



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 12, 2012

1. DATE, TIME AND VENUE: On December 12, 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 11:00 a.m.

2. CALL NOTICE: Call Notice was dismissed in view of the presence of all Board of Directors members of the Company.

3. QUORUM: Present all members of the Company's 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, Alexandre Gonçalves Silva and Celso Fernandez Quintella.**

4. PRESIDING BOARD: Chairman – Carlos Augusto Leone Piani; Secretary – José Silva Sobral Neto.

5. AGENDA: The meeting started and was presided over by Chairman Mr. Carlos Augusto Leone Piani, who invited Mr. David Abdalla Pires Leal to be the secretary, and the following resolutions were approved by unanimous vote:

(i) to authorize the provision of guarantee in favor of its subsidiary, Centrais Elétricas do Pará - CELPA, as reinforcement of guarantee of debt with Receita Federal do Brasil in the state of Pará, in the amount up to R\$ 126,923,071.64 (one hundred twenty six million, nine hundred and twenty-three thousand and seventy-one reais and sixty-four cents);

(ii) to authorize the Executive Board to perform all acts necessary and/or appropriate for the implementation of the previous decision, including being able to execute all instruments relevant to the formalization of that guarantee, and

(iii) to approve the drafting of these minutes in summary form of the facts, in accordance with § 1 of Article 130 of Corporation Law.



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.

Rio de Janeiro, December 12, 2012.