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 August 22, 2011, beginning at 2:00 p.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 – Amendment of the Company's Bylaws to:

i) transfer the registered offices of the Company from Rua Antônio Dib Mussi, 366, Centro, CEP 88015-110, to Rua Paschoal Apóstolo Pítsica, 5064, Agronômica, CEP 88025-255, both in the city of Florianópolis, state of Santa Catarina;

ii) adapt the provisions in the Bylaws to the clauses published by BM&FBOVESPA, pursuant to the new Novo Mercado regulations;

iii) adapt the Bylaw to Law 12.431/2011, granting the Board of Directors ("BD") powers to decide on the issue of debentures convertible into shares;

iv) grant the BD powers to approve any other agreement to be signed with the company providing an independent auditing service in order to adapt the Bylaws to the best corporate governance practices ; and

2 – To take Cognizance of the resignation of a member of the Board of Directors and to elect his substitute.

Pursuant to the provision of Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we inform that 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 the BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br): a table and draft of the Bylaw with the proposed statutory amendments and information pursuant to items 12.6 to 12.10 of the reference form, with respect to the controlling shareholder's nominee to sit on the board of directors of the Company.

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, documents corroborating their ownership of the shares of Tractebel, to be issued by a financial institution operating a book entry system and/or custody agent, at the most 5 (five) business days prior to the date of the Meeting, to be delivered at the Company's registered offices during business hours , care of U.O. Assuntos Jurídicos.

In addition to substantiating their ownership of the shares issued by the Company, to take part in the Meeting, the shareholders should produce the following documents:

- Personal Shareholders: an official identity document with a photograph.

- Corporate Entity Shareholders: *i)* notarized copy of the most recent Bylaws or consolidated Articles of Association or of their amendments and the minutes of the election of the directors, should these not be included in the Articles of Association; and *ii)* original or notarized copy of an official identification document with a photograph of the legal representative(s).

- Investment Funds: *i)* original or notarized copy of the fund's most recent consolidated regulations or their amendments, of the fund administrator's Bylaws or consolidated Articles of Association or their amendments together with the minutes of the election of the directors of the fund administrator, should these not be included in the Articles of Association; and *ii)* and an official identification document with photograph of the legal representative(s).

Should the shareholder be represented by an attorney-in-fact, in addition to the corporate acts listed above for corporate entity shareholders and investment funds, presentation must be made of the official identification document of the attorney-in-fact and the power of attorney with specific powers granted pursuant Paragraph 1, Article 126 of the LS/A, by means of a public or private instrument, in the latter case, with the signature of the grantor notarized in a notary public's office, presentation of the identification document of the signatory to the power of attorney being waived.

Florianópolis (SC), August 5, 2011.

Maurício Stolle Bähr
Chairman of the Board of Directors