

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 19, 2012

1. DATE, TIME AND VENUE: On December 19, 2012, 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 03:00 p.m.

2. CALL NOTICE AND QUORUM: Call Notice in accordance with Article 16, paragraph 3 of the Company's Bylaws, given the presence of all Board members, namely: Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Mello Pedrosa, Celso Fernandez Quintella and Alexandre Gonçalves Silva.

3. PRESIDING BOARD: Chairman – Carlos Augusto Leone Piani; Secretary – Sr. David Abdalla Pires Leal.

4. AGENDA: (1) to approve the signing of the Investment, Purchase and Sale of Shares and Other Covenants Commitment, relating to the implementation of investment and acquisition of Grupo Rede's and its distribution concessionaires' control, as well as any other agreements and documents related to the operation therein predicted ("Transaction Documents"), and (2) to authorize the Company's Executive Board to sign the Transaction Documents and perform all other acts necessary and / or appropriate for the implementation of the previous decision.

5. RESOLUTIONS: Preliminarily, the Board approved the drafting of these minutes in summary form. Then, by unanimous vote and without any reservations, the following decisions were taken:

(1) the approval, in accordance with Article 17, paragraphs "n" and "p" in the Company's Bylaws, the conclusion of the Transaction Documents by the Board of the Company, including but not limited to, the Investment, Purchase and Sale of Shares and Other Covenants Commitment, and

(2) the authorization to the Company's Executive Board to perform all other acts necessary and/or appropriate for the implementation of the previous decision.

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.

7. SIGNATURES: **Chairman:** Carlos Augusto Leone Piani, **Secretary:** David Abdalla Pires Leal; **Members of the Board:** Firmino Ferreira Sampaio Neto, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Alexandre Gonçalves Silva e Celso Fernandez Quintella.