

# COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

CNPJ 17.155.730/0001-64 – NIRE 31300040127

## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD ON JANUARY 22, 2015

At 11 a.m. on January 22, 2015, stockholders representing more than two-thirds of the voting stock of **Companhia Energética de Minas Gerais – Cemig** met in Extraordinary General Meeting, on first convocation, at the Company's head office, Av. Barbacena 1200, 21<sup>st</sup> Floor, Santo Agostinho, Belo Horizonte, Minas Gerais, Brazil, as verified in the Stockholders' Attendance Book, where all placed their signatures and made the required statements.

The stockholder **The State of Minas Gerais** was represented by Mr. Onofre Alves Batista Júnior, Advocate-General of the State of Minas Gerais, in accordance with the current legislation.

Initially, Ms. Anamaria Pugedo Frade Barros, General Manager of Cemig's Corporate Executive Office, stated that there was a quorum for an Extraordinary General Meeting of Stockholders. She further stated that the stockholders present should choose the Chair of this Meeting, in accordance with Clause 10 of the Company's by-laws.

Asking for the floor, the representative of the Stockholder **The State of Minas Gerais** proposed the name of the stockholder **Maria Celeste Morais Guimarães** to chair the meeting.

The proposal of the representative of the stockholder **The State of Minas Gerais** was put to debate, and, subsequently, to the vote, and approved unanimously.

The Chair then thanked the meeting for this gesture and expressed satisfaction that, together with the Chief Officer **Luiz Fernando Rolla**, she represented the Executive Board in this meeting. She then declared the meeting open and invited me, **Anamaria Pugedo Frade Barros**, a stockholder, to be Secretary of the meeting, asking me to read the convocation notice, published on January 7, 8 and 9 of this year, in (i) the newspaper *Minas Gerais*, the official publication of the Powers of the State, on pages 26, 17 and 16, respectively, and (ii) the newspaper *O Tempo*, on pages 14, 19 and 28, respectively – the content of which is as follows:

## “COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

LISTED COMPANY – CNPJ 17.155.730/0001-64 – NIRE 31300040127

### EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

#### CONVOCAÇÃO

Stockholders are hereby called to an Extraordinary General Meeting of Stockholders to be held on **January 22, 2015** at 11 a.m., at the company’s head office, Av. Barbacena 1200, 21<sup>st</sup> floor, Belo Horizonte, Minas Gerais, Brazil, to decide on:

– Appointments to the Board of Directors, due to resignations.

**Multiple voting system:** Under Article 3 of CVM Instruction 165 of December 11, 1991, as amended by CVM Instruction 282 of June 26, 1998 and subsequent amendments, adoption of the multiple voting system for election of members of the Company’s Board of Directors requires the vote of stockholders representing a minimum of 5% (five per cent) of the voting stock.

**Proxy votes:** Any stockholder who wishes to be represented by proxy at the said General Meeting of Stockholders should obey the precepts of Article 126 of Law 6406 of 1976, as amended, and of the sole paragraph of Clause 9 of the Company’s by-laws, by exhibiting at the time, or depositing, preferably by January 20, 2015, proofs of ownership of the shares, issued by a depositary financial institution, and a power of attorney with specific powers, at Cemig’s Corporate Executive Secretariat Office (*Superintendência da Secretaria Geral e Executiva Empresarial*) at Av. Barbacena, 1200 – 19th Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, January 6, 2015

Danilo de Castro

Chair of the Board of Directors.”

The Chair then stated that there was a need to elect new members of the Board of Directors, due to vacancies on the Board of Directors resulting from the resignation, as per letters in the Company’s possession, of the following board members:

|                               |                                      |                                   |
|-------------------------------|--------------------------------------|-----------------------------------|
| Djalma Bastos de Moraes,      | João Camilo Penna,                   | Joaquim Francisco de Castro Neto, |
| Fuad Jorge Noman Filho,       | Tadeu Barreto Guimarães,             | Wando Pereira Borges,             |
| Paulo Sérgio Machado Ribeiro, | Lauro Sérgio Vasconcelos David,      | Custódio Antonio de Mattos,       |
| Luiz Augusto de Barros,       | Leonardo Maurício Colombini Lima and | Marco Antonio Rodrigues da Cunha. |

Independently of the fact that the present period of office of the members of the Board of Directors was begun through adoption of the multiple voting system, she continued, it had been requested, by the stockholder **FIA Dinâmica Energia**, as per a letter in the Company’s possession, that this process should be maintained in this election. The Chair explained that it would be necessary, firstly, and in accordance with Clause 12 of the by-laws, to elect the board member and his/her substitute member appointed by the representatives of the holders of preferred shares, and only then to apply the instrument of multiple voting to fill the remaining seats on the Board of Directors.

