

# COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

CNPJ 17.155.730/0001-64 – NIRE 31300040127

## MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD ON APRIL 30, 2015, at 10 A.M.

At 10 a.m. on April 30, 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, General Procurator 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, and 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 put forward the name of the stockholder **José Pais Rangel** to chair the Meeting. The proposal of the representative of the stockholder The State of Minas Gerais was put to debate, and to the vote, and approved unanimously.

The Chair 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 April 15, 16 and 17 of this year, in the newspapers *Minas Gerais*, official publication of the Powers of the State, on pages 55, 50 and 54, respectively, and *O Tempo*, on pages 39, 34 and 41, 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  
CONVOCATION**

Stockholders are hereby called to an Extraordinary General Meeting of Stockholders to be held on **April 30, 2015** at 10 a.m., at the company's head office, Avenida Barbacena 1200, 21<sup>st</sup> floor, Belo Horizonte, Minas Gerais, Brazil, to decide on the following matters:

- Ratification of the limit contained in Subclause 'b' of Paragraph 7 of Clause 11 of the by-laws being exceeded in 2014, with a consolidated ratio of Net debt / (Net debt + Stockholders' equity) of 50.75%.

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 April 28, 2015, proofs of ownership of the shares, issued by a depository financial institution, and a power of attorney with specific powers, at Cemig's Corporate Executive Office (*Superintendência da Secretaria Geral*) at Av. Barbacena, 1200 – 19<sup>th</sup> Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, April 14, 2015

José Afonso Bicalho Beltrão da Silva  
Chair of the Board of Directors ”

The Chair then asked the Secretary to read the Proposal by the Board of Directors, which deals with the agenda. The content of that document is as follows:

**“ PROPOSAL  
BY THE BOARD OF DIRECTORS  
TO THE  
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS  
TO BE HELD ON  
APRIL 30, 2015**

Dear Stockholders:

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

– *whereas:*

- a) in its management of the Company and in the exercise of the right to vote in the wholly-owned subsidiaries, subsidiaries, affiliated companies and consortia, the Board of Directors and the Executive Board are required at all times faithfully to comply with certain targets, as stated in Clause 11, § 7, of the Company’s by-laws:
  - to keep the Company’s consolidated indebtedness less than or equal to 2 (two) times the Company’s Ebitda (profit before interest, taxes, depreciation and amortization); and
  - to keep Consolidated (Net debt) / (Net debt + Stockholders’ equity) within an upper limit of 40%;
  - to limit the consolidated amount of funds allocated to capital investment and acquisition of any assets in each business year to the equivalent of 40% of Ebitda (profit before interest, taxes, depreciation and amortization);
- b) under Clause 11, § 9 of the by-laws, targets for indicators may be exceeded for reasons related to temporarily prevailing conditions, upon prior justification by grounds and specific approval by the Board of Directors, up to the following limits:
  - Consolidated indebtedness less than or equal to 2.5 times Ebitda (profit before interest, taxes, depreciation and amortization); and
  - Consolidated (Net debt) / (Net debt + Stockholders’ equity): maximum of 50%;
- c) above these limits, including the case of limitation of (Consolidated funds allocated to capital investment and acquisition of any assets) to 40% of Ebitda (profit before interest, taxes, depreciation and amortization), the targets may be exceeded upon prior justification with grounds and specific approval by the stockholders in a General Meeting of Stockholders;
- d) in 2014, the Company took opportunities that arose for expansion of its activities and invested approximately R\$ 4.3 billion, principally through Cemig Geração e Transmissão S.A., among which the subscription of capital totaling R\$ 1.5 billion in Renova Energia S.A. was of special importance;
- e) to finance this volume of investments and the expenses budget, and with, among other reasons, the increase in the cost of electricity purchased, the Company increased its indebtedness by approximately R\$ 4.1 billion, to R\$ 13.5 billion at the end of 2014;
- f) in relation to 2014, the Board of Directors decided to ratify exceeding of the limit for the consolidated debt ratio represented by (Net debt / (Net debt + Stockholders’ equity)) specified in

Subclause ‘b’ of § 7 of Clause 11, limited to 43%, as per Board Spending Decision (CRCA) 021/2014, of March 28, 2014;

- g) further, in relation to 2014, the Board of Directors authorized exceeding of the limit contained in Subclause ‘b’ of § 7 of Clause 7 of Article 11 of the Company’s bylaws, limited to 45.7%, as per Board Spending Decision (CRCA) 099/2014, of November 10, 2014;
- h) in 2014, the consolidated ratio of Net debt / (Net debt + Stockholders’ equity) was 50.75%, and thus above the percentage contained in the said CRCA 021/2014;
- i) it is thus the competency of the Extraordinary General Meeting of Stockholders to decide on exceeding of the consolidated debt ratio (Net Debt / (Net debt + Stockholders’ equity)), since in 2014 it was above 50%;

– *now proposes to you as follows:*

**Ratification of the limit contained in Subclause ‘b’ of Paragraph 7 of Article 11 of the by-laws being exceeded in 2014, with a consolidated debt ratio, calculated as Net debt / (Net debt + Stockholders’ equity) of 50.75%.**

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, April 14, 2015 –

José Afonso Bicalho Beltrão da Silva  
 Mauro Borges Lemos  
 Allan Kardec de Melo Ferreira  
 Arcângelo Eustáquio Torres Queiroz  
 Guy Maria Villela Paschoal  
 José Pais Rangel  
 Marco Antônio Soares da Cunha Castello Branco

Nelson José Hubner Moreira  
 Paulo Roberto Reckziegel Guedes  
 Bruno Magalhães Menicucci  
 Newton Brandão Ferraz Ramos  
 Tarcísio Augusto Carneiro  
 Wieland Silberschneider

”

**The above proposal was put to debate, and subsequently to a vote, and was approved by a majority.**

There being no further business, the Chair opened the meeting to the floor, and since no-one wished to speak, ordered the meeting 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, closed the meeting.

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

