in turn by the Company, together with their respective Addendum Agreements 1. – the Chairman initially clarified that the matter had been unanimously approved by the Company's Board of Directors at the 104th and 106th Meetings of the Board of Directors of June 17, 2010 and September 30, 2010, respectively, and that the operation sought to reduce the current organizational structure, cut costs, create shareholder value, rationalize and optimize the investments, as well as to facilitate the unification, standardization and rationalization of the general management of the businesses of the companies involved and permit the elimination of management costs implicit in the maintenance of the companies. The matter having been put to the vote, the shareholders, on a unanimous vote and without any restrictions and with the abstention of the funds CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM, KBSH EAFE EQUITY FUND, SELECT INTERNATIONAL EQUITY MANAGED CORPORATE CLASS and SELECT INTERNATIONAL EQUITY MANAGED FUND, approved the terms of the Protocols of Incorporation and Instrument of Justification for Incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter by the Company, and their respective Addendum Agreements 1, documents which, initialed by the meeting's presiding members, are filed at the Company. The Managements of the Company, Ponte de Pedra Energética S.A. and Energia América do Sul Ltda. were authorized to practice actions arising from this resolution, as well as all acts already practiced ratified. Pursuant to item VIII of Article 122, Paragraph 3 of Article 227, both contained in Law 6.404/76, the subject matter of this resolution shall be submitted to a future General Meeting for approval of the valuation report and the incorporation operation itself. Proceeding, the Chairman put the third item on the Agenda of the Day for discussion by the floor: - 3. to approve the engagement of BDO Auditores Independentes for the valuation of the assets of Ponte de Pedra Energética S.A., with the purpose of their incorporation by Energia América do Sul Ltda., and the assets of the latter with a view to their incorporation by the Company.– The matter having been put to the vote, the shareholders, on a unanimous vote and without any restrictions and with the abstention of the funds CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM, KBSH EAFE EQUITY FUND, SELECT INTERNATIONAL EQUITY MANAGED CORPORATE CLASS and SELECT INTERNATIONAL EQUITY MANAGED FUND, approved the company, BDO Auditores Independentes as the appraising company of the assets of the companies Ponte de Pedra Energética S.A. and Energia América do Sul Ltda, according to the proposal at the disposal of the shareholders and the market in the Internet pages of the Company, the CVM and BM&FBovespa. Having concluded all items on the Agenda of the Twenty-Fifth Extraordinary General Meeting and with no manifestations

from the floor, the Chairman thanked those present, declaring the work of the current General Meetings concluded and requesting that these Minutes be drafted. The Minutes, having been read and found in conformity, were signed by the Chairman and by the shareholders present, representing the majority of the Company's voting capital, and by me as Secretary, extracting the necessary copies for all legal purposes. Florianópolis, October 19, 2010.

Chair:

_____	_____
Maurício Stolle Bähr	José Moacir Schmidt
Chairman and Shareholder	Secretary and Shareholder

Shareholders:

GDF SUEZ ENERGY LATIN AMERICA PARTICIPAÇÕES LTDA

BANCO CLÁSSICO S.A.

PATRICK CHARLES CLEMENT OBYN LUIZ ANTONIO BARBOSA

Funds represented by CITIBANK N.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of Attorney George Washington T. Marcelino:

ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND
ADVANCED SERIES TRUST – AST ACADEMIC STRATEGIES ASSET ALLOCATION PORTFOLIO
AT&T UNION WELFATE BENEFIT TRUST
BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD
BLACKROCK INSTITUTUINAL TRUST COMPANY, N.A.
BLACKROCK LATIN AMERICA FUND, INC

BRAZIL MSCI EMERGING MARKETS INDEX COMMON TRUST FUND
CI EMERGING MARKETS FUND
CI INTERNATIONAL BALANCED FUND
CAISSE DE DEPOIT ET PLACEMENT DU QUEBEC
CALVERT WORLD VALUES FUND, INCORPORATED – CALVERT INT
CANADA PENSION PLAN INVESTMENT BOARD
CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND
CI EMERGING MARKETS CORPORATE CLASS
CI INTERNATIONAL BALANCED CORPORATE CLASS
CIBC EMERGING MARKETS FUND
CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM

(Signatures continue on the next page)

(Continuation of signatures to the minutes of the 25th EGM of Tractebel Energia S.A. held on October 19 2010)

CN CANADIAN MASTER TRUST FUND
COLLEGE RETIREMENT EQUITIES FUND
COLONIAL FIRST STATE GLOBAL ASSET MANAGEMENT EQUITY TRUST 3
COLONIAL FIRST STATE WHOLESALE GLOBAL EMERGING MARKETS FUND
COMGEST GROWTH FUND
COUTY EMPLOYEES ANNUITY AND BENEFIT FUND OF THE COOK C
DOMINION RESOURCES INC. MASTER TRUST
EATON VANCE COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE B
EATON VANCE STRUCTURED EMERGING MARKETS FUND
EATON VANCE TAX-MANAGED EMERGING MAKETS FUND
EMERGING GLOBAL SHARES INDXX BRAZIL INFRASTRUCTURE INDEX FUND
EMERGING MARKETS EQUITY CORPORATE CLASS
EMERGING MARKETS EQUITY POOL
EMERGING MARKETS EQUITY TRUST 3
EMERGING MARKETS EQUITY TRUST 4
EMERGING MARKETS INDEX NON-LENDABLE FUND B
EMERGING MARKETS STRATEGIC INSIGHTS NON-LENDABLE FUND
EMERGING MARKETS STRATEGIC INSIGHTS NON-LENDABLE FUND B
EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND
ESSEX COUNTY COUNCIL
FIDELITY FIXED-INCOME TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND
FLORIDA RETIREMENT SYSTEM TRUST FUND
FONDS VOOR GEMENE REKENING BEROEPSVERVOER REPRESENTED B
GENESIS EMERGING MARKETS BUSINESS TRUST
GENESIS EMERGING MARKETS FUND FOR CANADA
GENESIS EMERGING MARKETS LTD PARTNERSHIP
GENESIS EMERGING MARKETS VEBA TRUST
GUIDESTONE FUNDS
IBM SAVINGS PLAN
IMPERIAL EMERGING ECONOMIES POOL
ING MFS UTILITIES PORTFOLIO
ING WISDOMTREE GLOBAL HIGH- YIELDING EQUITY INDEX PORTFOLIO
ISHARES MSCI BRAZIL (FREE) INDEX FUND
ISHARES MSCI BRIC INDEX FUND
ISHARES MSCI EMERGING MARKETS INDEX FUND
IVY GLOBAL NATURAL RESOURCES FUND
JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND
JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST A
JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B
JOHN HANCOCK TRUST UTILITIES TRUST