Asking for the floor, and in view of the decision of the Council of the Brazilian Securities Commission (CVM) on Consultation on Regulations No. 3649/2002, the stockholder **Alexandre de Queiroz Rodrigues** asked whether there was any interest on the part of the minority stockholders present in removing the present members of the Board of Directors, who were elected by the process of separate votes at the Extraordinary General Meeting of Stockholders held on April 30, 2014.

Since no statement of position to this effect was made, the Chair proposed that the following two board members should be maintained in their posts to serve the remainder of their present period of office, that is to say until the Annual General Meeting to be held in 2016:

– sitting member:

**Guy Maria Villela Paschoal**

– Brazilian, widower, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Jornalista Djalma Andrade 210, Belvedere, CEP 30320-540, bearer of Identity Card M-616, issued by the Public Safety Department of the State of Minas Gerais, and of CPF 000798806-06;

– and his substitute member:

**Flávio Miarelli Piedade**

– Brazilian, married, company manager, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Maranhão 1418/2401, Funcionários, CEP 30150-331, bearer of Identity Card M-2756875, issued by the Public Safety Department of Minas Gerais State, and CPF 703736396-00;

The Chair then made comments on the historic contribution made by Mr. Guy Maria Villela Paschoal to Cemig, as a Chief Officer and as a member of the Board of Directors, over a number of years, and stated her satisfaction that he would remain a member of the Board. She then stated that it was the attribution of this meeting to elect the other sitting and substitute members of the Board of Directors, to serve the same period of 2 years, begun on April 30, 2014, that is to say until the Annual General Meeting to be held in 2016; and that 26,358,003 shares were necessary for the election of each member of the Board of Directors. The Chair then further stated that, to complete the Board of Directors, the stockholder **FIA Dinâmica Energia** could put forward 1 (one) sitting member and the corresponding substitute member; the stockholder **AGC Energia S.A.** could put forward 5 (five) sitting members and their respective substitute members; and the stockholder **The State of Minas Gerais** could put forward 8 (eight) sitting members and their respective substitute members.

The representative of the stockholder **FIA Dinâmica Energia** then asked for the floor, and proposed election of the following persons to the Board of Directors:

– as sitting member:

**José Pais Rangel**

– Brazilian, married, lawyer, domiciled in Rio de Janeiro Rio de Janeiro State, at Av. Presidente Vargas 463/13º andar, Centro, CEP 20071-003, bearer of Identity Card 22191, issued by the Brazilian Bar Association – OAB/RJ, and CPF 239775667-68;

– and as his substitute member:

**José João Abdalla Filho**

– Brazilian, unmarried, banker, domiciled in Rio de Janeiro, Rio de Janeiro State, at Av. Presidente Vargas 463/13º andar, Centro, CEP 20071-003, bearer of Identity Card 1439471, issued by the Public Safety Department of São Paulo State, and CPF 245730788-00.

Asking for the floor, the representative of the stockholder **AGC Energia S.A.** then proposed election of the following to the Board of Directors:

Sitting members:

**Eduardo Borges de Andrade**

– Brazilian, married, engineer, resident and domiciled in Belo Horizonte Minas Gerais at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card M-925419, issued by the Public Safety Department of the State of Minas Gerais, and CPF 000309886-91;

**Otávio Marques de Azevedo**

– Brazilian, married, engineer, resident and domiciled in São Paulo, São Paulo State, at Rua Afonso Braz, 115/91, Vila Nova Conceição, CEP 04511-010, bearer of Identity Card MG-479057, issued by the Public Safety Department of the State of Minas Gerais, and CPF 129364566-49;

**Paulo Roberto Reckziegel Guedes**

– Brazilian, married, engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card MG13975681, issued by the Public Safety Department of the State of Minas Gerais, and CPF 400540200-34;

**Ricardo Coutinho de Sena** – Brazilian, married, civil engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card M30172, issued by the Public Safety Department of the State of Minas Gerais, and CPF 090927496-72; and

