



EQUATORIAL ENERGIA S.A.

CORPORATE TAXPAYER'S ID (CNPJ/MF) n° 03.220.438/0001-73

CORPORATE REGISTRY ID (NIRE) 2130000938-8

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON FEBRUARY 11, 2008**

1. **DATE, TIME AND PLACE:** Held on February 11, 2008 at 10:00 A.M. at the company's headquarters, located in the City of São Luiz, State of Maranhão, at Avenida Colares Moreira, n.º 477, Renascença II, CEP: 65.075-028.

2. **QUORUM AND ATTENDANCE:** Given that all members of the Company's Board of Directors were in attendance, call was waived.

3. **PRESIDING BOARD:** Chairman: Firmino Ferreira Sampaio Neto; Secretary: José Silva Sobral Neto.

4. **RESOLUTIONS:** The following resolutions were made by unanimous vote:

4.1 In order to follow the proposal approved by this Board of Directors on 11/05/07 relative to the merger of PCP Energia Participações S.A., a joint-stock company headquartered in the City and State of Rio de Janeiro at Praia de Botafogo n° 501, 5° andar, parte, CEP: 22250-040, enrolled under Corporate Taxpayer's ID (CNPJ/MF) n° 07.905.697/0001-99 ("PCP Energia"), into the Company ("Merger"), to be submitted at the Company's Extraordinary General Meeting to be held on 02/12/08, to give a favorable opinion on the proposal to increase the Company's capital stock by the amount of two hundred seventy-three million, eight hundred and eleven thousand, seven hundred thirty-three reais and thirty-six centavos (R\$ 273,811,736.36) by issuing one hundred fourteen million, nine hundred eighty-four thousand and four (114,984,004) new shares, of which fifty-seven million, four hundred ninety-two thousand and two (57,492,002) are common shares, and fifty-seven million four hundred ninety-two thousand and two (57,492,002) are preferred, nominative, book-entry shares with no-par value, issued by the Company at the issue price of R\$2.3813 per share. The Board of Directors examined and approved without reservations the following documents:



- (i) Appraisal of the net shareholders' equity of "PCP Energia" prepared by ACAL Consultoria e Auditoria S/S (Corporate Taxpayer's ID [CNPJ/MF] 28.005.734/0001-82, "ACAL") based on the financial statements of December 31, 2007 and audited by Performance Auditoria e Consultoria Empresarial S/S (Corporate Taxpayer's ID [CNPJ/MF] 41.968.512/0001-23), independent auditor, pursuant to Articles 12 and 13 of CVM Rule n.º 319/99;
- (ii) Report prepared by PriceWaterhouseCoopers Corporate Finance & Recovery Ltda. (Corporate Taxpayer's ID [CNPJ/MF] 05.487.514/0001-37, "PriceWaterhouseCoopers") that assessed the Company and PCP Energia based on the discounted cash flow method through the future profitability prospects of said companies as of September 31, 2007;
- (iii) Protocol and Justification of the Merger into the Company of PCP Energia, a company whose single relevant asset is 13.06% indirect participation in Light S/A ("Light") by means of RME – Rio Minas Energia Participações S/A ("RME"), and that, through a shareholders' agreement, participates in the control of said company pursuant to Articles 224 and 225 of Law nº 6.404/76 in all its terms and conditions, which is hereby notarized by the Presiding Board and will be filed at the Company's headquarters ("Protocol and Justification"); and
- (iv) Addendum to the Protocol and Justification agreed upon by the Company's management on January 25, 2008 ("Addendum").

Since the documents relative to the Merger of PCP Energia into the Company were analyzed, the Board of Directors, including the independent board members, unanimously approved without any restriction as per Bovespa's Regulation Level 2 the Merger proposal to be submitted at the Extraordinary General Meeting to be held on February 12, 2008, considering that the said proposal has been conducted transparently and based on market parameters ("arms-length transaction"), pursuant to CVM Resolution nº 26 of February 05, 1986, which establishes the operations among related parties.



4.2 To approve the proposal to increase the Company's capital stock by issuing shares to be subscribed by the beneficiaries of Equatorial's Second Program of the First Stock Option Plan, to be decided at the next General Meeting. The said shares will be paid up with sixty-three billion, eight hundred eighty-six million, seven hundred eighty-two thousand and two hundred eighty-nine (63,886,782,289) common shares issued by Companhia Energética do Maranhão – CEMAR that were subscribed by the beneficiaries pursuant to CEMAR's First Stock Option Plan and that will be assessed as per item 5.2.1 of Equatorial's First Plan. The number of shares to be issued by the Company due to the said capital increase will only be determined on the eve of the General Meeting that resolves on the increase, since it must be calculated pursuant to the terms of Equatorial's First Plan based on the average price of the Company's common and preferred shares traded on the São Paulo Stock Exchange ("BOVESPA") during the thirty (30) days preceding the said General Meeting. To comply with Article 8 of Law 6404/76, the Board of Directors analyzed and approved without any restriction the appraisal of CEMAR's shares prepared by ACAL, based on CEMAR's net shareholders' equity at accounting value, that assessed CEMAR's shares at two million, three hundred and sixty thousand, eight hundred sixty-one reais and eighty-five centavos (R\$ 2,360,861.85).

4.3 To approve the drawing up of the minutes in the summary format of the events occurred, as per § 1º of Article 130 of the Corporate Law, the publication of the minutes without the signature of the shareholders being authorized pursuant to § 2º of Article 130 of the Corporate Law.

5. CLOSURE AND SIGNATURE: Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Firmino Ferreira Sampaio Neto, Ana Marta Horta Veloso, Paulo Jerônimo Bandeira de Mello Pedrosa, Darlan Dórea Santos.



C E R T I F I C A T E

This is a free English translation of the original instrument drawn up and in the company's records.

José Silva Sobral Neto

Secretary