EXTRAORDINARY GENERAL MEETING

CALL NOTICE

Pursuant to legal and statutory provisions, the shareholders of **TRACTEBEL ENERGIA S.A.** are hereby convened to an Extraordinary General Meeting to be held on March 28, 2008 beginning at 9:00 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, with the following Agenda of the Day:

1 To amend the Company's Bylaws to include the sole paragraph and its subsections to Article 19 and amend the wording in subsection VIII of the same article, to define the contracting competences with respect to the commercialization of electricity, the acquisition of fuels for the production of electricity and to the Contracts for the Use of the Transmission and Distribution System (CUST and CUSD), in accordance with the proposal approved in the 82nd Meeting of the Board of Directors of Tractebel Energia S.A., held on August 14, 2007;

2 Pursuant to Article 256, Paragraph 1 of Law 6,404/1976, to ratify the acquisition by its subsidiary, Energia América do Sul Ltda. ("EAS"), of the shareholding control of the company, Ponte de Pedra Energética S.A., in accordance with the resolution taken at the 86th Meeting of the Company's Board of Directors held on December 13, 2007;

3 To examine and approve the Protocol for Incorporation of Shares and Corporation and Instrument of Justification with respect to the operation of incorporation of Companhia Energética Meridional ("CEM") by Tractebel Energia S.A. ("Tractebel"), according to the resolution taken at the 77th Meeting of the Board of Directors of Tractebel Energia S.A. held on May 10, 2007;

4 To approve the appointment of the company, Deloitte Touche Tohmatsu as appraiser of the shareholders' equity of CEM;

5 To examine and approve the Evaluation Report with respect to the operation for incorporation of CEM by Tractebel;

6 To approve the total incorporation of CEM by Tractebel pursuant to the Protocol for Incorporation of Shares and Corporation and Instrument of Justification;

7 To authorize Tractebel's Management Board to practice all the acts necessary for the implementation of the operation of total incorporation of CEM by the Company.

With respect to the matter cited in item 5, should the shareholders so require, the proceedings may be suspended for examination of the definitive version of the Evaluation Report. Pursuant to Article 135, Paragraph 3 of Law 6,404/1976, we wish to notify that the following documents are available at the Company's registered offices for inspection by the shareholders: (i) Proposal for amending the Company's Bylaws; (ii) the economic-financial Evaluation Report of the company, Ponte de Pedra Energética S.A., prepared pursuant to Article 256, Paragraph 1, of Law 6,404/1976; (iii) Share Purchase Contract signed between EAS, Skanska Infrastructure Development (Brasil) Participações Ltda. and Impregilo International Infrastructures N.V., as well as by Tractebel Energia S.A. in the position of joint guarantor of the undertakings assumed by EAS; (iv) Protocol of Incorporation of Shares and Corporation and Instrument of Justification and its amendment with respect to the operation for incorporation of CEM by Tractebel; and (v) the Preliminary Report of evaluation of the shareholders' equity of CEM. Pursuant to the appropriate legislation and Article 13 of the Bylaws, the shareholders shall substantiate their status as shareholders up to 72 (seventy-two) hours before the holding of the Meeting, by depositing the documents substantiating title to the shares of Tractebel Energia S.A., to be delivered at the Company's registered offices during business hours, care of Legal Matters O.U..

Florianópolis, March 13, 2008.

Maurício Stolle Bähr
Chairman of the Board of Directors