**Saulo Alves Pereira Junior** – Brazilian, married, electrical engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card M5345878, issued by the Public Safety Department of the State of Minas Gerais, and CPF 787495906-00;

and as their respective substitute members:

**Tarcísio Augusto Carneiro** – Brazilian, legally separated, civil engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card MG1076524, issued by the Public Safety Department of the State of Minas Gerais, and CPF 372404636-72,

**Bruno Magalhães Menicucci** – Brazilian, single, production engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card MG11890035, issued by the Public Safety Department of the State of Minas Gerais, and CPF 081100286-16,

**Marina Rosenthal Rocha** – Brazilian, married, civil engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card MG11781993, issued by the Public Safety Department of the State of Minas Gerais, and CPF 060.101.836-26,

**Newton Brandão Ferraz Ramos** – Brazilian, married, accountant, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card MG-4019574, issued by the Public Safety Department of Minas Gerais State and CPF 813975696-20; and

**José Augusto Gomes Campos** – Brazilian, married, physicist, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card M3059793, issued by the Public Safety Department of Minas Gerais State, and CPF 505516396-87.

The nominations made by the representative of the stockholders **FIA Dinâmica Energia** and **AGC Energia S.A.**, were placed in debate, and, subsequently, to the vote, and were both approved by a majority of votes. The Chair then expressed her congratulations to these members as continuing to be part of the Board of Directors of Cemig.

Asking for the floor, the stockholder **José Pais Rangel** expressed his congratulations to the Company for its high standard of corporate governance – which he pointed out served as a paradigm among the companies in which **FIA Dinâmica Energia** has stockholdings.

The representative of the stockholder **The State of Minas Gerais** then asked for the floor, and proposed election of the following persons as members of the Board of Directors: Sitting members:

**Allan Kardec de Melo Ferreira** – Brazilian, widowed, lawyer, resident and domiciled in Belo Horizonte, MG, at Rua Oscar Versiani Caldeira 239, Mangabeiras, CEP 30210-280, bearer of Identity Card M92892, issued by the Public Safety Department of the State of Minas Gerais, and CPF N° 054541586-15;

**Arcângelo Eustáquio Torres Queiroz** – Brazilian, married, electricity employee, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Carmo do Paranaíba 292/202, Itapuã, CEP 31710-140, bearer of Identity Card MG3632038, issued by the Public Safety Department of the State of Minas Gerais, and CPF 539109746-00,

**Helvécio Miranda Magalhães** – Brazilian, single, doctor, resident and domiciled in Belo Horizonte, MG, at Rua Cláudio Manoel 735/1104, Funcionários, CEP 30140-100, bearer of Identity Card 161715-0, issued by the Public Safety Department of Minas Gerais State, and CPF 561966446-53;

**José Afonso Bicalho Beltrão da Silva** – Brazilian, married, economist, resident and domiciled in Belo Horizonte, MG at Rua Curitiba 2233/501, Lourdes, CEP 30170-122, bearer of Identity Card MG568870, issued by the Public Safety Department of Minas Gerais State, and CPF n° 098044046-72;

**Marco Antônio de Rezende Teixeira** – Brazilian, married, lawyer, resident and domiciled in Belo Horizonte, MG, at Rua Senhora das Graças 64/801, Cruzeiro, CEP 30310-130, bearer of Identity Card M611582, issued by the Public Safety Department of Minas Gerais State, and CPF 371515926-04;

**Marco Antonio Soares da Cunha Castello Branco** – Brazilian, married, metallurgical engineer, resident and domiciled in Belo Horizonte, MG, at Rua Pium-I 1601/401, Cruzeiro, CEP 30310-080, bearer of Identity Card M753845, issued by the Public Safety Department of Minas Gerais State, and CPF 371150576-72;



**Mauro Borges Lemos** – Brazilian, married, economist, resident and domiciled in Brasília, Federal District, at Condomínio Estância Jardim Botânico, CJF, CSIII, CEP 71680-365, bearer of Identity Card M992314, issued by the Public Safety Department of Minas Gerais State, and CPF 316720516-49; and

**Nelson José Hubner Moreira** – Brazilian, married, electrical engineer, resident and domiciled in Brasília, Federal District, at AOS 2, Bloco G, Ap. 203, CEP 70660-027, bearer of Identity Card 1413159, issued by the Félix Pacheco Institute of the State of Rio de Janeiro, and CPF nº 443875207-87;

– and as their respective Substitute Members:

