



**EQUATORIAL ENERGIA S/A**  
**Corporate Taxpayer's ID (CNPJ/MF) 03.220.438/0001-73**  
**COMPANY REGISTRY (NIRE) 2130000938-8**  
**Publicly Held Company**

**MINUTES OF THE ANNUAL AND EXTRAORDINARY GENERAL MEETING**  
**HELD ON APRIL 29, 2011.**

**1. TIME AND VENUE:** On April 29, 2011, at 12:00 p.m., at the Company's headquarters, located at Alameda A, Quadra SQS, nº 100, sala 31, Loteamento Quitandinha, Altos do Calhau, CEP 65.071-680, in the city of São Luis, state of Maranhão.

**2. CALL NOTICE:** Call notice dated April 14, 2011 was published on April 14, 15 and 16 on the newspapers "Folha de São Paulo", "O Estado do Maranhão" and "Diário Oficial do Estado do Maranhão".

**3. ATTENDANCE:** Shareholders presenting 65.35% of the Company's voting capital, as per signatures in the "Shareholders' Attendance Book". (i) Mr. Eduardo Haiama, Company Executive Officer, (ii) Mr. Ricardo Rômulo Gadelha e Silva Filho, representative of KPMG Auditores Independentes, and (iii) Mr. Paulo Roberto Franceschi, member of the Company's fiscal council also attended the meeting, pursuant to the Law.

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

**5. DOCUMENTS FILED AT THE HEADQUARTERS:** (i) the Company's Financial Statements related to the fiscal year ended December 31, 2010, as published on April 14, 2011, on the newspaper "Folha de São Paulo", "O Estado do Maranhão" and "Diário Oficial do Estado do Maranhão"; (ii) Call notice dated April 14, 2011 was published on April 14, 15 and 16 on the newspapers "Folha de São Paulo", "O Estado do Maranhão" and "Diário Oficial do Estado do Maranhão". and (iii) management proposal for the matters to be deliberated on.

**6. AGENDA:** As per the call notice, the agenda is to **(a) at the Annual General Meeting:** (a.1) take the Management accounts, examine, discuss and vote on the Company's Financial Statements, Independent Auditors' Report and Fiscal Council Report related to the fiscal year ended December 31, 2010; (a.2) deliberate on the allocation of the net income for fiscal year 2010; (a.3) deliberate on the payment of dividends; (a.4) establish the overall annual compensation of the managers, deliberating on the proposal by the Company's Board of Directors approved at the meeting held on March 29, 2011; (a.5) deliberate on the election of the members to the Company's Board of Directors; (a.6) deliberate on the installation of the Fiscal Council, election of the members thereof and definition of their respective compensation; and **(b) at the Extraordinary General Meeting:** (b.1) deliberate on the payment of interim dividends, utilizing part of the Investment and Expansion reserve, pursuant to the proposal by the Company's Board

of Directors; (b.2) deliberate on the proposal to amend Article 5, 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.3) consolidated the Company's Bylaws in view of the eventual approval of the items above.

**7. RESOLUTIONS:** First, it was verified that there was insufficient quorum to install the Extraordinary General Meeting to deliberate on items (b.2) and (b.3) of the call notice, for which reason these items will be deliberated on second call (Article 124, Paragraph 1, item II, final part, Brazilian Corporate Law), upon attendance of any number of company shareholders, pursuant to Article 125, final part, of the Brazilian Corporate Law. Next, the meeting was instated and the absences of the Chairman and of the Vice-Chairman of the Company's Board of Directors were acknowledged. The meeting was chaired by the Company's Chief Executive Officer, Mr. Firmino Ferreira Sampaio Neto, pursuant to item IV of the first paragraph of Article 20 of the Bylaws, and invited Mr. José Silva Sobral Neto to be the secretary. All matters in the agenda were deliberated upon and approved, as follows:

7.1 Consider the meeting as regular, and approve the drawing up of the minutes in the summary format, as well as the publication thereof with the omission of shareholders' signatures, pursuant to the provisions in Article 130, Paragraphs 1 and 2 of Law 6,404/76, of December 15, 1976, as amended ("Brazilian Corporate Law").

