



EQUATORIAL ENERGIA S/A
Corporate Taxpayer's ID (CNPJ/MF): 03.220.438/0001-73
Company Registry (NIRE) 2130000938-8
Publicly-Held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON FEBRUARY 12, 2015

1. DATE, TIME AND VENUE: On February 12, 2015, at Equatorial Energia's branch in the city of Rio de Janeiro, located at Avenida Borges de Medeiros, nº 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, at 9:00 a.m.

2. CALL NOTICE: Call notice was sent through e-mail to all members of the Boards of Directors.

3. QUORUM AND ATTENDANCE: The following Board members were present: Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Melo Pedrosa, Celso Fernandez Quintella and Eduardo Saggiaro. Mr. Paulo Roberto Franceschi, representative of the members of the Fiscal Council was also present.

4. PRESIDING: Chairman: Carlos Augusto Leone Piani; Secretary: David Abdalla Pires Leal.

5. RESOLUTIONS: The meeting was instated; Mr. Carlos Augusto Leone Piani directed the meeting and invited Mr. David Abdalla Pires Leal to act as the secretary. The following resolutions were approved by unanimous vote:

- 5.1.** After examining the Annual Management Report, the draft of the Independent Auditors' report and the Financial Statements related to the fiscal year ended December 31, 2014, the members of this Board were favorable to the approval of the Company's Financial Statements, to be submitted to the Annual General Meeting;
- 5.2.** To approve the proposal to be submitted to the Shareholders' General Meeting, of the allocation of net income for the fiscal year ended December 31, 2014, in the amount of R\$ 637,756,491.93 (six hundred thirty-seven million, seven hundred fifty-six thousand, four hundred ninety-one reais and ninety-three cents), which will be distributed as follows: (i) R\$31,887,824.60 (thirty one million, eight hundred eighty-seven thousand, eight hundred twenty-four reais and sixty cents) to the legal



reserve, (ii) R\$95,349,520.45 (ninety-five million, three hundred and forty-nine thousand, five hundred twenty reais and forty-five cents), equivalent to 25.56% of the adjusted net income in the form of art. 202 of Law 6.404/76, proportionally to the respective ownership interests, and (iii) to allocate the remaining amount, which is R\$450,984,941.28 (four hundred fifty million, nine hundred eighty-four thousand, nine hundred forty-one reais and twenty-eight cents), the Investment and Expansion's Reserve, pursuant to the art. 26, IV, of the Company's Bylaws;

5.3. to approve the issuance of these minutes in summary form of the facts, in accordance with § 1, Article 130 of the Corporation Law.

6. CLOSURE: There being no further business to address, these minutes were drawn up, read, approved and signed by all those present.

7. SIGNATURES: **Chairman:** Carlos Augusto Leone Piani, **Secretary:** David Abdalla Pires Leal; **Members of the Board of Directors:** Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Melo Pedrosa, Celso Fernandez Quintella and Eduardo Saggioro. **Member of the Fiscal Council:** Paulo Roberto Franceschi.