**Luiz Guilherme Piva** – Brazilian, married, economist, resident and domiciled in Belo Horizonte, MG, at Rua Professor Estevão Pinto 555/404, Serra, CEP 30220-060, bearer of Identity Card MG2084020, issued by the Public Safety Department of Minas Gerais State, and CPF 454442936-68;

**Franklin Moreira Gonçalves** – Brazilian, married, data processing technologist, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua João Gualberto Filho 551/302, Sagrada Família, CEP 31030-410, bearer of Identity Card MG5540831, issued by the Public Safety Department of the State of Minas Gerais, and CPF 754988556-72;

**Wieland Silberschneider** – Brazilian, divorced, economist, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Contria 236/102, Prado, CEP 30411-247, bearer of Identity Card 4040 issued by the Minas Gerais Regional Council of Economists (Corecon-Minas Gerais) and CPF 451960796-53

**Bruno Westin Prado Soares Leal** – Brazilian, married, economist, resident and domiciled in Brasília, Federal District, at SQN 107, Bloco E, Ap. 110, Asa Norte, CEP 70743-050, bearer of Identity Card 8553405 issued by the Public Safety Department of Minas Gerais State, and CPF nº 055230506-52;

**Antônio Dirceu Araujo Xavier** – Brazilian, married, lawyer, resident and domiciled in Nova Lima, Minas Gerais, at Alameda Monte Cristallo 16, Condomínio Villa Alpina, CEP 34000-000, bearer of Identity Card 14351, issued by the Brazilian Bar Association, Minas Gerais Chapter (OAB/Minas Gerais), and CPF 068412446-72;

**Ricardo Wagner Righi de Toledo** – Brazilian, widower, company manager, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Arquiteto Rafaello Berti 690, Mangabeiras, CEP 30210-120, bearer of Identity Card MG4172543, issued by the Public Safety Department of Minas Gerais State, and CPF 299492466-87;

**Ana Silvia Corso Matte** – Brazilian, single, lawyer, resident and domiciled in Porto Alegre, Rio Grande do Sul, at Rua Germano Petersen Junior 433/1703, Higienópolis, CEP 90540-140, bearer of Identity Card 103556965, issued by the Félix Pacheco Institute of the State of Rio de Janeiro, and CPF 263636150-20; and

**Carlos Fernando da Silveira Vianna** – Brazilian, single, engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Pólos 424/700, Santa Lúcia, CEP 30360-530, bearer of Identity Card 23844/D, issued by the Regional Council of Engineers and Agronomists of Minas Gerais (CREA-Minas Gerais), and CPF nº 319830656-68.

The nominations of the representative of the stockholder The State of Minas Gerais were put to debate, and, subsequently, to the vote, and were approved by a majority of votes.

The board members elected declared – in advance – that they are not subject to any prohibition on exercise of commercial activity, that they do not occupy any post in a company which could be considered to be a competitor of the Company, and that they do not have nor represent any interest conflicting with that of Cemig; and they made a solemn commitment to become aware of, obey and comply with the principles, ethical values and rules established by the Code of Ethical Conduct of Government Workers and Senior Administration of the State of Minas Gerais.

The Chair further stated that, as a result of the new composition of the Board of Directors of Cemig, and according to the provisions of § 1 of Clause 11 of the by-laws of Cemig, § 1 of Clause 8º of the by-laws of Cemig Distribuição S.A. (‘Cemig D’) and of Cemig Geração e Transmissão S.A. (‘Cemig GT’) there is a need for change in the composition of the Boards of Directors of the wholly-owned subsidiaries Cemig D and Cemig GT, since the structure and composition of the Boards of Directors of those Companies must be identical to those of Cemig.

The Chair then called the attention of the stockholders present, to the Proposal made by the Board of Directors in relation to change in the composition of the Boards of Directors of Cemig D and Cemig GT, the content of which is as follows:

**“PROPOSAL**  
**BY THE BOARD OF DIRECTORS**  
**TO THE**  
**EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON**  
**JANUARY 22, 2015**

Dear Stockholders:

