

CEMIG DISTRIBUIÇÃO S.A.
LISTED COMPANY

CNPJ 06.981.180/0001-16 – NIRE 31300020568

BOARD OF DIRECTORS

**SUMMARY OF MINUTES
OF THE
243RD MEETING**

Date, time and place: May 13, 2016, at 10 a.m., at the head office,
Av. Barbacena, 1200, 17th floor, A1 Wing, Belo Horizonte, Brazil.

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 stated that they had no conflict of interest with the matters on the agenda of the meeting.
- II Resignation:** The chair reported receipt of a resignation letter from the Chief Officer for the Gas Division, Eduardo Lima Andrade Ferreira, as a result of the alteration in composition of the Executive Board of Cemig which took place on today's date and as a consequence of the provisions in the by-laws of Cemig and Cemig D.
- III The Board approved:**
- (a) A proposal by the Board member Samy Kopit Moscovitch to elect, as Chief Officer for the Gas Division:
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- Felipe Torres do Amaral** – Brazilian, married, executive, domiciled in São Paulo, São Paulo State, at Rua Princesa Isabel 17/122A, Brooklin Paulista, CEP 04601-000, bearer of Identity Card M-7794150 issued by SSP/MG and CPF 034393386-14,
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- to serve the rest of the present period of office, that is to say until the first meeting of the Board of Directors after the Annual General Meeting of 2019.
- (b) A proposal by the Board member Samy Kopit Moscovitch that the members of the Board of Directors should authorize their Chair to call an Extraordinary General Meeting of Stockholders, to be held on June 14, 2016 at 3 p.m., and that in the absence of a quorum the Chair be authorized to make second convocation, within the legal period, to deal with the alterations to the by-laws mentioned in Item IV below.
- (c) The minutes of this meeting.

IV The Board submitted a proposal to the Extraordinary General Meeting of Stockholders for changes to the Company's by-laws, as follows:

- a) Inclusion of §3 in Clause 2, to comply with the provision in §1 of Subclause 5 of Clause 8 of the Fifth Amendment to Public Electricity Distribution Service Concession Contracts 002/1997/DNAEE, 003/1997/DNAEE, 004/1997/DNAEE and 005/119/DNAEE, between Cemig D and the Union, consisting of the obligation of the Company to alter its by-laws, and to keep such alteration included in its by-laws for the whole of the concession period, to include the obligations specified in Clause 8 of the said Amendment, with the following drafting:

“Clause 2 – (...)

§3 In the exercise of its corporate activities the company shall obey the regulations from time to time issued by the National Electricity Agency, Aneel, through regulatory acts, and through the regulatory clauses contained in any concessions to which it is a signatory.”.

- b) Inclusion of §4 in Clause 2, to comply with the provision of Subclause 1 of Clause 12 of the said Amendment, which consists of the obligation that transfer, assignment or any disposal by any means – direct or indirect, for consideration or free of charge – of the shares held by Cemig in Cemig D may take place only with prior approval by Aneel, with the following drafting:

“Clause 2 – (...)

§4 Transfer, assignment or any disposal by any means – direct or indirect, for consideration or free of charge – of the shares by the sole stockholder, Cemig may take place only with prior approval by the Brazilian National Electricity Agency – Aneel.”.

- c) Formal renumbering of the ‘sole sub-paragraph’ of Clause 21 to ‘§1’, with the following drafting:

“Clause 21 (...)

§1 The net profit in each business year shall be allocated as follows:

- a) 5% (five per cent) shall be paid to the legal reserve, up to the maximum limit specified by law;
- b) 50% (fifty per cent), at least, shall be distributed, as obligatory dividend, to the sole stockholder, Cemig, subject to the other provisions of these by-laws and the applicable legislation;
- c) the balance, after retention of the amounts allocated for investment specified in a capital and/or investment budget prepared, in accordance with the Long-Term Strategic Plan and approved by the Board of Directors of the sole stockholder, Cemig, shall be distributed to the sole stockholder, Cemig as dividends and/or Interest on Equity, subject to the availability of free cash.”;

- d) Inclusion of Paragraphs 2 and 3 of Clause 21, to comply with Subclause 2 of Clause 7 of the said Amendment, which provides that Cemig D must maintain the provision specified in Subclause 1 of Clause 7 of the said Amendment included in its by-laws during the whole period of the concession, with the following drafting:

“Clause 21 (...)

