TRACTEBEL ENERGIA S.A.

A Publicly Held Company - CNPJ 02.474.103/0001-19

NIRE 4230002438-4

MATERIAL FACT

Pursuant to CVM Instruction 358 of January 3, 2002, Tractebel Energia S.A. ("Tractebel"), a publicly held company with headquarters in the City of Florianópolis, State of Santa Catarina, at Rua Antônio Dib Mussi, 366, enrolled with CNPJ/MF under No. 02.474.103/0001-19, announces to its shareholders, the Brazilian Securities and Exchange Commission - CVM, the São Paulo Stock Exchange – BM&FBovespa, and the market in general that the 101st Meeting of Tractebel's Board of Directors, held as of today's date unanimously approved the proposal for the acquisition of the total common shares issued by SUEZ Energia Renovável S.A. ("SER") held by GDF SUEZ Energy Latin America Participações Ltda. ("GSELA"), representing 99.99% of the voting capital stock and 99.99% of the total capital of SER (the "Operation"). The Operation is subject to ratification by the General Shareholders' Meeting of Tractebel pursuant to Article 256, paragraph 1 of Law 6,406/76, as amended.

1. SER holds a 40.07% stake in Consórcio Estreito Energia ("CESTE"), a consortium created in November 5, 2002 for the implantation and exploration of the Estreito hydroelectric power facility ("AHE Estreito"), which has an installed capacity of 1,087 MW and 641.08 average MW of assured energy (the assured energy amount will be reduced to 590.41 average MW when the Serra Quebrada hydroelectric power facility begins its operations, which is anticipated for January 2017, according to information provided by the Energy Research Company – EPE). The consortium, which is leaded by SER, has also the following members: Companhia Vale do Rio Doce (30%), Estreito Energia S.A. (Alcoa Group – 25.49%) and Camargo Corrêa Geração de Energia S.A. (4.44%). The members of CESTE share the concession of AHE Estreito proportionally to their relevant ownership in CESTE. On October 18, 2007, at the 5th New Energy Auction, SER commercialized, for a 30-year period beginning January 2012, with electricity distributors that participate in the Regulated Contracting Environment – ACR, 256 average MW to which it is entitled for its participation in CESTE. The total amount of capital contributions made by GSELA in SER until the present date is R$ 324,389,783.26 (three hundred and twenty four million, three hundred and eighty nine thousand, seven hundred and eighty three Reais and twenty six cents), of which R$ 79,983,842.00 (seventy nine million, nine hundred and eighty three thousand, eight hundred and forty two Reais) were contributed as advances for future capital increase and will be capitalized in SER prior to the closing of the Operation.

2. Pursuant to article 256, paragraph 1 of Law 6,404/76, the valuation of SER, at the baseline date of September 30, 2009, was conducted by Banco Santander (Brasil) S.A. who prepared a value report based on the discounted cash flow method ("Valuation Report").

3. Based on the Valuation Report, the price to be paid by Tractebel to GSELA was established at R$ 604,389,783.26 (six hundred and four million, three hundred eighty nine thousand, seven hundred and eighty three Reais and twenty six cents) in local currency, provided that (i) R$ 302,194,891.63 (three hundred and two million, one hundred and ninety four thousand, eight hundred and ninety one Reais and sixty three cents) shall be paid within 30 (thirty) days counted from today, escalated by the variation of IPCA – *Índice de Preços ao Consumidor Amplo*, plus a compensatory interest at a rate of 6% per year *pro rata temporis* and (ii) R$ 302,194,891.63 (three hundred and two million, one hundred and ninety four thousand, eight hundred and ninety one Reais and sixty three cents), escalated by the variation of IPCA – *Índice de Preços ao Consumidor Amplo*, plus a compensatory interest at a rate of 6% per year *pro rata temporis*, shall

be paid (a) until July 31st, 2010, provided that all the conditions precedent set forth in the relevant share purchase agreement have been obtained; or (b) until 10 days after the obtainment of the last condition precedent, in case such conditions precedent have not all been obtained. Furthermore, if after this date any amounts are advanced by GSELA to SER for future capital increase, subject to Tractebel's previous authorization, such amounts shall be refunded to GSELA escalated by the variation of IPCA – *Índice de Preços ao Consumidor Amplo*, plus a compensatory interest at a rate of 6% per year *pro rata temporis* from the date of the relevant advance until the date of refund, which should be made together with payment of the second installment of the price of the shares.

4. The Operation shall be submitted to Tractebel's General Shareholders' Meeting, pursuant to article 256, item II, "b" of Law 6,404/75. The shareholders enrolled in Tractebel's records as of today which dissent from the deliberations of the General Shareholders' Meeting held to ratify the Operation, shall be entitled to the right to withdraw, pursuant to the procedures set forth in Law 6,404/76. Additional information regarding such withdrawal right (such as equity value of the shares, deadlines and procedures to the followed by the dissenting shareholders) shall be disclosed in due course, when of the publication of the call notice for the General Shareholders' Meeting to ratify the Operation.

5. The Operation will be effective, subject to the usual conditions in transactions of this nature, including, but not restricted to, the approval by the National Electric Energy Agency - ANEEL and the agreement of third parties, including the National Economic and Social Development Bank - BNDES and other financial institutions, under the provisions of the relevant financing contracts signed by SER.

Florianópolis, December 21, 2009.

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