

## **EQUATORIAL ENERGIA S.A**

Corporate Taxpayer's ID (CNPJ): 03.220.438/0001-73

Company Registry (NIRE) 21.300.009.38-8

Publicly Held Company

### **MINUTES OF THE BOARD OF DIRECTORS' MEETING**

**HELD ON AUGUST 10, 2011**

**DATE, TIME AND VENUE:** On August 10, 2011, at 10 a.m./p.m., at Equatorial Energia S.A.'s branch office located at Avenida Borges de Medeiros, 633, Gr. 708, Leblon, Offices Shopping Leblon, CEP 22.430-041, in the city and state of Rio de Janeiro.

**CALL NOTICE AND ATTENDANCE:** The call notice was waived, pursuant to article 15, paragraph 3, of the Bylaws, in view of the presence of all members of the Company's Board of Directors.

**PRESIDING:** Chairman – Carlos Augusto Leone Piani; Secretary – David Abdalla Pires Leal.

**AGENDA:** (1) to approve the investment by the Company in Solenergias Comercializadora de Energia Ltda., a limited partnership headquartered at Rua Quitanda, 194, sala 904, Centro, CEP 20091-005, in the city and state of Rio de Janeiro, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 13.459.301/0001-20 ("Solenergias"); (2) to authorize the Company to execute an agreement to provide a guarantee to Solenergias; and (3) to authorize the Executive Board to practice all acts necessary and/or convenient in order to implement the above resolutions.

**RESOLUTIONS:** First, the Board members approved the drawing up of these minutes in summary format. Subsequently, unanimously and without restrictions, the Board members: (1) approved, pursuant to article 16, item n, of the Company's Bylaws, (i) an investment by the Company in Solenergias, after transforming Solenergias into a joint-

stock company, in the total amount of six million reais (R\$ 6,000,000.00), through the subscription and payment of ten thousand and two hundred (10,200) new common, registered shares, with no par value, issued by Solenergias, representing fifty-one percent (51.00%) of the voting and total capital of Solenergias (“Investment”); (ii) the execution of an Investment Agreement regulating the Investment and the Shareholders’ Agreement of Solenergias; and (iii) the execution of any other agreements, documents or instruments that are convenient and necessary or in any other form related to the Investment; (2) authorized, pursuant to article 16, item p, of the Company’s Bylaws, the Company to execute an agreement to provide guarantees for the purchase of electricity to be held by Solenergias, effective on conclusion of the Investment; and (3) authorized the Executive Board to practice all acts necessary and/or convenient to implement the above resolutions.

**CLOSURE:** 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.

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