



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 MARCH 28, 2014

1. DATE, TIME AND VENUE: On March 28, 2014, 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 5:00 p.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, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Celso Fernandez Quintella and Eduardo Saggio.**

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

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

(i) to authorize the provision of guarantees by the Company in favor of its subsidiary, the Centrais Elétricas do Pará S/A – CELPA – In Judicial Recovery for a period of two (02) years in the amount of R\$36,808,269.90 (thirty-six million, eight hundred and eight thousand, two hundred and sixty-nine reais and ninety cents), to guarantee surety bonds contracts offered in the Court records of the lawsuit no. MC/STJ 21571 and any resources and events;

(ii) to authorize the provision of guarantees by the Company in favor of its subsidiary, the Centrais Elétricas do Pará S/A – CELPA – In Judicial Recovery for a period of two (02) years in the amount of R\$9,128,950.39 (nine million, one hundred twenty-eight thousand, nine hundred and fifty reais and thirty-nine cents), to guarantee surety bonds contracts offered in the Court records of the lawsuit no. MC/STJ 19986 and any resources and events;



(iii) pursuant to art. 15, of ESO, to approve the establishment of the Audit and Security Committee ("Audit Committee"), leaving the election of its members and defining its powers for approval at a future meeting of this Board.

(iv) to authorize the Board to perform all acts necessary and/or convenient to implement the previous resolutions; and

(v) 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 Saggiaro. **Member of the Fiscal Council:** Felipe Sousa Bittencourt.