



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

MINUTES OF THE SPECIAL MEETING OF PREFERRED SHAREHOLDERS
HELD ON FEBRUARY 29, 2008

1. **Date, Time and Venue:** On February 29, 2008, at 9:00 a.m., at the Company's headquarters at Avenida Colares Moreira, Renascença II, 477, in the city of São Luís, state of Maranhão, CEP 65.075-028.

2. **Attendance:** Preferred shareholders, representing more than half of the preferred shares issued by the Company, pursuant to subitem 1 of article 136 of Law 6404/76. Mr. Augusto Miranda da Paz Júnior, a Director of the Company, was also present.

3. **Presiding:** Chairman: Augusto Miranda da Paz Júnior
Secretary: José Silva Sobral Neto

4. **Call Notice:** Pursuant to article 124 of Law 6404/76, the Call Notice was published in the Valor Econômico, Diário Oficial do Estado do Maranhão and O Estado do Maranhão editions of February 14, 15 and 18, 2008.

5. **Agenda:**

To ratify the resolution of the Extraordinary Shareholders' Meeting of February 12, 2008, to convert all the Company's preferred shares into common shares in the proportion of 1 common share for every 1 (one) preferred share.

6. **Resolutions:** By a unanimous vote, those present:

Authorized the drawing up of the minutes of this Meeting in summary format, pursuant to paragraph 1 of article 130 of Law 6404/76, and their publication without the shareholders' signatures.

Ratified the resolution of the Extraordinary Shareholders' Meeting of February 12, 2008, to convert all the Company's preferred shares into common shares in the proportion of 1 common share for every 1 (one) preferred share and the consequent extinction of the Company's preferred shares.

7. Closure:

There being no further business to discuss, these minutes were drawn up, read, approved and signed by all those present.

8. Signatures:

This is a free translation of the original minutes filed in the Company's records.

Chairman

Secretary

**PCP LATIN AMERICAN POWER FUND LTD
BRASIL ENERGIA I LLC
HG DIVIDENDOS FIA
AIM DEVELOPING MARKETS FUND
AIM INTERNATIONAL SMALL COMPANY FUND
ECOFIN G UTIL MAS FUND LIMITED
ECOFIN S S U MAS FUND LIMITED
ECOFIN WATER AND POWER OPP PLC**

Represented by **Patrícia Pugas de Azevedo Lima**

PATRÍCIA PUGAS DE AZEVEDO LIMA

**JANUS OVERSEAS FUND
SSGA EMERGING MARKETS FUND
JANUS INSTITUTIONAL INTERNATIONAL EQUITY PORTFOLIO
FIDELITY ADVISOR SERIES VIII: LATIN AMERICA FUND
CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND
JANUS ADVISER INTERNATIONAL GROWTH FUND
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT
RETIREMENT PLANS
JANUS ASPEN SR INTL GRTH PFTF
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC
FIDELITY INVESTMENT TRUST: LATIN AMERICA FUND
JANUS ADVISER INTERNATIONAL EQUITY FUND**

**THE EMERGING MARKETS EQUITY INVESTMENTS PORTFOLIO OF THE CONSULTING
GROUP CAPITAL MARKETS FUNDS
FIDELITY LATIN AMERICA FUND
THE SEI EMERGING MARKETS EQUITY FUND
JANUS CAPITAL MANAGEMENT LLC
JANUS CAP. M. LLC**

Represented by **George Washington Tenório Marcelino
Mesquita Pereira, Marcelino, Almeida, Esteves Advogados**