§2 Non-compliance with the annual global limits for collective service continuity indicators for two consecutive years or for three years in any five years may, under regulations by Aneel, limit distribution of dividends or of Interest on Equity to a maximum, in isolation or jointly, of twenty five percent of the net

profit, less, or augmented by, amounts allocated to the Legal Reserve and to the Reserve for Contingencies, and reversal of that reserve formed in prior business periods, until the regulatory parameters have been restored, subject to Sub-item I of Subclause One of Clause Seven of the Amendment to Public Electricity Distribution Service Concession Contracts 002/1997/DNAEE, 003/1997/DNAEE, 004/1997/DNAEE and 005/119/DNAEE between Cemig D and the Union.

§3 Non-compliance with the minimum parameters for economic and financial sustainability defined in the Amendment to Public Electricity Distribution Service Concession Contracts 002/1997/DNAEE, 003/1997/DNAEE, 004/1997/DNAEE and 005/119/DNAEE, between Cemig D and the Union, shall result in limitation on any distribution of dividends or payment of Interest on Equity, individually or in aggregate, to twenty five percent of the net profit, less, or augmented by, amounts allocated to the Legal Reserve and to the Reserve for Contingencies, and reversal of that reserve formed in prior business periods, until the regulatory parameters have been restored and are observable from the regulatory accounting statements of the following calendar year, delivered to Aneel.”;

e) Alteration of Clause 13, to change the composition of the Executive Board, to the following drafting:

“Clause 13 The Executive Board shall be made up of the following 11 (eleven) Executive Officers, who may be stockholders, resident in Brazil, elected by the Board of Directors:

Chief Executive Officer;
Deputy Chief Executive Officer;
Chief Finance and Investor Relations Officer
Chief Corporate Management Officer;
Chief Distribution and Sales Officer;
Chief Trading Officer;
Chief Business Development Officer;
Chief Officer without specific designation;
Chief Officer for Human Relations and Resources;
Chief Counsel; and
Chief Institutional Relations and Communication Officer.

The period of office of the Executive Officers shall be 3 (three) years, and re-election is permitted. The Executive Officers shall remain in their posts until their duly elected successors take office.”

f) Alteration of sub-Item IV of Clause 17 to change the duties of the Chief Corporate Management Officer, with the following drafting:

“Clause 17 (...)

IV To the Chief Corporate Management Officer:

- a) to decide, conduct and supervise the Company’s telecommunications and information technology policy;
- b) to plan, put in place and maintain the Company’s telecommunications and information technology systems;
- c) to decide policies and rules on support services such as transport, administrative communication, security guarding, and provision of adequate quality in the workplace for the Company’s personnel;

- d) to provide the Company with infrastructure and administrative support resources and services;
 - e) to coordinate the policies, processes and means of property security and security guarding approved by the Company;
 - f) to administer the process of acquisition and disposal of materials, equipment and real estate property, contracting of works and services and construction and inspection of works on buildings;
 - g) to effect quality control of the material acquired and monitoring of the qualification of contracted service providers;
 - h) to administer and control the stock of material, and to arrange for separation and recovery of used material, and sales of excess and unusable material, and scrap;
 - i) to arrange for and implement programs to increase, develop and continually improve suppliers of materials and services of interest to the company, alone or in cooperation with other Chief Officers or development agencies or industry associations, in the ambit of the State of Minas Gerais;
 - j) to authorize opening of administrative tender proceedings and proceedings for exemption from or non-requirement for tender, and the corresponding contracts, in amounts up to R\$ 2,800,000.00 (two million eight hundred thousand Reais).”
- g) Alteration of Sub-item IX of Clause 17, to replace the duties of the Chief Officer for the Gas Division with the duties of the Chief Human Relations and Resources Officer, with the following drafting:

“Clause 17 (...)

IX To the Chief Officer for Human Relations and Resources:

- a) to ensure the provision of appropriate personnel to the Company;
 - b) to decide the Company’s human resources policy and to orient and promote its application;
 - c) to coordinate the policies, processes and means of work safety approved by the Company;
 - d) to orient and conduct the activities related to organizational studies and their documentation;
 - e) to carry out the negotiations of collective work agreements, in accordance with the guidelines and limits approved by the Board of Directors, submitting the proposals negotiated for approval by the Executive Board;
 - f) to propose to the Chief Executive Officer, for submission to the Executive Board for approval, from among the employees of the Company and of the other companies involved in the negotiations, appointments of employees to the Union Negotiation Committee, and also the appointment of its coordinator; and
 - g) to present to the Executive Board the assessments received from a leadership succession development program, put in place by the Company, for the purpose of giving the Executive Board input for its decisions on appointments of employees to management posts.”
- h) Alteration of Sub-item VII of Clause 17, to include sub-clauses ‘t’ to ‘z’, containing new duties of the Chief Business Development Officer, with the following drafting:

“Clause 17 (...)

VII To the Chief Business Development Officer: (...)

