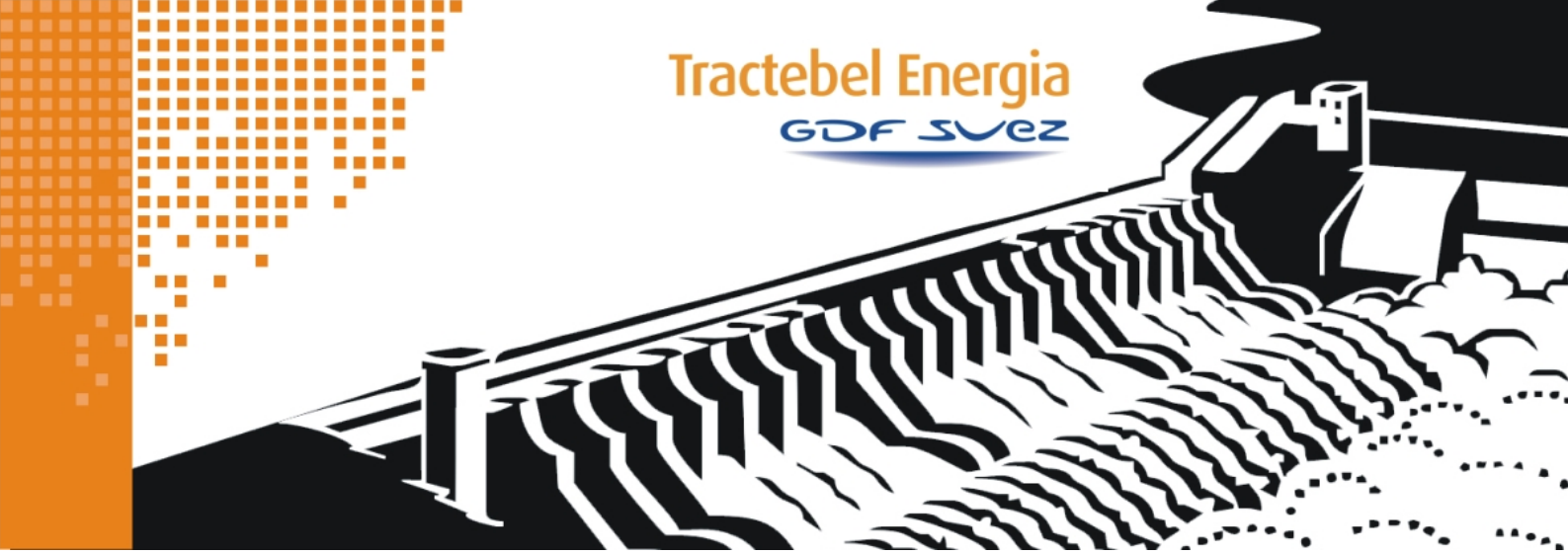


TRACTEBEL ENERGIA S.A.

A PUBLICLY LISTED COMPANY - CNPJ 02.474.103/0001-19
NIRE 4230002438-4

MATERIAL FACT

Tractebel Energia S.A. ("Tractebel"), a publicly listed company with its registered offices in the city of Florianópolis, state of Santa Catarina, at Rua Antônio Dib Mussi, 366, dully enrolled with the Brazilian corporate taxpayers' register (CNPJ) under number 02.474.103/0001-19, pursuant to CVM Instruction 358 of January 3, 2002, hereby notifies its shareholders, the Brazilian Securities and Exchange Commission - CVM, the São Paulo Stock Exchange – Bovespa, and the market in general, that the 93rd Meeting of Tractebel's Board of Directors held on this date, unanimously approved the proposal for acquisition by its subsidiary, Gama Participações Ltda. ("Gama"), a private limited company, with registered offices in the city of Florianópolis, state of Santa Catarina at Rua Antônio Dib Mussi, 366, parte, duly enrolled with the Brazilian corporate taxpayers' register (CNPJ) under number 09.212.990/0001-04, the total capital stock of (i) Eólica Beberibe S.A. ("Beberibe"), which holds the authorization granted by the National Electricity Energy Agency - ANEEL to operate the Beberibe Wind Farm, with an installed capacity of 25.60 MW; (ii) Eólica Pedra do Sal S.A. ("Pedra do Sal"), which holds the authorization granted by ANEEL to operate the Pedra do Sal Wind Farm, with an installed capacity of 17.85 MW; (iii) Hidrelétrica Areia Branca S.A. ("Areia Branca"), which holds the authorization granted by ANEEL to operate the Areia Branca Small Hydroelectric Power Plant with an installed capacity of 19.80 MW (together, the "Generation Assets") and; (iv) Econergy Brasil Serviços Corporativos Ltda. ("Econergy Serviços"), a services provider company for the implementation of the Generation Assets, pursuant to the shares and units purchase contract and other matters agreed as of this date ("Transaction").

The Generation Assets and Econergy Serviços are held by Econergy Energy Generation Limited and Econergy Holdings Limited, subsidiaries of Econergy International PLC, a company constituted and governed by the rules of the Isle of Man, the control of which was acquired under public auction by SESA BidCo Ltd., a company also constituted and existing under the laws of the Isle of Man, the indirect control of which is exercised by the GDF SUEZ group, pursuant to the announcements to the market of July 25, 2008 and October 28, 2008. The full amount of energy from the Generation Assets is contracted by Eletrobrás for a twenty-year period under PROINFA – Incentive Program for Alternative Energy Sources.

The price of the said acquisition amounts to R$ 200,000,000.00 (two hundred million Reais), allocated as follows: R$ 100,800,000.00 (one hundred million, eight hundred thousand Reais) to Beberibe, R$ 52,200,000.00 (fifty-two million, two hundred thousand Reais) to Pedra do Sal, R$ 46,800,000.00 (forty-six million, eight hundred thousand) to Areia Branca and R$ 200,000.00 (two hundred thousand) to Econergy Serviços, to be paid, in local currency, in January 2009. In addition, the net debt of the Generation Assets amounts to approximately R$ 203,500,000.00 (two hundred and three million, five hundred thousand Reais), being approximately R$ 102,000,000.00 (one hundred and two million Reais) with respect to Beberibe, R$

53.200.000,00 (fifty-three million, two hundred thousand Reais) to Pedra do Sal and R$ 48.300.000,00 (forty-eight million, three hundred thousand Reais) to Areia Branca.

The Transaction shall be submitted for ratification by Tractebel's general meeting pursuant to Article 256, II, "b", of Law 6,404/76, as amended. The Transaction shall allow shareholders enrolled in Tractebel's records as of this date, and dissenting from the resolutions of the general meetings to be held for ratification of the Transaction, the right of withdrawal pursuant to Law 6,404/76. Additional information as to the said right of withdrawal (such as the book value of the share for the purposes of reimbursement, term and procedures to be adopted by dissenting shareholders) shall be provided in due course at the time of the convening of the general meeting which shall be held to ratify the Transaction.

Authorization for the transfer of control of Generation Assets was obtained from ANEEL as well as approval from the National Economic and Social Development Bank - BNDES under the terms of the financing contracts signed for installation of the Beberibe Wind Farm and the Areia Branca Small Hydroelectric Power Plant. In addition, approval for the Transaction has been obtained from the Administrative Council for Economic Defense – CADE (the Brazilian Anti-Trust Regulator). As a result, on this date, Gama acquired full rights and control of the Generation Assets and Econergy Serviços.

Florianópolis, December 22, 2008.

Manoel Arlindo Zaroni Torres
Chief Executive Officer and Finance and Investor Relations Director, in office