



EQUATORIAL ENERGIA S.A.
Corporate Taxpayers ID (CNPJ/MF) 03.220.438/0001-73
Company Registry ID (NIRE) 2130000938-8
Publicly-Held Company

**MINUTES OF THE ANNUAL AND EXTRAORDINARY GENERAL MEETING
HELD ON MARCH 19, 2012**

1. DATE, TIME AND VENUE: on March 19, 2012, at the Company's headquarters, at Alameda A, Quadra SQS, no. 100, room 31, Loteamento Quitandinha, Altos do Calhau, CEP 65.071-680, São Luís, MA, at 11:00 a.m.

2. CALL: the terms and conditions (call notice) for calling the meeting, dated March 2, 2012, was published on March 03, 05 and 06, 2012, in the newspapers: "Folha de São Paulo", "O Estado do Maranhão" and the "Diário Oficial in the State of Maranhão".

3. QUORUM AND ATTENDANCE: Shareholders were present representing 76.53% of the total voting shares, as shown by the signatures in the shareholders' presence book. (i) Mr. Eduardo Haiama, Chief Financial and Investor Relations Officer of the Company, (ii) Mr. Herton Fabrício de Sousa Teles, representative of Ernst & Young Terco, independent auditors, and (iii) Mr. Paulo Roberto Franceschi, member of the Company's fiscal council also attended the meeting, pursuant to the Law.

4. PRESIDING: Chairman: Tinn Freire Amado; Secretary: José Silva Sobral Neto.

5. DOCUMENTS FILED AT THE HEADQUARTERS: (i) the Company's Financial Statements related to the fiscal year ended December 31, 2011, as published on March 09, 2012, on the newspaper "Folha de São Paulo", "O Estado do Maranhão" and "Diário Oficial do Estado do Maranhão"; call notice of the meeting, dated March 2, 2012, published on March 2, 5 and 6, 2012, in the newspapers: "Folha de São Paulo", "O Estado do Maranhão" and the "Diário Oficial (Daily State Register) in the State of Maranhão", and; (iii) proposal made by the Company's management regarding items included in the agenda at the ordinary and extraordinary shareholders' meetings.

6. AGENDA: In accordance with the terms and conditions (call notice) for calling the meeting, the agenda is: **(a) AGM: (a.1)** take the management accounts, examine, discuss and vote on the Company's financial statements, the Independent Auditor's report and the Company's Fiscal Council report on the financial year ending on December 31, 2011; **(a.2.)** discuss the destination of net earnings in the financial year ending on December 31, 2011; **(a.3.)** discuss the payment of dividends; **(a.4.)** determine the global annual compensation to be paid to management, and discuss the proposal approved by the Company's Board of Directors at the meeting held on February 15, 2012; **(a.5.)** discuss the installation and work of the Company's Fiscal Council during 2012, the election of its respective members and determine their compensation; and **(b) EGM: (b.1)** discuss the proposal of alteration in article 22 of the Company's Bylaws to include specific provision on the powers of attorney for financial institutions in order to guarantee financings; **(b.2)** discuss the proposal to reform the Company's Bylaws to adhere to the new version of the BM&FBOVESPA's Novo Mercado Listing Rules; Esta página é parte integrante da Ata das Assembleias Gerais Ordinária e Extraordinária da Equatorial Energia S.A. do dia 19 de março de 2012.



(b.3) discuss the amendment of the Company's Bylaws, in order to consider the capital increase due to the exercise of stock options' plan; and (b.4) consolidate the Company's Bylaws due to the possible approval of the previous items.

7. RESOLUTIONS: Opened the sessions and noted the absences of Chairman and Vice Chairman of the Company's Board of Directors, and of the Company's CEO, assumed the presidency of the table Mr. Tinn Freire Amado, who invited Mr. José Silva Sobral Neto to be the secretary of the meeting, having been discussed and approved all the matters on the agenda:

7.1 To consider the meeting regular and to approve the preparation of these minutes in summary form and their publishing without the shareholders' signature, in accordance with the provisions of Article 130, §§ 1 and 2 of Law 6,404, dated 12.15.76 and subsequent amendments ("Corporation Law").

