



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

**ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING
CALL NOTICE**

The shareholders of Equatorial Energia S.A. are hereby invited to the Annual and Extraordinary General Meetings to be held following the first call, at 2:00 pm on April 17, 2008, at the Company's headquarters, at Avenida Colares Moreira, 477, in the city of São Luís, state of Maranhão, in order to decide on the following agenda: **(a) Annual Shareholders' Meeting**: (a.1) to acknowledge Management's accounts and examine, discuss and vote the Company's Financial Statements for the fiscal year ended December 31, 2007; (a.2.) to resolve on the allocation of annual net income; (a.3.) to resolve on the payment of dividends and interest on equity, as approved by the Board of Directors at the meeting held on December 26, 2007; (a.4.) to determine Management's total annual compensation; (a.5.) to elect the members of the Company's Board of Directors; (a.6.) to resolve on the installation of the Fiscal Council and on the election of the members thereof; **(b) Extraordinary Shareholders' Meeting**: (b.1) to amend article 2 of the Company's Bylaws to include in its corporate purpose the Company's interest in the capital stock of companies that develop activities related to the electricity industry; (b.2) to amend article 5 of the Company's Bylaws, which deals with its capital stock, to reflect the conversion of preferred shares into common shares, approved by the Extraordinary Shareholders' Meeting of February 12, 2008 and ratified by the Special Meeting of Preferred Shareholders' on February 29, 2008, the reverse split of the Company's shares approved by the Extraordinary General Meeting of February 12, 2008, and the capital increase resulting from the exercise of the stock options by Management; (b.3) to amend article 8 of the Company's Bylaws to include Paragraph One, which shall admit the possibility of exempting the notarization of the powers of attorney issued on behalf of its shareholders, pursuant to article 126, paragraph one of Law 6404/76, in compliance with the legislation applicable to publicly-held Companies; (b.4) consolidation of the Company's Bylaws. And (b.5) to amend the Stock Option Plans of the Company, approved at the extraordinary general meetings held on February 2, 2006 (re-ratified on February 13, 2006) and on April 5, 2007, to (i) adjust the provisions applicable to the use of the variable remuneration received by beneficiaries of the Second Stock Option Plan of the Company in the exercise of the underlying options, (ii) to comply with the conversion of preferred shares into common shares, approved at the Extraordinary General Meeting held on February 12, 2008, and ratified at the Special Preferred Shareholders Meeting held on February 29, 2008, and (iii) to comply with the reverse split of the Company's shares approved at the Extraordinary General Meeting held on February 12, 2008. **GENERAL PROVISIONS: 1)** Company shareholders should present, at the Company's headquarters, at least 72 hours prior to the Meeting, their respective statements of share ownership issued by the depositary financial institution; **2)** Shareholders wishing to be represented by a proxy should present the respective powers of attorney at the Company's headquarters, at least 72 hours prior to the Meeting; **3)** The Company's financial statements for the year ended December 31, 2007, as published on March 4, 2008 in the newspapers *Valor Econômico*, *O Estado do Maranhão* and *Diário*



Oficial do Estado do Maranhão, have been sent to the Brazilian Securities and Exchange Commission (CVM) and the São Paulo Stock Exchange (Bovespa) and are available at Equatorial's headquarters, located at Avenida Colares Moreira, 477, Renascença II, in the city of São Luís, State of Maranhão, CEP: 65.075-028. São Luis (Maranhão), April 1, 2008.