(Signatures continue on the next page)

(Continuation of signatures to the minutes of the 25th EGM of Tractebel Energia S.A. held on October 19 2010)

KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM
KBSH EAFE EQUITY FUND
MARSHALL EMERGING MARKETS EQUITY FUND
MFS LATIN AMERICAN EQUITY FUND
MICROSOFT GLOBAL FINANCE
MUNICIPAL EMPLOYEES ANNUITY AND BENEFIT FUND OF CHICAGO
NOMURA INTERNATIONAL EQUITY UMBRELLA FUND-EMERGING EQUITY
NORTHERN TRUST NON-UCITS COMMON CONTRACTUAL FUND
NORTHERN TRUST QUANTITATIVE FUND PLC
OPENWORLD PUBLIC LIMITED COMPANY
PANAGORA GROUP TRUST
POWERSHARES FTSE RAFI EMERGING MARKETS PORTFOLIO
PPL SERVICES CORPORATION MASTER TRUST
PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO
RARE SERIES EMERGING MARKETS FUND
RARE SERIES VALUE FUND
RUSSELL INVESTMENT COMPANY PUBLIC LIMITED COMPANY
SCHWAB EMERGING MARKETS EQUITY ETF
SCHWAB FUNDAMENTAL EMERGING MARKETS INDEX FUND
SELECT INTERNATIONAL EQUITY MANAGED CORPORATE CLASS
SELECT INTERNATIONAL EQUITY MANAGED FUND
SOUTHERN CA EDISON CO NUCLEAR FAC QUAL CPUC DECOM
SSGA ACTIVE EMERGING MARKETS SECURITIES LENDING COM TR FD
STATE OF CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR T
STATE STREET EMERGING MARKETS
TEACHER RETIREMENT SYSTEM OF TEXAS
TG INVESTMENT FUNDS PLC
THE CALIFORNIA ENDOWMENT
THE FUTURE FUND BOARD OF GUARDIANS
THE GENESIS EMERGING MARKETS INVESTMENT COMPANY (SICAV)
THE GOVERNMENT OF THE PROVINCE OF ALBERTA
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF PICTET NEXT
THE MONETARY AUTHOROTY OF SINGAPORE
THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD
THE ROYAL BANK OF SCOTLAND PLC AS D OF FIRST STATE GLOBAL E.M.L. FUND A SUB FD OF FIRST STATE UNV. IC
THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE GLOBAL EMERGING MARKETS
THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE GLOBAL EMERGING MARKETS SUSTAINABILITY FUND
THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE LATIN

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(Continuation of signatures to the minutes of the 25th EGM of Tractebel Energia S.A. held on October 19 2010)

AMERICA FUND A SUB FUND OF FIRST S
THE TEXAS EDUCATION AGENCY
TREASURY GROUP INVEST SERVICES LTD AS RESPONSIBLE ENTIFY FOR THE TRILOGY EMERGING MARKETS EQUITIES FUND
TREASURY GROUP INVEST SERVICES LTD AS RESPONSIBLE ENTIFY FOR THE RARE INFRASTRUCTURE VALUE FUND
TRUSTEES OF THE STATE OF BERNICE PAUAHI BISHOP DBA KAM
UAW RETIREE MEDICAL BENEFITS TRUST
VANGUARD EMERGING MARKETS STOCK INDEX FUND
VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES OF VANGUARD INTRNATIONAL EQUITY INDEX FUNDS
VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS
W&R TARGET FUNDS, INC. GLOBAL NATURAL RESOURCES PORTFOLIO
WELLINGTON MANAGEMENT PORTFOLIOS (DUBLIN) P.L.C.
WELLINGTON TRUST COMPANY N.A.
WEST VIRGINIA INVESTMENT MANAGEMENT BOARD
WILMINGTON INTERNATIONAL EQUITY FUND SELECT, L.P.

Funds represented by HSBC Corretora de Títulos de Valores Mobiliários S.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of Attorney George Washington T. Marcelino:

COINVEST LIMITED
NORGES BANK
VANGUARD INVESTMENT SERIES PLC
RETAIL EMPLOYEES SUPERANNUATION PTY LIMITED
HEALTH SUPER FUND
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SERIES OF VANG STAR FDS
BLACKROCK KOREA LATIN AMERICAN FUND
EMPLOYEES RETIREMENT SYSTEM OF TEXAS
THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST
PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MÉXICO

(Signatures continue on the next page)

(Continuation of signatures to the minutes of the 25th EGM of Tractebel Energia S.A. held on October 19 2010)

Representative of Banco Santander (Brasil) S.A.

Ricardo Bellissi

Executive Directors of the Company

MANOEL ARLINDO ZARONI TORRES
Chief Executive Officer

EDUARDO A. GORI SATTAMINI
Finance and Investor Relations Director