At the Annual General Meeting:

7.2 To approve unanimously the annual report and Company's administrative accounts, as well as the financial statements related to the financial year ending on December 31, 2011, together with the report issued by the independent auditors, which were published within the legal term, in full, on March 09, 2012, in the newspapers: "Folha de São Paulo", "O Estado do Maranhão" and the "Diário Oficial do Estado do Maranhão" (Daily State Register/Gazette). The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES, EMERGINGI MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND, EMERGINGI MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND B, ISHARES MSCI BRAZIL SMALL CAP INDEX FUND, ISHARES MSCI EMERGING MARKETS SMALL CAP INDEX FUND.

7.3 Approve unanimously the allocation of net income recorded in the financial year ending on December 31, 2011, of R\$159,995,783.64 (one hundred and fifty-nine million, nine hundred and ninety-five thousand, seven hundred and eighty-three reais and sixty-four centavos), which will be distributed as: (i) R\$7,999,789.18 (seven million, nine hundred ninety-nine thousand, seven hundred eighty-nine reais and eighteen centavos) for the legal reserve; (ii) R\$50,421,417.88 (fifty million, four hundred twenty-one thousand, four

- hundred seventeen reais and eighty-eight centavos), equivalent to 33% (thirty-three percent) of adjusted net income in the form of Article 202 of Law no. 6,404/76, for the payment of dividends to shareholders in the Company, in proportion to their respective shareholdings as of today, corresponding to R\$0.46 per share; and (iii) R\$101,574,576.58 (one hundred one million, five hundred seventy-four thousand, five hundred seventy-six reais and fifty-eight centavos) for the reserve for investment and expansion referred to in Article 25, item iv, of the Company's bylaws. The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES.
- 7.4 Approve unanimously the payment of dividends related to the financial year ending on December 31, 2011, of R\$50,421,417.88 (fifty million, four hundred twenty-one thousand, four hundred and seventeen reais and eighty-eight centavos), equivalent to 33% of the Company's adjusted net income according to the terms of article 202 from the Corporation Law, corresponding to R\$0.46 (forty six centavos) per share, which will be paid in up to 3 installments up until December 31, 2012. As from March 20, 2012, the shares will be traded "ex-dividends". The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES.
- 7.5 Approve, considering the abstentions, the global annual compensation of the Company's management during 2011, of up to R\$7,000,000.00 (seven million reais), to be distributed individually among the members of the Board of Directors and Executive Board, in accordance with the Company's bylaws and based on the criteria fixed in the paragraph

in Article 152, of Law no. 6,404/76, observing the fixed global annual limit. The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES, AMUNDI FUNDS, AMUNDI, BRUNEI INVESTMENT AGENCY, DOMINION RESOURCES INC. MASTER TRUST.

