

# 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 20, 2016

On the twentieth of January, two thousand and sixteen, at 11 a.m. at the company's head office, Av. Barbacena 1200, 21st Floor, Santo Agostinho, Belo Horizonte, Minas Gerais, Brazil, 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, 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. Danilo Antônio de Souza Castro, 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 under Clause 10 of the Company's by-laws the stockholders present should choose the Chair of this Meeting.

Asking for the floor, the representative of the Stockholder **The State of Minas Gerais** put forward the name of the stockholder **Ary Ferreira Filho** 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 December 18, 19 and 22, 2015, in *Minas Gerais*, official publication of the Powers of the State, on pages 110, 34 and 38, respectively; and on December 18, 19 and 20, 2015, in the newspaper *O Tempo*, on pages 33, 20 and 20, 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 January 20, 2016 at 11 a.m., at the company’s head office, Av. Barbacena 1200, 21st floor, Belo Horizonte, Minas Gerais, Brazil, to decide on the following matter:

• **Changes to the Board of Directors, due to temporary impediment of a Member.**

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.

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 18, 2016, 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, December 16, 2015.

( Signed by: ) José Afonso Bicalho Beltrão da Silva  
Chair of the Board of Directors ”

The Chair then stated that due to temporary impediment of the sitting member of the Company’s Board of Directors Otávio Marques de Azevedo, and receipt, on January 4, 2016, of his letter of resignation, there is a need for appointment of a new member of the Board of Directors; and that, independently of the current period of office of the members of the Board of Directors having been begun by adoption of the multiple vote, the stockholders **FIA Dinâmica Energia** and **AGC Energia S.A.** had requested, as per a letter in the Company’s possession, that this process of election should be maintained.

The Chair pointed out that it will be necessary first, in view of Clause 12 of the by-laws, to proceed to election of the sitting member and his respective substitute member put forward by representatives of the holders of the preferred shares, and only then to apply the instrument of Multiple Vote to fill the remaining vacancies on the Board of Directors.

Asking for the floor, and having in mind the decision of the CVM (the Brazilian Securities Commission) in response to Consultation on Regulation No. 3649/2002, the stockholder **Alexandre de Queiroz Rodrigues** asked whether any of the minority stockholders present had any interest in dismissing any of the present members of the Board of Directors, who had been elected by separate vote in the Extraordinary General Meeting of Stockholders held on April 30, 2014.

Since no view was put forward to this effect, the Chair proposed that:

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**Guy Maria Villela Paschoal** – Brazilian, married, engineer, resident and domiciled in 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;

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should be maintained as a sitting member, and proposed as his substitute member:

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**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.

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– both to serve the remainder of the present term of office, that is to say until the Annual General Meeting of 2016.

The Chair, with the consent of the majority of the representatives of the holders of preferred shares, ratified the decision that the members referred to above should remain on the Board of Directors of Cemig.

He 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 26,459,412 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:

<b>José Pais Rangel</b>	– 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 No. 22191 issued by the Brazilian Bar association of Rio de Janeiro, and CPF 239775667-68;
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– and as his substitute member:

<b>José João Abdalla Filho</b>	– Brazilian, single, 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 N° 1439471, issued by the Public Safety Department of São Paulo State, and CPF 245730788-00.
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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:

<b>Eduardo Borges de Andrade</b>	– Brazilian, married, engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card M925419 issued by the Public Safety Department of Minas Gerais State, and CPF 000309886-91;
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<b>José Henrique Maia</b>	– Brazilian, married, engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. do Contorno, 8123, Cidade Jardim, CEP 30110-937, bearer of Identity Card 6093/D, issued by the Regional Council of Engineers and Agronomists of Minas Gerais (CREA-MG), and CPF 007936206-00;
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<b>Paulo Roberto Reckziegel Guedes</b>	– 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 Minas Gerais State, and CPF 400540200-34;
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<b>Ricardo Coutinho de Sena</b>	– Brazilian, married, 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 Minas Gerais State, and CPF 090927496-72; and
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<b>Saulo Alves Pereira Junior</b>	– 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 Minas Gerais State, and CPF 787495906-00;
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and as their respective substitute members:

<b>Tarcísio Augusto Carneiro</b>	– 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 Minas Gerais State, and CPF 372404636-72;
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<b>Newton Brandão Ferraz Ramos</b>	– 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;
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<b>Marina Rosenthal Rocha</b>	– 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 Minas Gerais State, and CPF 060.101.836-26;
<b>Bruno Magalhães Menicucci</b>	– 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 Minas Gerais State, and CPF 081100286-16; and
<b>José Augusto Gomes Campos</b>	– 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,

respectively.