**At the Annual General Meeting:**

7.2 To approve, by unanimous vote, after acknowledging abstentions, the management annual report and accounts, as well as the financial statements for the fiscal year ended December 31, 2010, along with the independent auditors' report, which were fully published within the legal term, on April 14, 2011, on the newspapers "Folha de São Paulo", "O Estado do Maranhão" and "Diário Oficial do Estado do Maranhão"

7.3 To approve, by unanimous vote, after acknowledging abstentions, the allocation of the net income for the fiscal year ended December 31, 2010, in the amount of one hundred eighty-eight million, eight hundred seventy-one thousand, nine hundred ninety-three reais and twenty-five centavos (R\$188,871,993.25), which, reduced by the amount corresponding to the spin-off of subsidiary RME, totaling fourteen million, three hundred eighty-six thousand, two hundred and twelve reais (R\$14,386,212.00), amounted to a total net income of one hundred seventy-four million, four hundred eighty-five thousand, seven hundred eighty-one reais and twenty-five centavos (R\$174,485,781.25), to be distributed as follows: (i) eight million, seven hundred twenty-four thousand, two hundred eighty-nine reais and six centavos (R\$8,814,289.06) to the legal reserve; and (ii) one hundred sixty-five million, seven hundred sixty-one thousand, four hundred ninety-two reais and nineteen centavos (R\$165,761,492.19), equivalent to 100% of the net income adjusted pursuant to Article 202 of Law 6,404/76, corresponding to R\$1.5176 per common share, to be paid as dividends to the Company's shareholders (after the applicable legal tax deductions), proportionately to their respective shareholdings, as per resolution of the Company's Board of Directors at the meeting held on March 29, 2011.

- 7.4 To approve, by unanimous vote, after acknowledging abstentions, the payment of dividends related to fiscal year 2010, in the amount of one hundred sixty-five million, seven hundred sixty-one thousand, four hundred ninety-two reais and nineteen centavos (R\$165,761,492.19), corresponding to R\$1.5176 per common share, to be paid to shareholders in a single installment, by May 31, 2011. Shares will be traded ex-dividends as of May 2, 2011.
- 7.5 To acknowledge that Shareholders did not request multiple vote, or the exercise of the voting right provided in Paragraph 4 and following paragraphs of Article 141 of the Brazilian Corporate Law, and therefore, the following members are elected, by unanimous vote, after acknowledging abstentions, to the Company's Board of Directors, with term-of-office until the Annual General Meeting that will examine the accounts related to the fiscal year ended December 31, 2011: (i) **Firmino Ferreira Sampaio Neto**, Brazilian citizen, married, businessman, Identity Card no. 005536790 issued by SSP/BA, Individual Taxpayer's ID (CPF/MF) no. 037.101.225-20, domiciled in the city and state of Rio de Janeiro, at Av. Borges de Medeiros, 633 – Gr. 708 – Leblon, Offices Shopping Leblon; (ii) **Gilberto Sayão da Silva**, Brazilian citizen, married, businessman, Identity Card (RG) no. 04625996-6 issued by IFP/RJ, Individual Taxpayer's ID (CPF/MF) no. 016.792.777-90 and with office in the city and state of Rio de Janeiro, at Av. Ataulfo de Paiva, 153, 5º, Leblon; (iii) **Alessandro Monteiro Morgado Horta**, Brazilian citizen, married, electrical engineer, Identity Card (RG) no. 835740 issued by SSP/ES, Individual Taxpayer's ID (CPF/MF) no. 005.153.267-04, with office in the city and state of Rio de Janeiro, at Av. Ataulfo de Paiva, 153, 5º, Leblon; (iv) **Carlos Augusto Leone Piani**, Brazilian citizen, married, business administrator, Identity Card no. 09.578.876-6 IFP/RJ and Individual Taxpayer's ID (CPF/MF) no. 025.323.737-84, domiciled at Av. Ataulfo de Paiva, 153, 5º, Leblon; (v) **Paulo Jerônimo Bandeira de Mello Pedrosa**, Brazilian citizen, married, mechanical engineer, Identity Card (CRE) no. 6.478/D DREA DF and Individual Taxpayer's ID (CPF/MF) no.309.880.471-87, with office in the Federal District, Brasília at SHS Quadra 06, conjunto A, bloco C, sala 1115, Ed. Brasil XXI, (vi) **Alexandre Gonçalves Silva**, Brazilian citizen, married, engineer, Identity Card (RG) no. 39.565.565-1 SSP/SP and Individual Taxpayer's ID (CPF/MF) no. 022.153.817-87, resident and domiciled at Rua Jacques Felix, 226, apto. 51, Vila Nova Conceição, CEP: 04.509-000, São Paulo/SP; (vii) **Celso Fernandez Quintella**, Brazilian citizen, married, mechanical engineer, Identity Card no. 18341-D, issued on 10/27/2007, by CREA-5ª Região, RJ, and Individual Taxpayer's ID (CPF/MF) no. 022.752.447-00, resident and domiciled at Av. Francisco Bhering, 169, apt. 401 – Ipanema, CEP: 22.080-050, Rio de Janeiro/RJ, the last two being independent members;
- 7.6 The Board members elected herein shall be invested in their positions upon signature of the respective instruments of investiture, drawn up in the Company's records, within thirty (30) days as of this date, therefore declaring to be in conditions to provide the clearance statements set forth in CVM Instruction 367, of May 29, 2002, and Paragraph 1 of Article 147 of the Brazilian Corporate Law.
- 7.7 To approve, by majority vote, after acknowledging abstentions, the overall annual compensation of the Company's managers for fiscal year 2011, in the amount of up to seven million reais (R\$7,000,000.00), to be individually distributed amount the members

