



EQUATORIAL ENERGIA S/A
CNPJ/MF¹ No. 03.220.438/0001-73
NIRE² No. 2130000938-8

MINUTES OF EXTRAORDINARY GENERAL MEETING
HELD ON OCTOBER 31, 2006

1. DATE, PLACE AND TIME: On October 31, 2006, at Company headquarters in the city of São Luís, state of Maranhão, Avenida Colares Moreira, 477, Renascença II, postal code 65.075-028, at 9am.

2. QUORUM AND PRESENCE: Shareholders representing 65.7% of the Company's voting capital were present.

3. CHAIR AND SECRETARY: Chairman: Octavio Côrtes Pereira Lopes; Secretary: José Silva Sobral Neto.

4. AGENDA: (a) As stated in the published notice, the agenda is: a) Appreciation of the resignation of one of the Board Directors and election of his replacement; b) Election of two new Company Directors; c) Approve the amendment and consolidation of the Company's Bylaws, so as to include the ratification of capital stock agreed by the Board of Directors in the meeting of April 5, 2006.

5. DELIBERATIONS: Proceedings got under way, chaired by Mr Octavio Côrtes Pereira Lopes, with Mr José Silva Sobral Neto as secretary. The following deliberations were approved by the affirmative votes of 65.7% of the Company's voting capital: (a) The drawing-up of these minutes in summarized, considered form, this Meeting having been properly called and convened, in accordance with Articles 130 and 124(4) of Law No. 6,404 of 12/15/1976 and subsequent amendments (the "Law on Joint-Stock Corporations"); (b) Having considered the terms of Director **Carlos Augusto Leone Piani's** resignation, the shareholders present saw fit to honor them. In view of which, the Company's shareholders decided to nominate for the vacancy **Ms Ana Marta Horta Veloso**, nationality: Brazilian, marital status: married, holder of a degree in economics, identity card no. M 4218.578 SSP/MG and CPF no. 804.818.426-87, with office in Praia de Botafogo, 300, 10th floor, Rio de Janeiro, RJ, CEP 22250-040; (c) The election of a further Director to the Company's Board was approved: **Mr Ronaldo Iabrudi dos Santos Pereira**, nationality: Brazilian,

¹ Corporate Taxpayers' Registration No.

² Company Register Identification No.



marital status: single, holder of a degree in psychology, identity card no. MG 238.631 SSP/MG and CPF no. 223.184.456-72, resident and domiciled at Av. Vieira Souto, 250/702, Ipanema, CEP 22441-000; (d) The directors elected herewith should take up their posts, through the signing of their respective post-holder's agreements, recorded in the proper book, within 30 (thirty) days of today's date; (e) Next, the shareholders deliberated the amendment of Article 5 of the Company's Bylaws, so as to include the capital stock increase confirmed by the Board of Directors in the meeting of April 5, 2006. As a result, the aforementioned article shall be amended as follows: "**Article 5** – *The capital is R\$ 713,217,088.75 (seven hundred thirteen million two hundred seventeen thousand eighty-eight Brazilian reals and seventy-five cents), represented by 102,635,220 (one hundred and two million six hundred thirty-five thousand two hundred twenty) preferred, nominative, book-entered shares with no par value*"; (e) The consolidation of the Bylaws was approved, with the above amendment to Article 5, included in these minutes as **Annex I**. The no vote of **MFS UTILITIES FUND** was duly recorded. There being no further business, these minutes were drawn up which, having been read and approved, are signed by all those present.

SIGNATURES OF THOSE PRESENT: Chairman: Octavio Côrtes Pereira Lopes; and Secretary: Carlos Augusto Leone Piani; (aa) **BRASIL ENERGIA I LLC**, represented herewith by Octavio Côrtes Pereira Lopes; **TORDEZILHAS S.A**, represented herewith by Octavio Côrtes Pereira Lopes; **JGP HEDGE FUNDO DE INVESTIMENTO MULTIMERCADO**; **VENTURA CAPITAL, LCC**; **SOLOIST CAPITAL, LCC**; **KUOTA CAPITAL, LCC**, represented by Patrícia Pugas de Azevedo Lima; **T. ROWE PRICE INT FDS: T. ROWE P. LATIN AMERCA, MFS UTILITIES FUND**, represented by Mesquita Pereira, Marcelino, Almeida, Esteves Advogados; **Octavio Côrtes Pereira Lopes**.

Chairman

Secretary

BRASIL ENERGIA I LLC

By: Octavio Côrtes Pereira Lopes

TORDEZILHAS S.A

By: Octavio Côrtes Pereira Lopes
Carlos Augusto Leone Piani

**JPG HEDGE FUNDO DE INVESTIMENTO
MULTIMERCADO**

VENTURA CAPITAL, LCC
P/p: Patrícia Pugas de Azevedo Lima



P/p: Patrícia Pugas de Azevedo Lima

SOLOIST CAPITAL, LCC

P/p: Patrícia Pugas de Azevedo Lima

KUOTA CAPITAL, LCC

P/p: Patrícia Pugas de Azevedo Lima

**T. ROWE PRICE INT FDS: T. ROWE
PLATIN AMERCIA**

P/p: Mesquita Pereira, Marcelino, Almeida,
Esteves Advogados

MFS UTILITIES FUND

P/p: Mesquita Pereira, Marcelino, Almeida,
Esteves Advogados

Octavio Côrtes Pereira Lopes