TRACTEBEL ENERGIA S.A.

A Publicly-Held Company
CNPJ 02.474.103/0001-19
NIRE 4230002438-4

MATERIAL FACT

TRACTEBEL ENERGIA S.A., a publicly held company, with its registered office at Rua Antônio Dib Mussi, 366, Florianópolis, Santa Catarina, CNPJ No. 02.474.103/0001-19 ("Tractebel"), in accordance with CVM Instruction 358/2002, announces that, on June 4, 2008 the Boards of Directors of Suez S.A., a French publicly held corporation with its registered office at 16, Rue de la Ville L'Evêque – 75383, in the city of Paris, France ("Suez") – of which Tractebel is an indirect subsidiary -, and of Gaz de France S.A., a company organized in accordance with the laws of France, with registered office at 23 rue Philibert Delorme 75017 in the city of Paris, France ("GdF") have approved the transaction which, if approved by the shareholders of both companies, will result in the merger of Suez and GdF into one sole entity, GdF-Suez (the "Transaction"). The Transaction, if approved, will not constitute a disposition of control with regard to Tractebel.

The consummation of the Transaction is subject to the approval of the shareholders of Suez and GdF, which should take place in general meetings of Suez and GdF scheduled to occur on July 16, 2008 in France.

The Transaction has, among others, the objective of forming a global entity which will secure the supply of electricity and promote energetic efficiency and related services, as well as develop energy transportation and distribution infrastructure. Once it is approved, the Transaction will result in the creation of one of the largest energy groups in the world and in the largest European utility, when measured by sales.

The creation of an European company of this magnitude, however, should not modify or adversely affect, in any way, Tractebel´s operations or the structure of the Brazilian electricity market.

Florianópolis, June 5, 2008

Marc Verstraete
Finance and Investor Relations Director

Manoel Arlindo Zaroni Torres
Chief Executive Officer