- 7.6 Approve unanimously the proposal of shareholder PCP LATIN AMERICA POWER S.A. in the sense of installing the Company's Fiscal Council for the 2012 fiscal year, with the following members of the Company's Fiscal Council: (i) **Sergio Passos Ribeiro**, Brazilian, single, business manager, bearer of identity no. 08808411-6 IFP, registered with tax registration CPF/MF no. 026.246.867-03, resident and domiciled in the city and State of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5th floor, and his substitute/alternate, **Bruno Augusto Sacchi Zaremba**, Brazilian, married, economist, bearer of identity no. 08423755-1 IFP, registered with tax registration CPF/MF no. 034.032.377-96, resident and domiciled in the city and State of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5th floor; (ii) **Felipe Sousa Bittencourt**, Brazilian, married, business manager, bearer of identity no. 11001496-6 Detran/RJ, registered with tax registration CPF/MF no. 078.366.387-07, resident and domiciled in the city and State of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5º floor, and his substitute/alternate, **José Guilherme Cruz Souza**, Brazilian, married, electrical engineer, bearer of identity no. 835772 SSP-ES, registered with tax registration CPF/MF no. 003.669.617-05, resident and domiciled in the city and State of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5º floor; and, by nomination of SQUADRA MASTER LONG-BIASED FIA, SQUADRA MASTER LONG-ONLY FIA, SQUADRA INSTITUCIONAL FIA, SNAPPER EQUITY LLC and GROUPER EQUITY LLC (iii) **Paulo Roberto Franceschi**, Brazilian, married, accountant, bearer of identity RG no. 669.976 SSP-PR, registered with tax registration CPF/MF no. 171.891.289-72, with an office in the city of Curitiba, in the State of Paraná, at Rua Marechal Deodoro, 630, conjunto 1305, and his substitute/alternate **Vanderlei Dominguez da Rosa**, Brazilian, married, graduated in accounting sciences, bearer of identity RG no. 3026420368 SSP/SP, registered with tax registration CPF/MF no. 422.881.180-91, with an office in the city of Porto Alegre, in the State of Rio Grande do Sul, at Rua das Andradas, 1534, conjunto 81, all with a mandate in office to the date the next ordinary general meeting is held when the accounts related to the financial year ending on December 31, 2012 will be examined. The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE

INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES, CSHG VALOR DIVIDENDO FUNDO DE INVESTIMENTO EM AÇÕES, CSHG CITI MULTI FUNDO DE INVESTIMENTO MULTIMERCADO, CSHG STRATEGY INSTITUCIONAL MASTER FD INV EM AÇÕES IBOVESPA, CSHG STRATEGY INSTITUCIONAL MASTER FD INV EM AÇÕES IBOVESPA, CSHG DIVIDENDOS FUNDO DE INVESTIMENTO EM AÇÕES, CSHG VERDE MASTER FUNDO DE INVESTIMENTO MULTIMERCADO, CSHG VERDE EQUITY MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG STRATEGY II MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG STRATEGY MASTER PREVIDENCIA FIA, CSHG UNIQUE MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG SELECTION GLOBAL FIA, GREEN II FUND LLC, GREEN FUND LLC, CSHG UNIQUE FUND LLC.

- 7.7 To unanimously approve, for the 2012 fiscal year, the annual global compensation of up to R\$225,000.00 (two hundred and twenty-five thousand reais), for the members of the fiscal council, in accordance with article 162, § 3, from Corporation Law. The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES, CSHG VALOR DIVIDENDO FUNDO DE INVESTIMENTO EM AÇÕES, CSHG CITI MULTI FUNDO DE INVESTIMENTO MULTIMERCADO, CSHG STRATEGY INSTITUCIONAL MASTER FD INV EM AÇÕES IBOVESPA, CSHG STRATEGY INSTITUCIONAL MASTER FD INV EM AÇÕES IBOVESPA, CSHG DIVIDENDOS FUNDO DE INVESTIMENTO EM AÇÕES, CSHG VERDE MASTER FUNDO DE INVESTIMENTO MULTIMERCADO, CSHG VERDE EQUITY MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG STRATEGY II MASTER FUNDO DE



INVESTIMENTO EM AÇÕES, CSHG STRATEGY MASTER PREVIDENCIA FIA, CSHG UNIQUE MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG SELECTION GLOBAL FIA, GREEN II FUND LLC, GREEN FUND LLC, CSHG UNIQUE FUND LLC.

In Extraordinary General Meeting:

7.8 To unanimously approve, considering the abstentions, the proposal of alteration of article 22 of the Bylaws, to include specific provision on the powers of attorney for financial institutions to guarantee financings, so that the mentioned article now has the following wording:

“Article 22 - All documents that assume obligations for the Company or release third parties from obligations with the Company shall, under the penalty of being rendered ineffective, be signed: (a) by any two (2) Officers; (b) by any one (1) Officer pursuant to paragraph two of this Article; or (c) by one (1) Officer, jointly with one (1) attorney-in-fact constituted pursuant to paragraph one of this Article.