The Board of Directors of Companhia Energética de Minas Gerais (Cemig) –

– *Whereas:*

- a) Extraordinary General Meetings of Stockholders will be held by **Cemig D** and **Cemig GT** on January 22, 2015, for changes in the composition of the Board of Directors of those companies, in accordance with any change in the composition of the Board of Directors of Cemig that takes place at the Extraordinary General Meeting of Stockholders of this Company (**Cemig**) also called for January 22, 2105;
- b) Clause 11, Paragraph 1 of the by-laws of Cemig provides as follows:  
“Clause 11 –  
... §1 The structure and composition of the Board of Directors and the Executive Board of the Company shall be identical in the wholly-owned subsidiaries Cemig Distribuição S.A and Cemig Geração e Transmissão S.A., with the exception that only the wholly-owned subsidiary Cemig Distribuição S.A. shall have a Chief Distribution and Sales Officer, and only the wholly-owned subsidiary Cemig Geração e Transmissão S.A. shall have a Chief Generation and Transmission Officer.”;
- c) the Sole sub-paragraph of Clause 8 of the by-laws of Cemig D and Cemig GT states:  
“Clause 8º –  
... § 1 The members of the Board of Directors must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig.”;
- d) Subclause ‘g’ of Paragraph 4 of Clause 21 of the by-laws of Cemig states the following as attribution and responsibility of the Executive Board:  
“Art. 21 - ... § 4º ...  
g) approval, upon proposal by the Chief Executive Officer, prepared jointly with the Chief Business Development Officer and the Chief Finance and Investor Relations Officer, of the statements of vote in the General Meetings of the wholly-owned and other subsidiaries, affiliated companies and in the consortia in which the Company participates, except in the case of the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., for which the competency to decide on these matters shall be that of the General Meeting of Stockholders, and decisions must obey the provisions of these bylaws, the decisions of the Board of Directors, the Long-term Strategic Plan and the Multi-year Strategic Implementation Plan.”;

– *do now propose to you:*

– that the representatives of Cemig in the Extraordinary General Meeting of Stockholders of Cemig Distribuição S.A. and in the Extraordinary General Meeting of Stockholders of Cemig Geração e Transmissão S.A., also to be held on January 22, 2015, should vote in favor of the same changes in the Board of Directors of those companies as those made to the Board of Directors of Cemig.

As can be seen, the objective of this proposal is to meet legitimate interests of the stockholders and of the Company, and as a result it is the hope of the Board of Directors that it will be approved by the Stockholders.

**Belo Horizonte, January 6, 2015**

Danilo de Castro

Djalma Bastos de Moraes

Arcângelo Eustáquio Torres Queiroz

Guy Maria Villela Paschoal

Joao Camilo Pena

Saulo Alves Pereira Junior

Wando Pereira Borges

Bruno Magalhães Menicucci

Luiz Augusto de Barros

Newton Brandão Ferraz Ramos

José Pais Rangel

Tarcísio Augusto Carneiro”

The meeting being opened to the floor, Mr. George Washington Tenório Marcelino expressed his satisfaction in having been able to accompany closely the growth of this Company in the last sixteen years, under the leadership of its Chief Executive Officer Mr. Djalma Bastos de Moraes, and he reiterated recognition and thanks for his extremely effective management. He then gave his congratulations to the Chief Officer Luiz Fernando Rolla for all of his activity over a long period on the Company's Executive Board, which, he stated to be a source of both tranquility and pride for the Company's stockholders.

He then further recorded his compliments to Mr. Marco Antonio Rebelo Romanelli and Mr. Roney Luiz Torres Alves da Silva, representatives of the Office of the Advocate-General of Minas Gerais State, recognizing distinguished activity in conducting business in General Meetings of Stockholders of the Company.

He then greeted and welcomed the New Advocate-General of the State of Minas Gerais, Mr. Onofre Alves Batista Júnior; and expressed his sadness that Ms. Maria Celeste Moraes Guimarães would no longer be heading Cemig's Legal Department.

In closing, he highlighted the distinguished work of the team at Cemig's Corporate Executive Office over recent years.

The representative of the stockholder **The State of Minas Gerais** then put on record his expression of thanks to the Company's present management, emphasizing their dedication, honesty and all their activity that has made Cemig a source of pride for all citizens of Minas Gerais and for all the Company's stockholders.

The meeting remaining open to the floor, and since no-one else wished to speak, the Chair ordered the session suspended for the time necessary for the writing of the minutes.

The session being reopened, the Chair, after putting the said minutes to debate and to the vote and verifying that they had been approved and signed, declared the meeting closed.

For the record, I, Anamaria Pugedo Frade Barros, Secretary, wrote these minutes and sign them together with all those present.