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 February 20, 2012, beginning at 11:00 a.m. at the Company's registered offices at Rua Paschoal Apóstolo Pítsica 5064, Bairro Agronômica, CEP 88025-225 in the city of Florianópolis, capital of the state of Santa Catarina with the following Day's Agenda to:

EXTRAORDINARY GENERAL MEETING:

1. Examine and approve the Spin-off Protocol and the Justification Instrument, signed in December, 28, 1012, by the management of Machadinho Energética S.A. ("MAESA") and its shareholders, with respect to the terms and conditions regarding the total split of and extinction of MAESA, on which the Company has a stake corresponding to 2.8227% of the assets of MAESA into the Company ("Operation");
2. Approve the nomination of the company, UHY Moreira – Auditores as evaluator of the assets of MAESA;
3. Examine and approve the Evaluation Report with respect to the Operation;
4. Approve the extinguishment of MAESA with the incorporation of a stake of the assets into the Company, authorizing the Company's Executive Board to practice all acts necessary for the extinguishment of MAESA;
5. Amend Article 29 of the Company's Bylaws in order that the Fiscal Council may be permanently installed and to attribute other functions to the Fiscal Council in addition to those provided for in the provisions of the Corporate Law; and
6. If the foregoing is approved, approve the consolidation of the Bylaws.

In relation to the matter cited in item 3, should the shareholders deem it necessary, work may be suspended for examination of the final version of the Evaluation Report. In accordance with the provision in Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we would inform that in addition to the relative pages in the website of the Company on the Internet (www.tractebelenergia.com.br), of BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br), copies of the following documents area at the disposal of the shareholders at the Company's registered offices: (i) Protocols of Incorporation and Instrument of Justification for Incorporation of the stake of the assets of MAESA; (ii) Attachment 21 of CVM Instruction 481/2009, with the information on UHY Moreira – Auditores; (iii) Evaluation Report of MAESA, prepared by UHY Moreira – Auditores; (iii) Opinion of the Fiscal Council of the Company on the Operation; and (iv) copy of the Bylaws, highlighting the proposed amendment.

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, convened herein, is scheduled to be held, by delivering during business hours to the Company's head offices, care of U.O. Assuntos Jurídicos, documents corroborating their ownership of the shares of Tractebel Energia.

In addition to substantiating their ownership of the shares issued by the Company, participation in the Meeting is contingent on shareholders producing 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 of the power of attorney being waived.

Florianópolis (SC), February 4, 2013.
Maurício Stolle Bähr
Chairman of the Board of Directors