

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

**EXTRAORDINARY GENERAL MEETING**  
**SECOND CALL NOTICE**

Shareholders are hereby summoned to meet at the Extraordinary General Meeting ("EGM") to be held **on second call** on May 13, 2011, at 11:00 a.m., at the Company's headquarters located at Alameda A, Quadra SQS, nº 100, Loteamento Quitandinha, Altos do Calhau, CEP 65.071-650, in the city of São Luis, state of Maranhão, to resolve on the following agenda: **(a)** resolve on the proposal to amend Article 5 of the Bylaws, in order to include the capital increase deriving from the exercise of stock options, as approved at the Board of Directors' meeting held on March 29, 2011; and **(b)** consolidate the Company's Bylaws in view of the eventual approval of the item above. **GENERAL PROVISIONS: i)** Shareholders shall file their respective proof of ownership of registered shares, issued by the financial depository institution, at the Company's headquarters at least 72 hours prior to the meeting. **ii)** Shareholders who wish to be represented by proxy shall file the respective power of attorney at the Company's headquarters 72 hours prior to the meeting and attorney-in-fact shall present an identification document at the Meeting. and **iii)** All documents related to the matters of the EGM's Agenda, as set forth in Article 6 of CVM Rule 481/09, are available to shareholders at the Company's headquarters and on its website ([www.equatorialenergia.com.br](http://www.equatorialenergia.com.br)), and on the Brazilian Securities and Exchange Commission (CVM)'s website ([www.cvm.gov.br](http://www.cvm.gov.br)). São Luis (MA), May 4, 2011. Carlos Augusto Leone Piani – Chairman of the Board of Directors.