

# CEMIG DISTRIBUIÇÃO S.A.

CNPJ 06.981.180/0001-16 - NIRE 31300020568

## BOARD OF DIRECTORS

### SUMMARY OF MINUTES OF THE 215<sup>TH</sup> MEETING

**Date, time and place:** January 22, 2015, at 6.30 p.m., at the Company's head office.

**Meeting Committee:** Chair: José Afonso Bicalho Beltrão da Silva;  
Secretary: Anamaria Pugedo Frade Barros.

#### Summary of proceedings:

**I Conflict of interest:** The board members present stated that they had no conflict of interest in the matters on the agenda of this meeting.

#### II The Board approved:

a) The proposal by the board member José Pais Rangel, to elect:

– as Chair of the Board of Directors, the board member

**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-SSP/MG, and CPF 098044046-72;

– and as Vice-Chair of the Board of Directors, the board member

**Mauro Borges Lemos** – Brazilian, married, economist, resident and domiciled in Brasília, Federal District, at Condomínio Estância Jardim Botânico, CJF, CSIII, CEP 71680-365, Identity Card M992314-SSP/MG and CPF 316720516-49 –

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

b) The proposal by the Chair on the composition of the Company's Executive Board, as follows:

1) That certain of the present executive officers should not remain in their posts, namely:

Chief Executive Officer:	Djalma Bastos de Moraes;
Deputy CEO:	Arlindo Porto Neto;
Chief Trading Officer:	José Raimundo Dias Fonseca;
Chief Officer for the Gas Division:	Mr. José Carlos de Mattos;
Director without portfolio:	Luiz Henrique de Castro Carvalho;
Chief Corporate Management Officer:	Mr. Frederico Pacheco de Medeiros;
Chief Counsel:	Maria Celeste Moraes Guimarães;
Chief Institutional Relations and Communication Officer:	Luiz Henrique Michalick.

2) That the Chief Finance and Investor Relations Officer,

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**Mr. Luiz Fernando Rolla** – Brazilian, married, engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Ney Lambert 112, Belvedere, CEP 30320-440, bearer of Identity Card MG-1389219-SSP/MG and CPF 195805686-34;

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should leave his present post, and be appointed Chief Institutional Relations and Communication Officer, to serve the remainder of the present period of office, that is to say until the Annual General Meeting to be held by April 30, 2016.

3) Election of the following:

– as Chief Executive Officer: **Mr. Mauro Borges Lemos**, described above; and

– as Deputy Chief Executive Officer:

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**Mr. Mateus de Moura Lima Gomes** – Brazilian divorced, lawyer, resident and domiciled in Belo Horizonte, Minas Gerais at Rua Groenlândia 395/603, Sion, CEP 30320-060, bearer of identity card M8876108-SSP/MG and CPF 037285936-48;

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– as Chief Trading Officer:

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**Mr. Evandro Leite Vasconcelos** – Brazilian, married, civil engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Manoel Couto 365, Cidade Jardim, CEP 30380-080, bearer of Identity Card 29657-CREA-MG e CPF 251704146-68;

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– as Chief Finance and Investor Relations Officer:

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**Mr. Fabiano Maia Pereira** – Brazilian, married, economist, resident and domiciled in Brasília, Federal District, at SQN 109, Bloco I, Ap. 306, Asa Norte, CEP 70752-090, bearer of Identity Card 098405244-IFP/RJ and CPF 027583306-28;

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– as Chief Officer for the Gas Division:

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**Mr. Eduardo Lima Andrade Ferreira** – Brazilian, married, civil engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Correias 281/701, Sion, CEP 30315-340, bearer of Identity Card MG10738632-SSP/MG and CPF 048415486-96;

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– as Director without portfolio:

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**Mr. Franklin Moreira Gonçalves** – Brazilian, married, data processing technologist, resident and domiciled in Belo Horizonte, MG, at Rua João Gualberto Filho 551/302, Sagrada Família, CEP 31030-410, bearer of Identity Card MG5540831-SSP/MG and CPF 754988556-72;

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– as Chief Corporate Management Officer:

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**Mr. Márcio Lúcio Serrano** – Brazilian, married, doctor, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua São Romão 505/401, São Pedro, CEP 30330-120, bearer of Identity Card M575778-SSP/MG and CPF 110906186-20;

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– and as Chief Counsel:

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**Mr. Raul Lycurgo Leite:** – Brazilian, married, lawyer, resident and domiciled in Brasília, Federal District, at SHIS QI 21, Conjunto 07, Casa 18, Lago Sul, CEP 71655-270, bearer of Identity Card 1288658-SSP/DF and CPF 658219551-49;

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– these also to serve the remainder of the period of office of the present members of the Executive Board, that is to say until the first meeting of the Board of Directors after the Annual General Meeting of stockholders to be held by April 30, 2016.

4) The minutes of this meeting.

**III The Chair and the Vice-Chair of this Board declared** 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 GT; and assumed a solemn undertaking 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.

**IV The Chair informed the meeting** that the Executive Board is now constituted as follows:

Chief Executive Officer:	Mauro Borges Lemos
Deputy CEO:	Mateus de Moura Lima Gomes
Chief Trading Officer:	Evandro Leite Vasconcelos
Chief Business Development Officer:	Fernando Henrique Schüffner Neto
Chief Distribution and Sales Officer:	Ricardo José Charbel
Chief Finance and Investor Relations Officer:	Fabiano Maia Pereira
Chief Officer for the Gas Division:	Eduardo Lima Andrade Ferreira
Director without Portfolio:	Franklin Moreira Gonçalves
Chief Corporate Management Officer:	Márcio Lúcio Serrano
Chief Counsel:	Raul Lycurgo Leite
Chief Institutional Relations and Communication Officer:	Luiz Fernando Rolla

**V The Chair stated** that the Executive Officers elected have 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 D; 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.

**VI Comment:** The Chair and the Secretary spoke on matters of interest to the Company.

**The following were present:**

<b>Board members:</b>	Allan Kardec de Melo Ferreira, Arcângelo Eustáquio Torres Queiroz, Guy Maria Villela Paschoal, Hélcio Miranda Magalhães Junior, José Afonso Bicalho Beltrão da Silva, José Pais Rangel, Marco Antônio de Rezende Teixeira, Marco Antônio Soares da Cunha Castello Branco, Mauro Borges Lemos, Nelson José Hubner Moreira, Paulo Roberto Reckziegel Guedes,	Saulo Alves Pereira Junior, Bruno Magalhães Menicucci, Tarcísio Augusto Carneiro, Ana Silvia Corso Matte, Antônio Dirceu Araújo Xavier, Bruno Westin Prado Soares Leal, Carlos Fernando da Silveira Vianna, Franklin Moreira Gonçalves, José Augusto Gomes Campos, Luiz Guilherme Piva, Ricardo Wagner Righi de Toledo, Wieland Silberschneider;
<b>Secretary:</b>	Anamaria Pugedo Frade Barros.	

Anamaria Pugedo Frade Barros