



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 DECEMBER 13, 2013

1. DATE, TIME AND VENUE: On December 13, 2013, at the Company's branch at Alameda A, Quadra SQS, nº 100, Loteamento Quitandinha, Anexo A, Alto do Calhau, in São Luís, MA, at 6:00 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 e Eduardo Saggiaro.**

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

5. RESOLUTIONS: The following resolutions were approved by unanimous vote:

(i) to authorize the provision of guarantees in favor of its subsidiary, Companhia Energética do Maranhão - CEMAR, in obtaining financing from Banco do Brazil S/A in the amount up to R\$ 40,000,000.00 (forty million dollars) for the participants in the agribusiness supply chain, acting as joint debtor and main payer of all obligations under the financing instrument in question.

(ii) to ratify the provision of guarantees by the Company in favor of its subsidiary, the Centrais Elétricas do Pará S/A - CELPA - In Judicial Recovery, the "Private Agreement for the Realization of "Swap" Operations and other Derivatives Market agreements" signed with Banco Citibank S.A. ("Derivative Contract"), exclusively for carrying the swap transaction under the loan agreement with Citibank N.A. in the amount of R\$175,000,000.00 (one hundred seventy-five million reais) in dollars, as approved at the Board of Directors Meeting held on November 21, 2013.

(iii) any other swap transactions eventually celebrated by CEMAR under the Derivative Contract may only be guaranteed by the Company if there is an express determination by the Board of Directors of the Company.

(iv) to authorize the provision of guarantees by the Company in favor of its subsidiary, Centrais Elétricas do Pará S/A - CELPA, totaling up to US\$20,000,000.00 (twenty million dollars) for the obligations in contracting warranty insurance or bank



guarantees to be offered in legal proceedings which CELPA is a party. The granting of these guarantees must occur before December 31, 2014, guarded the possibility that the ones offered in this term to remain for the necessary period to fulfill its purpose.

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

(vi) 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, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Celso Fernandez Quintella and Eduardo Saggiaro.