

# CEMIG DISTRIBUIÇÃO S.A.

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

## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD ON JANUARY 20, 2016

On the twentieth of January, two thousand and sixteen, at 3 p.m. at the company's head office, Av. Barbacena 1200, 17<sup>th</sup> Floor, A1 Wing, Belo Horizonte, Minas Gerais, Brazil, the sole stockholder, **Companhia Energética de Minas Gerais – Cemig**, attended in Extraordinary General Meeting on first convocation, represented by its Chief Executive Officer Mr. Mauro Borges Lemos and its Deputy Chief Executive Officer Mr. Mateus de Moura Lima Gomes, as verified in the Stockholders' Attendance Book.

Initially and in accordance with Clause 6 of the by-laws, the representatives of **Cemig** proposed the name of the Chief Officer Ricardo José Charbel to chair the meeting. This proposal by the representatives of the stockholder **Cemig** was placed in debate, then put to the vote, and approved.

The Chair then declared the Meeting open, and invited me, Anamaria Pugedo Frade Barros, General Manager of Cemig's Corporate Executive Office, to be Secretary of the meeting, and asked 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, 35 and 39, respectively, and on December 18, 19 and 20, 2015, in the newspaper *O Tempo*, on pages 33, 20 and 28, respectively, the content of which is as follows:

**“CEMIG DISTRIBUIÇÃO S.A.**  
LISTED COMPANY – CNPJ: 06.981.180/0001-16 – NIRE: 31300020568  
**EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS**  
**CONVOCATION**

The stockholder Companhia Energética de Minas Gerais – Cemig is hereby called to an Extraordinary General Meeting of Stockholders to be held on January 20, 2016 at 3 p.m., Avenida Barbacena 1200, 17<sup>th</sup> floor, A1 Wing, Belo Horizonte, Minas Gerais, Brazil, to decide on a change in the composition of the Board of Directors, if there has been any change in the composition of the Board of Directors of Cemig. Belo Horizonte, December 16, 2015.

( Signed: )

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

The Chair then stated that it was necessary at this time to decide on changes to the Board of Directors of Cemig D, in view of the following:

- 1) Under § 1 of Clause 8 of the by-laws, the members of the Board of Directors of this Company shall be the same as those of the Board of Directors of the sole stockholder, Cemig;
- 2) A need for appointment of a new member to the Board of Directors arose due to temporary impediment of the sitting member Otávio Marques de Azevedo, who has also resigned as member of this Board, as per a letter of resignation received and formally acknowledged with written confirmation of receipt by Cemig D on January 4, 2016;
- 3) An Extraordinary General Meeting of Stockholders approved appointment of a new member to the Board of Directors of Cemig on today's date, at 11 a.m.

For the composition of the Board of Directors, the representatives of the stockholder Cemig proposed election, to serve for the remainder of the present period of office of 3 (three) years begun on April 30, 2013, that is to say up to the Annual General Meeting to be held in 2016, of:

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**Mr. Ricardo Coutinho de Sena** – 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 Minas Gerais Department of Public Safety, and CPF 090927496-72.

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The said proposal of the representatives of the stockholder Cemig was placed in debate, then put to the vote, and approved.

The Chief Officer elected declared – in advance – that he is not subject to any prohibition on commercial activity, that he does not occupy any post in a company that could be considered to be a competitor of the Company, and that he does not have nor represent any interest conflicting with that of Cemig D; and 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 and the Code of Ethical Conduct of Government Workers and Senior Administration of the State of Minas Gerais.

The Chair then informed the meeting that the composition of the Board of Directors is now as follows:

Sitting members:

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<b>José Afonso Bicalho Beltrão da Silva, Mauro Borges Lemos, Allan Kardec de Melo Ferreira, Arcângelo Eustáquio Torres Queiroz, Hélcio Miranda Magalhães Junior, Marco Antônio de Rezende Teixeira, Marco Antonio Soares da Cunha Castello Branco,</b>	<b>Nelson José Hubner Moreira, Guy Maria Villela Paschoal, Eduardo Borges de Andrade, José Henrique Maia, Paulo Roberto Reckziegel Guedes, Ricardo Coutinho de Sena, Saulo Alves Pereira Junior, and José Pais Rangel –</b>
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– and as their substitute members:

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<b>Bruno Westin Prado Soares Leal, Samy Kopit Moscovitch, Luiz Guilherme Piva, Franklin Moreira Gonçalves, Wieland Silberschneider, Antônio Dirceu Araujo Xavier, Ricardo Wagner Righi de Toledo,</b>	<b>Carlos Fernando da Silveira Vianna, Flávio Miarelli Piedade, Tarcísio Augusto Carneiro, Newton Brandão Ferraz Ramos, Marina Rosenthal Rocha, Bruno Magalhães Menicucci, José Augusto Gomes Campos, and José João Abdalla Filho,</b>
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respectively.

The meeting was opened to the floor, and since no-one else wished to speak, the Chair ordered the session suspended for the time necessary for the writing of these 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.

( Signed by: )

Anamaria Pugedo Frade Barros.  
Mauro Borges Lemos and Mateus de Moura Lima Gomes, pela Cemig  
Ricardo José Charbel

This is a true copy of the original.  
Anamaria Pugedo Frade Barros.