EXTRAORDINARY AND ORDINARY GENERAL SHAREHOLDERS' MEETING

CONVENING NOTICE

Pursuant to the legal and statutory provisions, the shareholders of **TRACTEBEL ENERGIA S.A.** are hereby invited to attend the Extraordinary and Ordinary General Meetings to be held cumulatively on April 26 2006 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, with the following agenda:

1. EXTRAORDINARY GENERAL MEETING

1.1 Alteration of the following provisions in the Company's Bylaws:

a) Sole paragraph to Article 1; exclusion of section I of the sole paragraph to Article 13, with the renumbering of subsequent sections; caption sentence to Article 16 and its paragraphs with the inclusion of paragraph 4; caption sentence to Article 20; paragraph 2 of Article 21; sole paragraph of Article 29; caption sentence to Article 30; caption sentence to Article 32; exclusion of paragraph 2 of Article. 35, the existing paragraph 1 becoming the sole paragraph; caption sentence to Article 36 and its paragraphs; caption sentence to Article 37 and its paragraphs; caption sentence of Article 38; and the exclusion of Article 41, to adjust them to the changes arising from the Regulation for Bovespa's Novo Mercado;

b) Section XV to Article 19 and paragraphs 2 and 3 to Article 30, to provide for the mandatory raising of the semi-annual balance sheet by the Company and the powers of the Board of Directors to declare interim dividends based on the same; and

1.2 General Matters.

2. ORDINARY GENERAL MEETING

2.1 To receive the accounts of the management, to examine, discuss and vote the financial statements for the fiscal year ending December 31 2005;

2.2 To approve the allocation of the net profit for the fiscal year and the distribution of dividends;

2.3 To approve the employee profit and results sharing for the fiscal year 2005;

2.4 To approve the overall compensation of the Management for the fiscal year 2006;

2.5 To elect members of the Board of Directors and their respective alternates;

2.6 To elect the members of the Fiscal Council and their respective alternates; and

2.7 General Matters.

Pursuant to Article 135, paragraph 3, of Law 6.404/1976, we wish to inform that the proposal to amend the corporate Bylaws is available to shareholders at the corporate head offices and at the Company's Internet address (www.tractebelenergia.com.br).

Pursuant to the current legislation and Article 13 of the Bylaws, the shareholders must substantiate their condition as shareholders at least 72 (seventy-two) hours prior to the Meetings, through the delivery of documents substantiating entitlement to the shares of Tractebel Energia S.A., these documents to be delivered to the Company's head office during business hours.

Florianópolis, April 11 2006.

Maurício Stolle Bähr

Chairman of the Board of Directors