Paragraph One - The powers of attorney granted by the Company shall be signed by any two (2) Officers, expressly specify the powers granted, including the assumption of obligations as mentioned in this Article, and delimit the term of validity which shall be limited to, at most, one (1) year, except those granted to attorneys for the Company’s representation in judicial or administrative proceedings

Paragraph Two - Paragraph Two - The powers of attorney for financial institutions to guarantee financing may be valid for more than one year, being restricted to the period of their funding or guarantee agreement, and also provide for the substitution, always with reserve of equal powers.

Paragraph Three - The Company may also be validly represented by any one (1) Officer, including for the assumption of obligations, as long as there is a unanimous, express and specific resolution of the Board of Executive Officers to this effect, or in the following situations:

- (i) when related to the hiring of service providers or employees;
- (ii) in routine issues before federal, state and municipal public bodies, autonomous public entities and mixed companies;
- (iii) in the signature of correspondence concerning routine issues;
- (iv) in the endorsement of instruments aimed at collection or deposit on behalf of the company; and



(v) in the representation of the company at the general meetings of its subsidiaries and other companies in which it has equity interest in compliance with the provision in these Bylaws.”

The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES.

- 7.9 To unanimously approve the proposal of alteration of article 5 of the Bylaws, in order to consider the capital increase due to the exercise of Stock Options’ Plan of the Company, so that the mentioned article will now have the following wording:

“**Article 5** - The Capital Stock is five hundred sixty-six million, eight hundred thirty thousand, six hundred thirty-two reais and seventy-two centavos (566,830,632.72), divided into one hundred nine million, six hundred eleven thousand, seven hundred seventy-eight (109,611,778) non-par registered common shares.”

The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES.

- 7.10 To unanimously approve the ammendment of the Company’s Bylaws in order to adhere to the new version of the BM&FBOVESPA’s Novo Mercado Listing Rules, which, considering the prior approvals, will now have the wording as in annex I. The following shareholders abstentions were registered: BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES,



DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES.

8. CLOSURE: There being no further business to discuss, these minutes were transcribed, read, approved and signed by all the presiding members present and the shareholder representatives necessary to make the decisions taken at this meeting.

9. SIGNATURES OF ATTENDEES: **Chairman:** Tinn Freire Amado; **Secretary:** José Silva Sobral Neto; **Representative of Ernst & Young Terco Auditores Independentes:** Herton Fabrício de Sousa Teles; **Member of the Fiscal Council:** Paulo Roberto Franceschi; **Representative of the Company:** Eduardo Haiama, Chief Financial and Investor Relations Officer.

Shareholders:

(a) PCP LATIN AMERICAN POWER S/A,

Represented by **David Abdalla Pires Leal;**

(b) BTG PACTUAL DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES

Represented by **David Abdalla Pires Leal;**

(c) SQUADRA MASTER LONG-BIASED FUNDO DE INVESTIMENTO EM AÇÕES, SQUADRA MASTER LONG-ONLY FUNDO DE INVESTIMENTO EM AÇÕES, SQUADRA INSTITUCIONAL FUNDO DE INVESTIMENTO DE AÇÕES, SNAPPER EQUITY LLC and GROUPER EQUITY LLC,

Represented by **David Abdalla Pires Leal;**

(d) 3FS III FUNDO DE INVESTIMENTOS EM AÇÕES, DUO GAP EQUITY VALUE FUNDO DE INVESTIMENTO DE AÇÕES, GAP ESTRATÉGIA INSTITUCIONAL FIM, GAP IPCA INSTITUCIONAL FUNDO DE INVESTIMENTO MULTIMERCADO, GAP EQUITY VALUE MASTER FIA, GAP HEDGE FUNDO DE INVEST MULTIMERCADO, GAP ABSOLUTO FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO FUNDO DE INVEST MULTIMERCADO, GAP INSTITUCIONAL



