



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

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON OCTOBER 19, 2010**

**1. DATE, TIME AND PLACE:** October 19, 2010, at 9:00 am, at Equatorial Energia S.A.'s branch in Rio de Janeiro, located at Avenida Borges Medeiros, 633 - Gr 708 - Leblon, Offices Shopping Leblon, CEP 22.430-041.

**2. QUORUM AND ATTENDANCE:** Call was waived in view of the attendance of all the members of the Company's Board of Directors, pursuant to Article 15, Paragraph 3 of the Company's Bylaws.

**3. PRESIDING:** Chairman: Carlos Augusto Leone Piani ; Secretary: José Silva Sobral Neto.

**4. RESOLUTIONS:** The Board members, by unanimous vote, approved the following resolutions:

(a) To draw up these minutes in the summary form, pursuant to Paragraph 1 of Article 130 of the Brazilian Corporation Law (LSA).

(b) After analyzing the documents submitted by the Executive Board relating to the exercising of the options of the Company's Third Stock Option Plan, approved by the Extraordinary Shareholders' Meeting held on October 16, 2008 ("Third Plan"), the Board members verified that on September 9 and October 6, 2010, part of the options granted on the cited plan were exercised, subscribing to 345,497 (three hundred and forty-five thousand, four hundred and ninety-seven) common shares, at R\$ 16.00 (sixteen reais) global price. Accordingly, pursuant to article 166, III of Law 6404/76, the Board verified the increase in the Company's capital stock by R\$ 16.00 (sixteen reais). The shares issued as a result of the exercise of the Third Plan shall be entitled to the same rights as other shares issued by the Company, including full dividends and/or interest on equity and/or capital reduction to be distributed by the Company. Consequent to the capital increase, the Board members approved the proposal to amend Article 5 of the Company's Bylaws, which will be submitted to



the Extraordinary Shareholders' Meeting to incorporate the above-mentioned capital increase;

*“Article 5 – The Company’s capital stock is R\$ 566,830,592.72 (five hundred and sixty-six million, eight hundred and thirty thousand, five hundred and ninety-two reais and ninety-two centavos), represented by 108,826,325 (one hundred eight million, eight hundred eight hundred and twenty-six thousand, three hundred and twenty-five) registered common shares with no par value.”*

**5. CLOSURE:** There being no further business to address, these minutes were drawn up, read, approved and signed by all those present.

**6. SIGNATURES OF THOSE PRESENT:** **Chairman:** Carlos Augusto Leone Piani; **Secretary:** José Silva Sobral Neto; **Board Members:** Firmino Ferreira Sampaio Neto, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Alexandre Gonçalves Silva e Celso Fernandez Quintella. **Company Representatives:** Eduardo Haiama, Chief Financial and Investor Relations Officer.