



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

**EXTRAORDINARY GENERAL MEETING
CALL NOTICE**

The shareholders of Equatorial Energia S.A. are hereby invited to attend an Extraordinary Shareholders' Meeting to be held following the first call, on February 12, 2008, at 3 pm, at the Company's headquarters, at Avenida Colares Moreira, 477, in the city of São Luis, state of Maranhão, in order to decide on the following agenda: **(i)** ratification of the hiring of specialized companies to be responsible for the following appraisal reports: (a) appraisal of the shareholders' equity of PCP Energia Participações S.A. ("PCP Energia"); (b) appraisal of the Company and PCP Energia, based on the discounted cash flow method; and (c) appraisal of the shareholders' equity of Companhia Energética do Maranhão – CEMAR ("CEMAR"); **(ii)** approval of said appraisal reports; **(iii)** approval of the protocol of merger and justification entered into by the management of the Company on November 5, 2007 and the amendment thereto, entered into on January 25, 2008, which contains the terms of the merger of PCP Energia by the Company (the "Merger"); **(iv)** approval of the exchange ratio of PCP Energia shares for Company shares; **(v)** approval of the Merger; **(vi)** rectification of clause 5.2. of the Company's First Stock Option Plan approved by the Extraordinary Shareholders' Meeting of February 2, 2006, and re-ratified by the Extraordinary Shareholders' Meeting of February 13, 2006; **(vii)** ratification of the remaining clauses of said Stock Option Plan; **(viii)** approval of the Company's capital increase through the issue of shares to be subscribed by the beneficiaries of the Second Program of the Company's First Stock Option Plan; **(ix)** approval of the conversion of all of the Company's preferred shares into common shares; **(x)** approval of the amount to be reimbursed to dissenting preferred shareholders in relation to the conversion of the Company's preferred shares; **(xi)** approval of a reverse split of the Company's shares; **(xii)** approval of the treatment to be applied to the fractions of shares arising from said reverse split; **(xiii)** approval of the amendments to the Company's By-laws, in order to adopt them to the rules of the Novo Mercado listing segment of the São Paulo Stock Exchange and other resolutions of this Meeting; **(xiv)** approval of the Company's listing on the Novo Mercado; and **(xv)** authorization for the Company's management to carry out all acts necessary for the implementation of the proposed resolutions. **GENERAL PROVISIONS: i)** The Company's shareholders shall deposit their respective statement of shareholdings, issued by the depository financial institution, at the Company's headquarters 72 hours prior to the Meeting; **ii)** Shareholders wishing to be represented by a proxy should deposit the respective power-of-attorney at the Company's headquarters 72 hours prior to the meeting; **iii)** The following documents were forwarded to the Brazilian Securities and Exchange Commission (CVM) and the São Paulo Stock Exchange and are available at Equatorial's headquarters, located at Avenida Colares Moreira, no. 477, Renascença II, CEP 65.075-028, in the city of São Luís, state of Maranhão, and are available as of the present date: (a) Protocol of Merger and Justification entered into between the Company and PCP Energia on November 5, 2007; (b) Amendment to the Protocol of Merger and Justification entered into between the Company and PCP Energia on January 25, 2008; (c) the appraisal report of PCP Energia's shareholders' equity, prepared by ACAL Consultoria e Auditoria S/S; (d) the appraisal report of the Company and PCP Energia based on the discounted cash flow method, prepared by PricewaterhouseCoopers Corporate Finance & Recovery Ltda.; (e) a draft of Equatorial's By-laws amended to take account of the rules of the Novo Mercado; (f) the appraisal report of CEMAR's shareholders' equity, prepared by ACAL Consultoria e Auditoria S/S.

São Luís (MA), January 28, 2008.

Firmino Ferreira Sampaio Neto
Chairman of the Board of Directors