The nominations made by the representatives of the stockholders FIA Dinâmica Energia and AGC Energia S.A. were placed in debate, and, subsequently, put to the vote, and were both approved by a majority of votes.

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:

<b>José Afonso Bicalho Beltrão da Silva</b>	– 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 nº 098044046-72;
<b>Mauro Borges Lemos</b>	– Brazilian, married, economist, domiciled in Belo Horizonte, Minas Gerais at Av. Barbacena 1200, 18th floor, A1 Wing, CEP 30190-131, bearer of Identity Card MG992314, issued by the Public Safety Department of Minas Gerais State, and CPF 316720516-49;
<b>Allan Kardec de Melo Ferreira</b>	– 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 Nº 054541586-15;
<b>Arcângelo Eustáquio Torres Queiroz</b>	– 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,
<b>Helvécio Miranda Magalhães Junior</b>	– 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;
<b>Marco Antônio de Rezende Teixeira</b>	– 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;
<b>Marco Antonio Soares da Cunha Castello Branco</b>	– Brazilian, married, engineer, 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; and
<b>Nelson José Hubner Moreira</b>	– 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:

<b>Bruno Westin Prado Soares Leal</b>	– 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;
<b>Samy Kopit Moscovitch,</b>	– Brazilian, married, economist, domiciled in Belo Horizonte, Minas Gerais at Av. Barbacena 1200, 18th floor, A1 Wing, CEP 30190-131, bearer of Identity Card 6568-4, issued by the Regional Council of Economists of Minas Gerais State (Corecon-MG), and CPF 432564816-04;
<b>Luiz Guilherme Piva</b>	– 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;
<b>Franklin Moreira Gonçalves</b>	– Brazilian, married, data processing technologist, domiciled in Belo Horizonte, Minas Gerais at Av. Barbacena 1200, 18th floor, A1 Wing, CEP 30190-131, bearer of Identity Card MG5540831, issued by the Minas Gerais State Civil Police, and CPF 754988556-72;
<b>Wieland Silberschneider</b>	Brazilian, divorced, economist, domiciled in Belo Horizonte, Minas Gerais, at Rua Herculano de Freitas, 1210/301, Gutierrez, CEP 30441-023, bearer of Identity Card 4040 issued by the Regional Council of Economists of Minas Gerais State (Corecon-MG) and CPF 451960796-53;
<b>Antônio Dirceu Araujo Xavier,</b>	– 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/MG), and CPF 068412446-72;
<b>Ricardo Wagner Righi de Toledo</b>	– Brazilian, widower, manager, 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; and
<b>Carlos Fernando da Silveira Vianna</b>	– 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 Professional Conduct of Companhia Energética de Minas Gerais – Cemig, and 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, and § 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 drew 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 20, 2016**

Dear Stockholders:

***The Board of Directors of Companhia Energética de Minas Gerais – Cemig:***

***Whereas –***

- a) the Board Member Otávio Marques de Azevedo, sitting Member of the Boards of Directors of Cemig, Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., has become temporarily impeded;
- b) an Extraordinary General Meeting of Stockholders of Cemig will be held on January 20, 2016, to change the composition of the Company's Board of Directors;
- c) 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."  
 d) The Sole sub-paragraph of Clause 8 of the by-laws of Cemig D and Cemig GT states:  
 "Article 8 – ...  
 §1 The members of the Board of Directors must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig;  
 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:  
 "Clause 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;"; and  
 e) that Cemig D and Cemig GT will each hold an Extraordinary General Meeting of Stockholders, also on January 20, 2016, to make changes to their Board of Directors, in the event that the composition of the Audit Board of this Company is changed on that date;

***do now propose to you as follows:***

that the representatives of Cemig, in the Extraordinary General Meeting of Stockholders of Cemig D and the Extraordinary General Meeting of Stockholders of Cemig GT, to be held on January 20, 2016, should vote in favor of alteration in the composition of the Board of Directors of those companies in the event that there is a change in the composition of 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, December 16, 2015.

Signed:

José Afonso Bicalho Beltrão da Silva,	Mauro Borges Lemos,	Allan Kardec de Melo Ferreira,
Arcângelo Eustáquio Torres Queiroz,	Eduardo Borges de Andrade,	Guy Maria Villela Paschoal,
Helvécio Miranda Magalhães Junior,	José Henrique Maia,	Paulo Roberto Reckziegel Guedes,
Marco Antônio de Rezende Teixeira,	José Pais Rangel,	Nelson José Hubner Moreira,
Marco Antônio Soares da C. Castello Branco	Saulo Alves Pereira Junior,	Bruno Magalhães Menicucci ”.

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.