

# CEMIG DISTRIBUIÇÃO S.A.

LISTED COMPANY – CNPJ: 06.981.180/0001-16 – NIRE: 3130002056-8

## BOARD OF DIRECTORS

### SUMMARY OF MINUTES OF THE 202<sup>ND</sup> MEETING

**Date, time and place:** September 11, 2014 at 8.30 a.m. at the company's head office,  
Av. Barbacena 1200, 17<sup>th</sup> Floor, A1 Wing, Belo Horizonte, Minas Gerais,  
Brazil.

**Meeting Committee:** Chair: Djalma Bastos de Moraes;  
Secretary: Anamaria Pugedo Frade Barros.

#### **Summary of proceedings:**

- I Conflict of interest:** The Board Members listed below said they had no conflict of interest in the matter on the agenda of the meeting.
- II The Board approved** the minutes of this meeting.
- III The Board authorized** signature, by Cemig D ('Cemig D' or 'the Beneficiary') with the BNDES, with Cemig ('Cemig' or 'the Consenting Party') as consenting party, of the Credit Line Financing Contract under BNDES DIR-673/2014, of which the principal terms include:
- a) Amount of the financing: Up to one hundred forty four million eighty two thousand Reais, divided into two sub-credits as described below.

Sub-credit	Amount, R\$ '000	Grace period: until	To be used by	Amortization
A	R\$ 3,490	Dec. 15, 2014	Dec. 15, 2014	72 monthly installments, the first on January 15, 2015
B	R\$ 1,496	Feb. 15, 2016	Dec. 15, 2014	06 annual installments, the first on March 15, 2016
C	R\$ 37,926	Dec. 15, 2014	Dec. 15, 2014	72 monthly installments, the first on January 15, 2015
D	R\$ 16,254	Feb. 15, 2016	Dec. 15, 2014	06 annual installments, the first on March 15, 2016
E	R\$ 84,199	Dec. 15, 2014	Dec. 15, 2014	72 monthly installments, the first on January 15, 2015
F	R\$ 717	Dec. 15, 2015	Dec. 15, 2015	72 monthly installments, the first on January 15, 2016

The characteristics of the interest rates are presented below.

- b) Interest rates:
- 1- Sub-credits 'A' and 'C': TJLP + 2.48% p.a.;
  - 2- Sub-credits 'B' and 'D': TJLP + 2.48% p.a.; The debtor balances of these sub-credits are to be updated annually, as from the date of use of each portion, by the IPCA (Expanded National Consumer Price) inflation index, researched and calculated monthly by the IBGE;
  - 3- Sub-credit 'E': TJLP + 1.98% p.a.; and
  - 4- Sub-credit 'F': TJLP;
- c) Credit reservation fee: 0.1%, charged per period of 30 days or fraction thereof, if the financing contract is not signed by October 6, 2014;
- d) Important obligations of the Company include:
- 1- To present to the BNDES, by February 19, 2016, proof that the concession contracts have been renewed, in the absence of which renewal the Beneficiary must settle all obligations arising under the Financing Contract on March 3, 2016; and
  - 2- In the event of the levels established in Sub-item V of Clause Fourteen not being met in relation to the Consenting Party (Net debt/Ebitda: Less than or equal to Four; and Stockholders' equity/Total assets: greater than or equal to 30%), to constitute, within 30 calendar days from the date of written notice from the BNDES, property guarantees, accepted by the BNDES, in an amount corresponding to at least 130% of the amount of the financing or the debt under it, unless the levels referred to above have been re-established during that period;
- e) Important obligations of Cemig include:
- 1- Its establishment as the guarantor and principal payer, expressly waiving the benefits of Articles 366, 827 and 838 of the Civil Code and assuming joint liability, until the final settlement of the Financing Contract, for faithful and exact compliance with the obligations assumed in this instrument by the Beneficiary;
  - 2- To submit to approval by the BNDES any proposals for matters relating to placing of any charge or encumbrance on any security, or share owned by it issued by the Beneficiary, or relating to sale, acquisition, absorption, merger, split of assets, or any other act which results in or may come to result in changes to the present configuration of the Beneficiary or in transfer of stockholding control of the Beneficiary, or in change of its own status as controlling stockholder of the Beneficiary, in the terms of Article 116 of Law 6404/1976; and
  - 3- To maintain, during the period of this Contract, the following indices calculated annually in financial statements audited by an independent auditing company registered with the CVM (the Brazilian Securities Commission):

Net debt/Ebitda:	less than or equal to four;
Stockholders' equity/Total assets:	30% or more;

f) Important conditions for release of the funds include:

The Beneficiary must present:

- 1- For Sub-credits 'A' and 'B': Installation License for the sub-project(s), officially published, issued by the competent environmental body; and  
A document issued by the competent environmental body attesting that environmental licensing is not required for the sub-project(s);
- 2- For Sub-credits 'C' and 'D': Statements signed by its legal representatives, attesting that the investments under Sub-credits 'C' and 'D' are dispensed from the need for environmental licensing, under the relevant legislation, or already have the due environmental licensing;
- 3- For Subcredit 'F': Plan for use of the funds of Sub-credit 'F', approved by the BNDES, as described in sub-item XVIII of Clause Thirteen of the Financing Contract;
- 4- Such other information as is requested by the BNDES, in such a way as to prove that the machines and equipment acquisition with funds under that Contract are accredited by the BNDES; and
- 5- Proof that the Beneficiary has applied in the project the portion of the credit previously utilized, and itself injected the corresponding matching amount; and

g) Early maturity of the debt:

Cemig D must present to the BNDES, by February 19, 2016, proof that the Concession Contracts have been renewed, and in the absence of such renewal the Beneficiary must settle all the obligations arising under the Contract on March 15, 2016.

**IV Comment:** The Chair spoke on a subject of interest to the Company.

**The following were present:**

Board members:	Djalma Bastos de Morais, Arcângelo Eustáquio Torres Queiroz, Eduardo Borges de Andrade, Guy Maria Villela Paschoal, João Camilo Penna, Joaquim Francisco de Castro Neto, José Pais Rangel, Paulo Roberto Reckziegel Guedes,	Saulo Alves Pereira Junior, Tadeu Barreto Guimarães, Wando Pereira Borges, Bruno Magalhães Menicucci, Paulo Sérgio Machado Ribeiro, Custódio Antonio de Mattos, Franklin Moreira Gonçalves, José Augusto Gomes Campos, Tarcísio Augusto Carneiro;
Secretary:	Anamaria Pugedo Frade Barros.	

Anamaria Pugedo Frade Barros

Commercial Board of the State of Minas Gerais

I certify registry on: September 26, 2014

Under the number: 5380582

Filing Receipt number: 14/678.189-9

Marinely de Paula Bomfim

General Secretary