

# CEMIG DISTRIBUIÇÃO S.A.

LISTED COMPANY – CNPJ: 06.981.180/0001-16 – NIRE: 31300020568

## BOARD OF DIRECTORS

### SUMMARY OF MINUTES OF THE 219<sup>TH</sup> MEETING

**Date, time and place:** March 11, 2015 at 11 a.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 listed below said 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 Augusto Gomes Campos,
- that the members of the Board of Directors should authorize their Chair to call an Extraordinary General Meeting of Stockholders to be held concurrently with the Annual General Meeting of 2015;
  - and that in the absence of a quorum the Chair should be authorized to make second convocation of stockholders, within the legal period, for decision on:

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Increase in the share capital of the Company, and alteration of its by-laws.

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- b) The minutes of this meeting.

#### **III The Board submitted a proposal to the EGM to:**

- a) approve and authorize an increase in the Share capital of Cemig D,
- by one hundred million Reais,  
from two billion two hundred sixty one million nine hundred ninety seven thousand seven hundred eighty seven Reais and sixty four centavos  
to two billion three hundred sixty one million nine hundred ninety seven thousand seven hundred eighty seven Reais and sixty four centavos,  
by issuance of ninety seven million one hundred fifteen thousand six hundred sixty five  
nominal common shares without par value,  
at issue price of R\$ 1.0297 each,  
to be fully subscribed by Cemig, using credits arising from Advances against Future Capital Increase (AFACs).

The issue price was determined as the value of Stockholders' equity per share (Article 170, §1, II, of Law 6404/1976, as amended by Law 9457/1997).

The total number of shares will increase

from two billion two hundred sixty one million nine hundred ninety seven thousand seven hundred eighty seven

to two billion three hundred fifty nine million one hundred thirteen thousand four hundred fifty two

nominal common shares without par value.

- b) Alteration of the drafting of the head paragraph of Clause 5 of the by-laws of Cemig D, due to the increase in the share capital, to the following:

“Clause 5 The share capital of the Company is R\$ 2,361,997,787.64 (two billion three hundred sixty one million nine hundred ninety seven thousand seven hundred eighty seven Reais and sixty four centavos), held in 2,359,113,452 (two billion three hundred fifty nine million one hundred thirteen thousand four hundred fifty two) nominal common shares without par value.”

**IV Comments:** The Chair, the Chief Officer Fabiano Maia Pereira and the General Manager Emilio Castelar Pires Pereira made comments on subjects of interest to the Company.

**V The following were present:**

<b>Board members:</b>	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 Pais Rangel, Marco Antônio de Rezende Teixeira, Marco Antônio Soares da Cunha Branco, Nelson José Hubner Moreira, Otávio Marques de Azevedo,	Paulo Roberto Reckziegel Guedes, Saulo Alves Pereira Junior, Newton Brandão Ferraz Ramos, Antônio Dirceu Araújo Xavier, Bruno Magalhães Menicucci, Bruno Westin Prado Soares Leal, Carlos Fernando da Silveira Vianna, Flávio Miarelli Piedade, José Augusto Gomes Campos, Luiz Guilherme Piva, Marina Rosenthal Rocha, Ricardo Wagner Righi de Toledo, Tarcísio Augusto Carneiro;
Audit member:	Board Rafael Pinto Queiroz Neto;	
Chief Officer:	Fabiano Maia Pereira;	
General Managers:	Emilio Castelar Pires Pereira;	
Secretary:	Anamaria Pugedo Frade Barros.	

( Signed by: ) Anamaria Pugedo Frade Barros.