



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

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON APRIL 2, 2009.**

**1. DATE, PLACE AND TIME:** On April 2, 2009, at the branch of Equatorial Energia S.A., in the City of Rio de Janeiro, at Avenida Borges de Medeiros, nº 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, at 9:00 am.

**2. QUORUM AND ATTENDANCE:** The following members of this board attended the meeting: Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Melo Pedrosa and Celso Fernandez Quintella.

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

**4. RESOLUTIONS:** The meeting started and was presided over by Chairman Mr. Firmino Ferreira Sampaio Neto, who invited Mr. José Silva Sobral Neto, to be the secretary, and the following resolutions were approved by unanimous vote:

4.1. pursuant to Article 15 of the Company's Bylaws, elect Mr. **Firmino Ferreira Sampaio Neto**, a Brazilian citizen, married, businessman, Identity Card (RG) no. 005536790 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, nº 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, for the position of Chairman of the Board of Directors of the Company, and Mr. **Gilberto Sayão da Silva**, a Brazilian citizen, married, businessman, Identity Card (RG) no. 04625996-6 IFP/RJ, Individual Taxpayer's ID (CPF/MF) no. 016.792.777-90, with offices in the City and State of Rio de Janeiro at Praia do Botafogo, nº 300, 5º andar, parte, Torre Corcovado, Botafogo, to hold the position of Vice-Chairman of the same body;

4.2. accept the resignation to the position of member of the Management Committee of the Company's Stock Option Plan of Mr. **Firmino Ferreira Sampaio Neto**, a Brazilian citizen, married, businessman, Identity Card (RG) no. 005536790 SSP/BA, Individual Taxpayer's ID (CPF/MF) no. 037.101.225-20, and elect Mr. **Celso Fernandez Quintella**, a Brazilian citizen, married, mechanical engineer, Identity Card (RG)

no. 18341-D, issued on October 21, 2007, by CREA-5<sup>a</sup> Região, RJ, Individual Taxpayer's ID (CPF/MF) no. 022.752.447-00, resident and domiciled in the City and State of Rio de Janeiro, at Av. Francisco Bhering, 169, apt. 401 – Ipanema, CEP: 22.080-050, as a member of said committee. As a result, the Management Committee of the Company's Stock Option Plan now comprises the following members: (i) Mr. **Gilberto Sayão da Silva**, a Brazilian citizen, married, businessman, Identity Card (RG) no. 04625996-6 IFP/RJ, Individual Taxpayer's ID (CPF/MF) no. 016.792.777-90, with offices in the City and State of Rio de Janeiro at Praia do Botafogo, n° 300, 5° andar, parte, Torre Corcovado, Botafogo; (ii) Mr. **Alessandro Monteiro Morgado Horta**, a Brazilian citizen, married, electrical engineer, Identity Card (RG) no. 835740 SSP/ES, Individual Taxpayer's ID (CPF/MF) no. 005.153.267-04, with offices in the City and State of Rio de Janeiro at Praia do Botafogo, n° 300, 5° andar, parte, Torre Corcovado, Botafogo; and (iii) Mr. **Celso Fernandez Quintella**, a Brazilian citizen, married, mechanical engineer, Identity Card (RG) no. 18341-D, issued on October 21, 2007, by CREA-5<sup>a</sup> Região, RJ, Individual Taxpayer's ID (CPF/MF) no. 022.752.447-00, resident and domiciled in the City and State of Rio de Janeiro, at Av. Francisco Bhering, 169, apt. 401 – Ipanema, CEP: 22.080-050;

4.3 reelect the Company's Executive Officers, Mr. **Carlos Augusto Leone Piani**, a Brazilian citizen, married, business administrator, Identity Card (RG) no. 09.578.876-6 IFP/RJ, Individual Taxpayer's ID (CPMF/MF) no. 025.323.737-84, domiciled in the City and State of Rio de Janeiro at Av. Borges de Medeiros, n° 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, as Chief Executive Officer; Mr. **Eduardo Haiama**, a Brazilian citizen, single, businessman, Identity Card (RG) no.10011509-6 IFP-RJ, Individual Taxpayer's ID (CPMF/MF) no. 257.355.548-83, domiciled in the City and State of Rio de Janeiro, at Av. Borges de Medeiros, n° 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, as Chief Financial and Investor Relations Officer; Mrs. **Patricia Pugas de Azevedo Lima**, a lawyer, married, Identity Card (RG) no. 11.519 OAB/BA, Individual Taxpayer's ID (CPMF/MF) no. 405.902.245-49, domiciled in the City of São Luís, State of Maranhão, at Alameda A, Quadra SQS, s/n°, Loteamento Quintandinha, Altos do Calhau, CEP: 65.071-680, as Executive Officer with no specific designation; Mr. **Tinn Freire Amado**, a Brazilian citizen, married, electrician engineer, Identity Card (RG) no. 1.536.768 SSP/DF, Individual Taxpayer's ID (CPMF/MF) no. 033.589.836-09, domiciled in the City and State of Rio de Janeiro, at Av. Borges de Medeiros, n° 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, as Executive Officer with no specific designation; and Mrs. **Ana Marta Horta Veloso**, a Brazilian citizen, married, economist, Identity Card (RG) M 4218.578 SSP/MG, Individual Taxpayer's ID (CPMF/MF) no. 804.818.416-87, domiciled at in the City and State of Rio de Janeiro, Av. Borges de Medeiros, n° 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, as Executive Officer

with no specific designation. The terms in office of the Company's executive officers elected at this time shall be effective until the date of the first meeting of this Board subsequent to the Annual General Meeting which examines the accounts referring to the fiscal year of 2009;

4.3. approve the drawing up of these minutes in the form of a summary of the facts, pursuant to paragraph 1, of Article 130 of the Brazilian Corporation Law, authorizing hereby the publication of the Minutes without the shareholders' signatures, pursuant to paragraph 2, Article 130 of the Brazilian Corporation Law.

**5. CLOSURE:** There being no further business to discuss, these minutes were drawn up which, after being read and approved, were signed by all in attendance.

**6. ATTENDEES' SIGNATURE:** **Chairman:** Firmino Ferreira Sampaio Neto, **Secretary:** José Silva Sobral Neto, **Members of the Board of Directors:** Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Melo Pedrosa and Celso Fernandez Quintella.

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Chairman

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Secretary

**Attendees' Signature:**

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Firmino Ferreira Sampaio Neto

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Gilberto Sayão da Silva

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Alessandro Monteiro Morgado Horta

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Carlos Augusto Leone Piani

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Paulo Jerônimo Bandeira de Mello Pedrosa

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Celso Fernandez Quintella