

CEMIG DISTRIBUIÇÃO S.A.

LISTED COMPANY – CNPJ 17.155.730/0001-64 – NIRE 31300040127

BOARD OF DIRECTORS

SUMMARY OF MINUTES OF THE 255TH MEETING

Date: December 21, 2016.

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 Chair reported that it would be necessary to update appointments to the Executive Board of Cemig D, since:

- the Board of Directors of Companhia Energética de Minas Gerais – Cemig had, moments earlier, approved alteration in the composition of the Executive Board of that company;
- in this situation procedures must be followed as specified in Paragraph 3 of Clause 18 of the by-laws of Cemig, and Paragraph 1 of Clause 13 of the by-laws of Cemig D.

III The Board approved:

a) The proposal by the Chair to change the composition of the Executive Board, as follows, to come into effect from December 22, 2016:

- i) **Mr. Mauro Borges Lemos** no longer to be Chief Executive Officer (CEO);
- ii) **Mr. Fabiano Maia Pereira** no longer to be Chief Finance and Investor Relations Officer;
- iii) and for the full remaining period of the current period of office, i.e. until the first meeting of the Board of Directors following the Annual General Meeting of Stockholders of 2019:

Mr. Paulo Roberto Castellari Porchia	– Brazilian, divorced, company manager, domiciled in Belo Horizonte, Minas Gerais, at Av. Barbacena 1200, 18 th floor, B2 Wing, Santo Agostinho, CEP 30190-131, bearer of identity card 14264834-6-SSP/SP and CPF 131643078-29,
---	--

to cease to be Deputy CEO, and to be appointed Chief Finance and Investor Relations Officer;
and:

Mr. Bernardo Afonso Salomão de Alvarenga – Brazilian, married, engineer, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua Ondina Pedrosa Nahas 573, Serrano, CEP 30882-770, bearer of identity card M-899851-SSP/MG and CPF 154691316-53,

– to be elected as Chief Executive Officer;

v) with the following interim appointments:

Mr. Paulo Roberto Castellari Porchia, described above, to serve as Deputy CEO on an interim basis, concurrently with his position as Chief Finance and Investor Relations Officer; and

Mr. Dimas Costa – Brazilian, married, domiciled in Belo Horizonte, Minas Gerais, at Av. Barbacena 1200, 18th floor, B1 Wing, Santo Agostinho, CEP 30190-131, Bearer of Identity Card M424183-SSP/MG and CPF nº 253777446-91,

to serve as Chief Corporate Management Officer on an interim basis, concurrently with his position as Chief Trading Officer.

b) The minutes of this meeting.

IV The Board Authorized:

a) Periodic declaration, by the Executive Board, of Interest on Equity, with upper limit of:

two hundred and fifty five million two hundred thirty thousand Reais

– the Executive Board to decide the places and processes of payment and to allocate the amount of the Interest on Equity against the minimum obligatory dividend.

b) Release of the funds for PMSO – Personnel, Materials, Outsourced Services and Other expenses – for January and February 2017.

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

Chief Executive Officer:	Bernardo Afonso Salomão de Alvarenga;
Deputy CEO:	Paulo Roberto Castellari Porchia ¹;
Chief Trading Officer:	Dimas Costa;
Chief Business Development Officer:	César Vaz de Melo Fernandes;
Chief Distribution and Sales Officer:	Luís Fernando Paroli Santos ²;
Chief Finance and Investor Relations Officer:	Paulo Roberto Castellari Porchia;
Chief Corporate Management Officer:	Dimas Costa ³;
Chief Counsel:	Raul Lycurgo Leite;
Chief Officer for Human Relations and Resources;	Márcio Lúcio Serrano;
Chief Institutional Relations and Communication Officer:	Luís Fernando Paroli Santos;
Director without portfolio:	Franklin Moreira Gonçalves;

¹ On interim basis while also serving as Chief Finance and Investor Relations Officer;

² On interim basis while also serving as Chief Officer for Institutional Relations and Communication;

³ On interim basis while also serving as Chief Trading Officer.

VI The Chief Officers elected or who had been elected to new positions 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 made a solemn commitment to become aware of, obey and comply with the principles, ethical values and rules established by the Statement of Ethical Principles and 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 Resignation: The Chair reported the resignation as from the date of this meeting of Bruno Westin Prado Soares Leal from the post of substitute member, as per a letter in the Company’s possession.

VIII Comment: The Chair spoke on subjects of interest to the Company.

The following were present:

Board members:	José Afonso Bicalho Beltrão da Silva, Allan Kardec de Melo Ferreira, Arcângelo Eustáquio Torres Queiroz, Daniel Alves Ferreira, Hélcio Miranda Magalhães Junior, José Pais Rangel, Marco Antônio de Rezende Teixeira, Marco Antônio Soares da Cunha Castello Branco, Nelson José Hubner Moreira, Patrícia Gracindo Marques de Assis Bentes, Saulo Alves Pereira Junior,	Aloísio Macário Ferreira de Souza, Bruno Magalhães Menicucci, Carolina Alvim Guedes Alcoforado, Samy Kopit Moscovitch, Antônio Dirceu Araújo Xavier, Carlos Fernando da Silveira Vianna, José João Abdalla Filho, Luiz Guilherme Piva, Marina Rosenthal Rocha, Ricardo Wagner Righi de Toledo, Tarcísio Augusto Carneiro, Wieland Silberschneider;
Audit Board:	Rafael Amorim de Amorim;	
Secretary:	Anamaria Pugedo Frade Barros.	

Signed by: Anamaria Pugedo Frade Barros.