EXTRAORDINARY AND ORDINARY GENERAL MEETINGS
CONVENING NOTICE

Pursuant to legal and statutory provisions, the Shareholders of **TRACTEBEL ENERGIA S.A.** are hereby convened to the Extraordinary and Ordinary General Meetings, to be held cumulatively on April 14, 2009, beginning at 9:00 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:

1 – EXTRAORDINARY GENERAL MEETING:

1.1 Pursuant to Article 256, Paragraph 1 of Law 6,404/1976, to ratify the acquisition by its subsidiary, Gama Participações Ltda. ("Gama") of the control of the following companies (i) Hidropower Energia S.A. ("Hidropower") and (ii) Tupan Energia Elétrica S.A. ("Tupan"), pursuant to the item approved in at the 90th Meeting of the Company's Board of Directors held on July 24, 2008, and of the companies (iii) Eólica Beberibe S.A. ("Beberibe"), (iv) Eólica Pedra do Sal S.A. ("Pedra do Sal"), (v) Hidrelétrica Areia Branca S.A. ("Areia Branca") and (vi) Econergy Brasil Serviços Corporativos Ltda. ("EcoServiços"), pursuant to the item approved at the 93rd Meeting of the Company's Board of Directors held on December 22, 2008;

1.2 Amend the wording to item XI of Article 19 of the Company's Bylaws allowing the Executive Board to grant co-signatures or guarantees to the subsidiaries pursuant to the proposal approved at the 91st Meeting of the Board of Directors of Tractebel Energia S.A., held on August 13, 2008; and

1.3 Revalidation of the contract for rendering services signed between the Company and Suez-Tractebel S.A., approved by the Extraordinary General Meeting on April 17, 2007 *(This item on the Day's Agenda shall be voted exclusively by the minority shareholders).*

2 – ORDINARY GENERAL MEETING:

2.1 To receive the management accounts, examine, discuss and vote on the financial statements with respect to the fiscal year ending December 31, 2008;

2.2 To deliberate on the capital budget for retention of profits;

2.3 To deliberate on the allocation of Profits and the distribution of dividends;

2.4 To deliberate on the participation of the employees in the profits or results for the fiscal year 2008;

2.5 To deliberate on the aggregate compensation for the Members of Management for the fiscal year 2009;

2.6 To be informed of the resignation of a member of the Board of Directors and elect a replacement; and

2.7 To install the Fiscal Council and elect its members and their respective alternates.

Pursuant to Article 135, Paragraph 3 of Law 6,404/1976, we wish to inform that copies of the following documents are available to shareholders at the Company's registered offices: (i) the economic-financial Evaluation Reports for the companies, Hidropower and Tupan, and the companies, Beberibe, Pedra do Sal and Areia Branca, prepared in accordance with Article 256, Paragraph 1 of Law 6,404/1976; (ii) the Share Purchase Contract and Other Agreements for the acquisition of the companies, Hidropower and Tupan, signed on July 8, 2008 and its instrument of closing signed on December 5 2008, and the Share and Quota Purchase Contract and Other Agreements for acquisition of the control of the companies Beberibe, Pedra do Sal, Areia Branca and EcoServiços, signed on December 22, 2008; and [iii] the proposal for amending the Company's Bylaws.

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 Meetings are scheduled to be held, by delivering during business hours to the Company's registered offices, documents corroborating their ownership of the shares of Tractebel Energia S.A. The shareholders that have right of withdrawal and wish to exercise this right should expressly state their intention within a term of 30 (thirty) days as from the date of publication of the minutes of the said Meetings, pursuant to instructions in the Company's Announcement to the Market of March 26, 2009.

Florianópolis (SC), March 27, 2009.
Maurício Stolle Bähr
Chairman of the Board of Directors