

EQUATORIAL ENERGIA S/A
CNPJ/MF nº 03.220.438/0001-73
NIRE 2130000938-8
Publicly Held Open Capital Company
MATERIAL FACT

EQUATORIAL ENERGIA S/A (“Equatorial” or “Company”), pursuant to the provisions of article 157, paragraph 4, of Law 6.404 of December 15, 1976, as amended (“Corporations Law”) and CVM Instruction CVM 358/2002, and supplementing the Material Fact disclosed by the Company on June 27, 2012, is hereby informing its shareholders and the public in general that on this date it signed a Contract for the Sale and Purchase of Shares and Other Covenants from Centrais Elétricas do Pará S.A. – Company Currently Under Brazilian Chapter 11 (Celpa) (“Celpa” and “Sale and Purchase Contract”).

Through the Sale and Purchase Contract, once certain precedent conditions are verified, the Company is obliged to acquire, in the total amount of R\$ 1.00 (one real), 39,179,397 (thirty million, one hundred seventy-nine thousand, three hundred and ninety-seven) shares issued by Celpa, being 38,717,480 (thirty eight million, seven hundred and seventeen thousand, four hundred and eighty) common shares and 461,917 (four hundred and sixty one thousand, nine hundred and seventeen) preferred shares, totaling a 65.18% (sixty five point eighteen percent) of the voting capital stock and 61.37% (sixty one point thirty seven percent) of Celpa’s total capital stock (“Shares”).

The total price of the acquisition is due to the fact that Celpa currently is undergoing a Brazilian Chapter 11 process, whose Judicial Reorganization Plan was approved in a general meeting of Celpa creditors held on September 1, 2012 and sanctioned on the same day. The Celpa Judicial Reorganization Plan calls for a proposal to solve the operating and financial liabilities of the company as well as the acquisition, on the part of an investor, of the Shares, and is subject to certain precedent conditions therein contained.

The consummation of the operation also is subject to certain precedent conditions, foreseen in the Sale and Purchase Contract, including, among others, its approval by the National Agency of Electric Energy (ANEEL) and the Administrative Council for the Defense of Competition (CADE).

Upon the implementation of the operation foreseen in the Sale and Purchase Contract, Equatorial will increase its activities in the electric energy distribution sector, expanding its share of the energy sector to the North Region.

The signing of the Sale and Purchase Contract by Equatorial will not be submitted for ratification by shareholders at a general meeting, because the requirements foreseen under article 256 of the Corporations Law are not present.

The Company will maintain its shareholders and the market informed about the conclusion of this operation.

Rio de Janeiro, September 25, 2012

Equatorial Energia S/A
Eduardo Haiama
Chief Financial and Investor Relations Officer