of the Board of Directors and Board of Executive Officers, pursuant to the Bylaws, and based on the criteria provided for in Article 152 of the Brazilian Corporate Law, observing the overall annual amount established herein.

- 7.8 To approve, by unanimous vote, after acknowledging abstentions, the proposal by shareholder PCP LATIN AMERICA POWER S/A, to install the Company's Fiscal Council for fiscal year 2011, for which the following members were elected: (i) **Sergio Passos Ribeiro**, Brazilian citizen, single, business administrator, Identity Card no. 08808411-6 IFP, Individual Taxpayer's ID (CPF/MF) no. 026.246.867-03, resident and domiciled in the city and state of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5° andar, and his deputy, **Bruno Augusto Sacchi Zaremba**, Brazilian citizen, married, economist, Identity Card no. 08423755-1 IFP, Individual Taxpayer's ID (CPF/MF) no. 034.032.377-96, resident and domiciled in the city and state of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5° andar; (ii) **Felipe Sousa Bittencourt**, Brazilian citizen, married, business administrator, Identity Card no. 11001496-6 Detran/RJ, Individual Taxpayer's ID (CPF/MF) no. 078.366.387-07, resident and domiciled in the city and state of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5° andar, and his deputy, **José Guilherme Cruz Souza**, Brazilian citizen, married, electrical engineer, Identity Card no. 835772 SSP-ES, Individual Taxpayer's ID (CPF/MF) no. 003.669.617-05, resident and domiciled in the city and state of Rio de Janeiro, at Av. Ataulfo de Paiva, 153 / 5° andar; and, by appointment of the shareholders SQUADRA MASTER LONG-BIASED FIA, SQUADRA MASTER LONG-ONLY FIA, SQUADRA INSTITUCIONAL FIA, SNAPPER EQUITY LLC and GROUPER EQUITY LLC, (iii) **Paulo Roberto Franceschi**, Brazilian citizen, married, accountant, Identity Card (RG) no. 669.976 - SSP.Pr., Individual Taxpayer's ID (CPF/MF) no. 171.891.289-72, with office in the city of Curitiba, state of Paraná, at Rua Marechal Deodoro, 630, conjunto 1305, and his deputy **Marcos Antonio Krauss**, Brazilian citizen, married, accounting sciences graduate, Identity Card (RG) 5.224.572-9 SESP/PR, Individual Taxpayer's ID (CPF/MF) no. 368.419.602-97, with office in the city of Curitiba, state of Paraná, at Rua Marechal Deodoro, 630, conjunto 1305, with term-of-office until the Annual General Meeting that will examine the accounts related to the fiscal year ended December 31, 2011.
- 7.9 Shareholders approved by unanimous vote the overall annual compensation of the members of the Company's Fiscal Council in up to one hundred fifty-five thousand (R\$155,000.00), pursuant to Article 162, Paragraph 3 of Law 6,404/76.

