

**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, 2012**

**1. DATE, TIME AND VENUE:** On December 13, 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 – David Abdalla Pires Leal.

**4. AGENDA:** (i) to approve the transfer of up to R\$ 350,000,000.00 (three hundred and fifty million dollars) by the Company to its subsidiary, Centrais Elétricas do Pará SA (CELPA) - In Judicial Recovery ("CELPA"), as advance payment for CELPA's future capital increase ("APFCI"); and (ii) to authorize the Executive Board to comply with CELPA's Judicial Recovery Plan.

**5. RESOLUTIONS:** Preliminarily, the Board approved the drafting of these minutes in summary form.

Then, by unanimous vote and without any reservations, the Board Members:

(i) approved pursuant to Article 17, paragraph "p" of the Company's Bylaws, the transfer, by the Company to CELPA, the amount of up to R\$ 350,000,000.00 (three hundred and fifty million dollars) in national currency, up to 4 days from the date hereof. Such value shall be accounted by the Company and C as advance payment for future capital increase.

APFCI is performed by the Company under CELPA's Judicial Recovery Plan, approved and ratified by the judge of the 13th Civil Court of Belém / PA on September 1, 2012 ("Judicial Recovery Plan"). APFCI's resources should be used for debt restructuring and for CELPA's recovery as defined in the Judicial Recovery Plan.

The APFCI credit must be used by the Company to subscribe and pay CELPA's capital increase to be resolved in the extraordinary general meeting of such company, convened for the day December 26, 2012, without prejudice of the Company subscribing and paying additional amounts to APFCI now approved for that referred opportunity, whether in exercise of the preference right that'll assist it by law terms or through the subscription of unsubscribed shares.

**(ii)** authorized the Executive Board to comply with all the provisions of CELPA's Judicial Recovery Plan, especially the purchase of credits held by CELPA's creditors who opted, under the Judicial Recovery Plan, to give them to the Company.

**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.