FUNDO DE INVESTIMENTO MULTIMERCADO, FUNDO DE INVESTIMENTO GAP MULTIMERCADO PREVIDENCIA, GAP LONG SHORT FUNDO DE INVESTIMENTO MULTIMERCADO, GAP MULTIPORTFOLIO 30 FDO DE INV MULTIMERCADO, GAP AÇÕES FUNDO DE INVESTIMENTO DE AÇÕES,

Represented by **David Abdalla Pires Leal;**

(e) CSHG VALOR DIVIDENDO FUNDO DE INVESTIMENTO EM AÇÕES, CSHG CITI MULTI FUNDO DE INVESTIMENTO MULTIMERCADO, CSHG STRATEGY INSTITUCIONAL MASTER FD INV EM AÇÕES IBOVESPA, CSHG STRATEGY INSTITUCIONAL MASTER FD INV EM AÇÕES IBOVESPA, CSHG DIVIDENDOS FUNDO DE INVESTIMENTO EM AÇÕES, CSHG VERDE MASTER FUNDO DE INVESTIMENTO MULTIMERCADO, CSHG VERDE EQUITY MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG STRATEGY II MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG STRATEGY MASTER PREVIDENCIA FIA, CSHG UNIQUE MASTER FUNDO DE INVESTIMENTO EM AÇÕES, CSHG SELECTION GLOBAL FIA, GREEN II FUND LLC, GREEN FUND LLC, CSHG UNIQUE FUND LLC,

Represented by **Lucila Prazeres da Silva;**

(f) AUGUSTO MIRANDA DA PAZ JÚNIOR, RAIMUNDO NONATO ALENCAR DE CASTRO, MARCOS ANTÔNIO SOUZA DE ALMEIDA, LEONARDO DA SILVA LUCAS TAVARES DE LIMA, ANA MARTA HORTA VELOSO, FIRMINO FERREIRA SAMPAIO NETO,

Represented by **David Abdalla Pires Leal;**

(g) AMUNDI; AMUNDI FUNDS; THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST; NORGES BANK; OPTIMIX WHOLESALE GLO SMALLER COMP SHARE FUND; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SE VAN S F; PIM INVESTMENTS, INC; COLLEGE RETIREMENT EQUITIES FUND, SMALLCAP WORLD FUND.INC; STATE OF WISCONSIN INVT. BOARD MASTER TRUST; STATE STREET EMERGING MARKETS; THE PENSION RESERVES INVESTMENT MANAG.BOARD; THE GOVERNMENT OF THE PROVINCE OF ALBERTA; SHELL PENSION TRUST; FLORIDA RETIREMENT SYSTEM TRUST FUND; TRUST FUND ADVISORS INTL GROUP TRUST; AMERICAN FUNDS INS SER GL SMALL CAPITALIZ FD: FORD MOTOR CO DEFINED BENEF MASTER TRUST; THE BAR MKTS UM FD SF BAR LATIN AMERICA; PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO; STATE ST B AND T C INV F F T E RETIR PLANS; DOMINION RESOURCES INC. MASTER TRUST; PENSIONS KASSERNES ADMINISTRATION A/S; ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND, LP; BRUNEI INVESTMENT AGENCY; ATHEM INSUREANCE COMPANIES, INC. MASTER TRUST; ISHARES MSCI EMERGING



MARKETS SMALL CAP INDEX FUND; MFS MERIDIAN FUNDS – LATIN AMERICAN EQUITY FUND; EMERGING MARK SMALL CAPITALIZAT EQUITY INDEX NON-LENDABLE FD B; EMERGING MARKETS SMALL CAPIT EQUITY INDEX NON-LENDABLE FUND; MARKET VECTORS – LATIN AMERICA SMALL – CAP ETF; ISHARES MSCI BRAZIL SMALL CAP INDEX FUND; SSGA SPDR ETFS EUROPE I PLC; RBC DEXIA INVESTOR S T AS T FOR THE CANADA POST C P PLAN,

Represented by **GEORGE WASHINGTON TENÓRIO MARCELINO;** and

(h) JOSÉ SILVA SOBRAL NETO;

(i) TINN FREIRE AMADO; and

(j) EDUARDO HAIAMA.