- t) to coordinate, in the name of the Company and its wholly-owned and other subsidiaries, all the activities related to exploration, acquisition, storage, transport, distribution and sale of oil and gas and/or sub-products or by-products, directly or through third parties;

- u) to propose to the Executive Board guidelines and general rules and plans for operation, prospecting, exploration, acquisition, storage, transport, distribution and sale of activities of the oil and gas business;
 - v) to carry out research, analyses and studies of investments and new technologies related to oil and gas and studies and development of business in that sector;
 - w) to develop a structure of rules and standardization for projects in the field of oil and gas;
 - x) to consolidate the management of the work safety policies of Gasmig and of other specific-purpose companies, in the ambit of the oil and gas activities;
 - y) to carry out research, studies, analyses and market projections of interest to the Company in the ambit of the oil and gas activities;
 - z) to represent the Company in the various entities that bring together the companies of the oil and gas sector.”
- i) Alteration of the drafting of Subclause ‘g’ of Sub-Item I of Clause 17, to exclude conduct of the activities of internal auditing from the duties of the Chief Executive Officer, with the following drafting:
- “Clause 17 (...)
- I To the Chief Executive Officer (...)
- g) to manage and direct the activities of the Corporate Executive Office, and strategic planning;” and
- j) Inclusion of Sub-clause ‘t’ in Clause 12, so that conduct of activities of internal auditing shall be a duty of the Board of Directors, with the following drafting:
- “Clause 12 (...)
- t) to manage and direct the activities of internal auditing.”

V 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:	César Vaz de Melo Fernandes
Chief Distribution and Sales Officer:	Ricardo José Charbel
Chief Finance and Investor Relations Officer:	Fabiano Maia Pereira
Chief Officer for the Gas Division:	Felipe Torres do Amaral
Chief Officer without Specific Designation:	Franklin Moreira Gonçalves
Chief Corporate Management Officer:	Márcio Lúcio Serrano
Chief Counsel:	Raul Lycurgo Leite
Chief Institutional Relations and Communication Officer:	Luís Fernando Paroli Santos

VI Compliance statement: The Chief Officer elected declared, in advance, that he is 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 Professional Conduct of Cemig and the Code of Ethical Conduct of Government Workers and Senior Administration of the State of Minas Gerais.

VII The chair informed the meeting of the need for correction in the description of the Chief Officers elected in the 242nd meeting of this Board, held on May 3, 2016, as follows:

Post and name	Identification, May 3 Minutes	Correct identification
Deputy CEO – Mateus de Moura Lima Gomes	Identity Card (‘IC’) M-8876108 issued by Public Safety Department (SSP) of São Paulo State (SSP/SP)	IC MG8876108 issued by the Civil Police of the State of Minas Gerais;
Chief Trading Officer – Evandro Leite Vasconcelos	IC 29657 issued by CREA of Minas Gerais (CREA-MG) and CPF 251704146-48	IC 29657D of CREA-MG and CPF 251704146-68;
Chief Officer without specific designation – Franklin Moreira Gonçalves	IC MG5540831 issued by the SSP of Minas Gerais State (SSP/MG)	IC MG5540831 issued by the Civil Police of the State of Minas Gerais;
Chief Corporate Management Officer – Márcio Lúcio Serrano	IC M575778 issued by SSP/MG	IC M575788 issued by SSP/MG.

VIII Comments: The following made comments on subjects of interest to the Company.

The Chair;

Chief Officer: Fabiano Maia Pereira;

General Manager: Leonardo George de Magalhães.

The following were present:

Board members:	José Afonso Bicalho Beltrão da Silva, Mauro Borges Lemos, Allan Kardec de Melo Ferreira, Arcângelo Eustáquio Torres Queiroz, Hélcio Miranda Magalhães Junior, José Henrique Maia, Marcelo Gasparino da Silva, Aloísio Macário Ferreira de Souza, Marco Antônio de Rezende Teixeira, Marco Antônio Soares da Cunha Castello Branco, Paulo Roberto Reckziegel Guedes, Carlos Fernando da Silveira Vianna,	José Pais Rangel, Saulo Alves Pereira Junior, Bruno Magalhães Menicucci, Antônio Dirceu Araújo Xavier Bruno Westin Prado Soares Leal, Daniel Alves Ferreira José Augusto Gomes Campos, José João Abdalla Filho, Luiz Guilherme Piva, Marina Rosenthal Rocha, Ricardo Wagner Righi de Toledo, Samy Kopit Moscovitch Wieland Silberschneider;
Chief Officer:	Fabiano Maia Pereira;	
General Manager:	Leonardo George de Magalhães;	
Secretary:	Anamaria Pugedo Frade Barros.	

Signed by: Anamaria Pugedo Frade Barros.