

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

ANNUAL AND EXTRAORDINARY GENERAL MEETING

CALL NOTICE

The shareholders of Equatorial Energia S.A. are hereby invited to attend the **Annual and Extraordinary General Meeting (“AEGM”)** to be held, following the first call, on April 29, 2011, at 12 p.m., at the Company's headquarters located at Alameda A, Quadra SQS, 100, sala 31, Loteamento Quitandinha, Altos do Calhau, CEP 65071-680, in the city of São Luís, state of Maranhão, in order to decide on the following agenda: **(a) Ordinary General Meeting: (a.1)** to acknowledge Management's accounts and examine, discuss and vote the Company's Financial Statements, the Report of the Independent Auditors and the Report of the Fiscal Council for the fiscal year ended December 31, 2010; **(a.2)** to resolve on the allocation of annual net income for the fiscal year ended December 31, 2010; **(a.3)** to resolve on the payment of dividends; **(a.4)** to determine Management's overall compensation, resolving on the proposal approved by the Board of Director's meeting; **(a.5)** to deliberate on the election of the Board of the Directors' members; **(a.6)** to deliberate on the installation of the Company's Fiscal Board and elect its members, to approve its global compensation; and **(b) Extraordinary General Meeting: (b.1)** to deliberate on the payment of intermediary dividends, using part of the Investment and Expansion Reserve, according to the proposal approved by the Board of Directors' Meeting; **(b.2)** approve the amendment to Article 5 of the Company's Bylaws, in order to reflect the new Capital Stock after the capital raise due to the exercise of the Company's Stock Option Plan, and **(b.3)** consolidate the Company's Bylaws resulting from the possible approval of the previous itens. **General Provisions: (i)** Company shareholders should present, at the Company's headquarters, at least 72 hours prior to the Meeting, their respective statements of share ownership issued by the depositary financial institution; **(ii)** Shareholders wishing to be represented by a proxy should present the respective powers of attorney at the Company's headquarters, at least 72 hours prior to the Meeting; and **(iii)** all the documents related to the subjects to be discussed in the AEGM, according to Article 6, from CVM Instruction 481/09 are available to shareholders, since this date, in the Company's headquarters and its electronic website (www.equatorialenergia.com.br), as well as in CVM – Comissão de Valores Mobiliários (www.cvm.gov.br).

São Luís, Maranhão, April 14, 2011

Carlos Augusto Leone Piani
Chairman of the Board of Directors