TRACTEBEL ENERGIA S.A.
A Publicly Listed Company – CNPJ 02.474.103/0001-19
NIRE 4230002438-4

MATERIAL FACT

TRACTEBEL ENERGIA S.A., public company, headquartered in the City of Florianópolis, State of Santa Catarina, at Rua Antônio Dib Mussi, 366, CNPJ No. 02.474.103/0001-19 ("Tractebel"), in accordance with the provisions of CVM Rule No. 358/2002, hereby informs its shareholders and the market in general that the Boards of Directors of GDF Suez S.A., a French public company headquartered at 1 place Samuel de Champlain – 92400 Courbevoie, France ("GDF SUEZ") – of which Tractebel is an indirect subsidiary – and International Power PLC, a company incorporated under the laws of England, headquartered at Senator House, 85 Queen Victoria Street, London EC4V 4DP, United Kingdom ("IP") have announced on the date hereof that the combination of certain assets of GDF SUEZ, related to GDF SUEZ's energy international activities (outside Europe) and certain assets in the United Kingdom and Turkey, including the indirect interest of GDF SUEZ in Tractebel (collectively, "GDF SUEZ Energy International Assets"), on the one hand, with IP, on the other hand ("Combination"), has been completed. In the context of the Combination, GDF SUEZ, through its subsidiary Electrabel and certain other of its subsidiaries, has subscribed for newly issued IP shares representing 70% (seventy percent) of the voting and total capital of IP (which thereby has become a GDF SUEZ indirect subsidiary), to subsequently pay-in the newly issued IP shares by means of the contribution of the GDF SUEZ Energy International Assets to IP.

The Combination has, among others, the objectives of substantially enhancing the strategic position of both IP and GDF SUEZ through the creation of the global leader in independent power generation.

The Combination, however, shall not modify or affect, in any way, the structure of the Brazilian electricity market - as IP did not carry out any electricity generation, transmission or distribution activities or any other activities in Brazil or elsewhere in Latin America. The Combination did not constitute a disposition of control with regard to Tractebel, which continues to be an indirect subsidiary of GDF SUEZ.

Florianópolis, February 3, 2011.

Eduardo Antonio Gori Sattamini
Chief Financial and Investor Relations Officer

Manoel Arlindo Zaroni Torres
Chief Executive Officer