**At the Extraordinary General Meeting:**

- 7.10 To approve the payment of interim dividends to the shareholders in the amount of thirty million, eight hundred forty-six thousand, five hundred seventeen reais and forty-one centavos (R\$30,846,517.41), upon the utilization of a portion of the Investment and Expansion reserve recorded in the annual balance sheet approved at the Annual General Meeting held on April 29, 2010, corresponding to R\$0.2824 per common share, to be distributed to shareholders in a single installment, by May 31, 2011. Shares will be traded ex-dividends as of May 2, 2011.

**8. APPROVAL AND CLOSURE:** There being no further business to discuss, these minutes were drawn up, read, approved and signed by all members of the presiding board and by shareholders representing the majority necessary to make the decisions taken at this meeting

**9. SIGNATURES:** **Chairman:** Firmino Ferreira Sampaio Neto; **Secretary:** José Silva Sobral Neto; **Representative of KPMG – Auditores Independentes:** Ricardo Rômulo Gadelha e Silva Filho; **Fiscal Council member:** Paulo Roberto Franceschi; **Company representative:** Eduardo Haiama, Chief Financial and Investor Relations Officer.

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**Chairman**

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**Secretary**

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**Ricardo Rômulo Gadelha e Silva Filho**  
KPMG – Auditores Independentes

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**Paulo Roberto Franceschi**  
Fiscal Council Member

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**Eduardo Haiama**  
Company Representative

**Shareholder:**

**(a) PCP LATIN AMERICAN POWER S/A,**

Represented by **David Abdalla Pires Leal;**

**(b) SQUADRA MASTER LONG-BIASED FIA, SQUADRA MASTER LONG-ONLY FIA, SQUADRA INSTITUCIONAL FIA, SNAPPER EQUITY LLC and GROUPER EQUITY LLC,**

Represented by **David Abdalla Pires Leal;**

**(c) AMUNDI; MFS INTERNATIONAL NEW DISCOVERY FUND; NORGES BANK; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS; COLLEGE RETIREMENT EQUITIES FUND; JANUS WORLDWIDE FUND; SMALLCAP WORLD FUND. INC; STATE STREET EMERGING MARKETS; THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD; INVESCO VAN KAMPEN EMERGING MARKETS FUND; MFS EMERGING**

**MARKETS EQUITY FUND; MFS VARIABLE INSURANCE TRUST II – MFS EMERGING MARKETS EQUITY PORTIFOLIO; AMERICAN FUNDS INSURANCE SERIES – GLOBAL SMALL CAPITALIZATION FUND; FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST; JANUS ASPEN SERIES WORLDWIDE PORTFOLIO; MFS MERIDIAN FUNDS – EMERGING MARKETS EQUITY FUND; MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST; FIRST AMERICAN INVESTMENT FUNDS, INC. – INTERNATIONAL SELECT FUND; NORTHWESTERN MUTUAL SERIES FUND, INC. – EMERGING MARKETS EQUITY; EMERGING MARKETS EQUITY FUND; MFS MERIDIAN FUNDS – LATIN AMERICAN EQUITY FUND; JANUS CAPITAL FUNDS PLC / JANUS EMERGING MARKETS FUND; MFS LATIN AMERICAN EQUITY FUND; JANUS EMERGING MARKETS FUND; and MFS INSTITUCIONAL TRUTS (CANADA) – MFS EMERGING MARKETS EQUITY,**

Represented by **JOSÉ ROBERTO SILVEIRA QUEIROZ.**