



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 FISCAL COUNCIL' MEETING
HELD ON DECEMBER 19, 2014

1. DATE, TIME AND VENUE: On December 19, 2014, at Equatorial Energia's ("Company") branch in the city of Rio de Janeiro, located at Avenida Borges de Medeiros, 633, Gr. 708, Leblon, Offices Shopping Leblon, CEP 22430-041, at 9:00 a.m.

2. CALL NOTICE: Call notice was sent through e-mail.

3. QUORUM AND ATTENDANCE: The following Fiscal Council members were present: Sérgio Passos Ribeiro, Paulo Roberto Franceschi and Felipe Sousa Bittencourt. Also, as the Company's representative, Mr. Eduardo Haiama, CFO and IRO.

4. PRESIDING: Chairman: Sérgio Passos Ribeiro; Secretary: Paulo Roberto Franceschi.

5. RESOLUTIONS: Approved by unanimous votes:

5.1. **Fiscal Council's Opinion:** analyzing the proposal of the Company's Board for payment of interest on capital, the members of this council, in accordance with the Company's Bylaws, of Law 9,249/95 and CVM Resolutions No. 207/96 and 683/2012, opine favorably of its approval, in the gross amount of R\$59,534,205.60 (fifty-nine million, five hundred thirty-four thousand, two hundred and five reais and sixty cents), with income tax withholding at a rate of 15%, except for the immune and the exempt, value to be attributed to the value of the minimum dividend, to integrate the amount of dividends distributed by the Company for all purposes of corporate law. The matter should be brought to the Board meeting pursuant to art.17, 'g', II, of the Company's Bylaws; and

5.2. To approve the drawing of these minutes as a summary of the facts, in accordance with the Article 130, §1 of Law No. 6,404 of 12.15.1976, as amended;

6. CLOSING: There being no further business to discuss, the meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all the undersigned members.