



EQUATORIAL ENERGIA S/A
CNPJ/MF nº 03.220.438/0001-73
NIRE 2130000938-8
Publicly Held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON FEBRUARY 25, 2016

1. DATE, TIME AND VENUE: On February 25, 2016, at Equatorial Energia's ("Company") branch in the city of Rio de Janeiro, located at Avenida Borges de Medeiros, 633, Gr. 708, Leblon, Offices Shopping Leblon, CEP 22430-041, at 11:00 a.m.

2. CALL NOTICE: Call notice was sent through e-mail to all members of the Boards of Directors.

3. QUORUM AND ATTENDANCE: The following Board Members were present: **Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Eduardo Saggiaro, Guilherme Mexias Aché, Marcelo Souza Monteiro and Luis Henrique de Moura Gonçalves.**

4. PRESIDING: Chairman: Firmino Ferreira Sampaio Neto; Secretary: David Abdalla Pires Leal.

5. RESOLUTIONS: The meeting was instated; Mr. Firmino Ferreira Sampaio Neto was the chairman and invited Mr. David Abdalla Pires Leal to act as the secretary. The following resolutions were approved by unanimous vote, considering the absences registered below:

(i) To approve the drawing up of these minutes in summary format, pursuant to article 130, paragraph 1 of the Brazilian Corporation Law.

(ii) After analyzing the documents provided by the Board, referring the exercise of options under the Fourth Plan of the Company's Stock Option, approved by the Company's Extraordinary General Meeting held on July 21, 2014 ("Fourth Plan"), members of the Board noted that, on January 29, 2016, part of the options granted were exercised on that plane, resulting in the subscription of 1,115 (one thousand one hundred and fifteen) common shares for a total price of R\$ 23,002.45 (twenty-three thousand, two reais and forty-five cents). In these terms, and according to the art. 166, III of Law 6,404 / 76, the Board noted the increase in the Company's capital stock in the amount of R\$ 23,002.45 (twenty-three thousand, two reais and forty-five cents). The shares issued through the exercise of the Fourth Plan shall have the same rights as the other Company's shares currently outstanding, including full payment of dividends, interest on equity and/or capital reduction that may be distributed by the Company. As a result of the capital increase referred to this meeting, the

amendment proposed in the Article 6 of the Company's Bylaws was approved, to be submitted to the General Meeting of Shareholders in order to contemplate the capital increase, pursuant to item above:

“Article 6 - The capital stock is R\$ 2,014,662,160.17 (two billion, fourteen million, six hundred sixty-two thousand, one hundred and sixty reais and seventeen cents), fully subscribed and paid up, divided into 198,588,467 (one hundred and ninety-eight million, five hundred eighty-eight thousand, four hundred sixty-seven) common shares, nominative, without nominal value.”;

- (iii) To authorize the Board to perform all acts necessary and / or appropriate for the implementation of previous resolutions.

6. CLOSING: There being no further business to discuss, the meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all the undersigned members.

7. SIGNATURES: Chairman: **Firmino Ferreira Sampaio Neto**; Secretary: **David Abdalla Pires Leal**; Board Members: **Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Paulo Jerônimo Bandeira de Mello Pedrosa, Eduardo Saggiaro, Guilherme Mexias Aché, Marcelo Souza Monteiro and Luis Henrique de Moura Gonçalves.**