TRACTEBEL ENERGIA S.A.

A Publicly-Held Company– CNPJ 02.474.103/0001-19

NIRE 4230002438-4

MATERIAL FACT

TRACTEBEL ENERGIA S.A., publicly-held company headquartered in the City of Florianópolis, in the State of Santa Catarina, at Rua Antônio Dib Mussi, 366, CNPJ No. 02.474.103/0001-19 ("Tractebel") hereby communicates to its shareholders and the market in general pursuant to the provisions of CVM Rule No. 358/2002 that pursuant to the press release disclosed on June 5, 2008, on July 22, 2008 the approval of the corporate transaction resulting in the merger of the French companies Suez S.A. ("Suez") and Gaz de France S.A. ("GdF") into one sole company, GdF-Suez, became effective (the "Transaction"). With regard to this subject matter, Suez filed an inquiry with the Honorable Securities Commission – CVM ("CVM") on the absence of an obligation to make a tender offer pursuant to Section 254-A of Law No. 6.404/76 in reference to shares of Tractebel within the scope of the Transaction, and the CVM, while answering the inquiry, communicated its understanding that the Transaction does not constitute a disposition of control as set forth in the abovementioned legal provision, given the absence of an indirect controlling shareholder of Tractebel prior to and following the Transaction, considering the documentation presented with the inquiry and also the inquiry reviewed by the Honorable Board of Commissioners of the CVM on January 29, 2008 with regard to ABN Amro Holding N.V.

Florianópolis, July 23, 2008.

Marc Verstraete
Finance and Investor Relations Director

Manoel Arlindo Zaroni Torres
Chief Executive Officer