

CEMIG DISTRIBUIÇÃO S.A.
LISTED COMPANY – CNPJ 06.981.180/0001-16 – NIRE 31300020568

MINUTES
OF THE
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS
OF STOCKHOLDERS
HELD ON APRIL 30, 2018

On the thirtieth day of April two thousand and eighteen at 1 p.m. at the Company's head office, Av. Barbacena 1200, 17th Floor, A1 Wing, Belo Horizonte, Minas Gerais State, Brazil, the stockholder **Companhia Energética de Minas Gerais – Cemig** ('**Cemig**'), holder of 100% of the shares, attended in Extraordinary General Meeting, on first convocation, represented by its Chief Executive Officer, Bernardo Afonso Salomão de Alvarenga, and its Chief Counsel, Luciano de Araujo Ferraz, as verified in the Stockholders' Attendance Book.

Also present were:

- Mr. Marcos Túlio de Melo, member of the Audit Board;
- Ernst & Young Auditores Independentes S.S., represented by Mr. Leonardo Júnio Vilaça, CRC MG-078933/O; and
- Mr. Maurício Fernandes Leonardo Júnio, Chief Finance and Investor Relations Officer.

Initially and in accordance with Clause 6 of the by-laws, the Chief Counsel, Mr. Luciano de Araújo Ferraz, assumed the Chair. He 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, asking me to read the convocation notice, published on March 29 and April 3 and 4 of this year, in the newspaper *Minas Gerais*, the official publication of the Powers of the State, on pages 104, 22 and 26 respectively, on March 29, 30 and 31 of this year, and in the newspaper *O Tempo*, on pages 38, 25 and 19 respectively, the content of which is as follows:

“ CEMIG DISTRIBUIÇÃO S.A.
LISTED COMPANY – CNPJ 06.981.180/0001-16 – NIRE 31300020568
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS
CONVOCATION

The stockholder Companhia Energética de Minas Gerais is hereby called to Ordinary and Extraordinary General Meetings to be held, concurrently, on April 30, 2018 at 1 p.m., at Av. Barbacena 1200, 17th floor, A1 Wing, Belo Horizonte, Minas Gerais, Brazil, to decide on the following matters:

- 1 Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2017, and the related complementary documents.
- 2 Authorization of absorption of the loss for 2017, of R\$ 117,313,000, by Profit reserves.
- 3 Election of the sitting and substitute members of the Audit Board, as a result of completion of the period of office.
- 4 Election of the sitting and substitute members of the Board of Directors, if there is a change in the composition of the Board of Directors of Cemig. Belo Horizonte, March 28, 2018.

Signed by: José Afonso Bicalho Beltrão da Silva – Chair of the Board of Directors. ”

The Chair then, in accordance with Item 1 of the agenda, placed in debate the Report of Management and the Financial Statements for the year ended December 31, 2017, and the related complementary documents, noting that these had been widely published in the press, since they were placed at the disposal of stockholders by a notice published on March 29 and April 3 and 4 of this year, in the newspaper *Minas Gerais*, the official publication of the Powers of the State, on pages 104, 22 and 26 respectively, and on March 29, 30 and 31 of this year, in the newspaper *O Tempo*, on pages 35, 25 and 19, respectively, and published in these same media, on April 21 of this year, in *Minas Gerais*, on pages 84 to 100 in the *Caderno 1* section, and in *O Tempo* on pages 36 to 51 in the *Balanço* section.

The Chair then put to the vote the Report of Management and the Financial Statements for the year ended December 31, 2017, and the respective complementary documents, and they were approved.

The Chair then asked the Secretary to read the Proposal by the Board of Directors, which deals with item 2 of the agenda, and also to read the Opinion of the Audit Board thereon. The contents of these documents are as follows:

**“ PROPOSAL
BY THE BOARD OF DIRECTORS TO THE
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS
TO BE HELD, CONCURRENTLY, ON APRIL 30, 2018 AT 1 P.M.**

To the Stockholder Companhia Energética de Minas Gerais – Cemig:

The Board of Directors of Cemig Distribuição S.A.,

– *whereas:*

- a) Article 192 of Law 6404 of December 15, 1976, as amended, and Clauses 20 to 24 of the by-laws, govern the holding of an annual meeting; the Financial Statements for 2017 present a net loss of R\$ 117,313,000; and it is the competency of the Board of Directors to make a proposal to the Annual General Meeting for allocation of the Company’s net profit;
- b) under Article 189 of that Law, the loss for the year should be absorbed by retained earnings, profit reserves or the Legal reserve, in that order; and
- c) the Company has a balance of profit reserves sufficient to absorb the loss for 2017;

– *now proposes to you the following:*

- Authorization for the loss for 2017, of R\$ 117,313,000, to be absorbed by Profit reserves.

As can be seen, the objective of this proposal is to meet the legitimate interests of the stockholder and the Company, and as a result it is the hope of the Board of Directors that it will be approved by the stockholder. Belo Horizonte, March 28, 2018.

(Signed:)

Antônio Dirceu Araújo Xavier,
Arlindo Magno de Oliveira,
Daniel Alves Ferreira,
Hermes Jorge Chipp,
José Pais Rangel,
Agostinho Faria Cardoso,

José Afonso Bicalho Beltrão da Silva,
Marco Antônio de Rezende Teixeira,
Arcângelo Eustáquio Torres Queiroz,
Helvécio Miranda Magalhães Junior,
Marcelo Gasparino da Silva,
Nelson José Hubner Moreira,
Ricardo Wagner Righi de Toledo ”;

and –

“ **OPINION OF THE AUDIT BOARD**

The undersigned members of the Audit Board of Cemig Distribuição S.A., in performance of their functions under the law and under the by-laws, have examined the Proposal made by the Board of Directors to the Ordinary and Extraordinary General Meetings of Stockholders to be held, concurrently, on April 30, 2018, in relation to:

- Authorization for the loss for 2017, of R\$ 117,313,000, to be absorbed by Profit reserves.

The members of the Audit Board, after carefully analyzing the said proposal and being of the opinion that the applicable rules have been complied with, are of the opinion that the proposal should be approved by the said General Meetings. Belo Horizonte, March 28, 2018.

(Signed:) Edson Moura Soares, Camila Nunes da Cunha Pereira Paulino,
Manuel Jeremias Leite Caldas, Rodrigo de Mesquita Pereira”.

The Chair then put to debate and, subsequently, to the vote, the Proposal by the Board of Directors, relating to Item 2 of the Agenda, and that proposal was approved.

The Chair said that, in relation to Item 4 of the convocation notice, it was now necessary to decide on changes to the Board of Directors, 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, Companhia Energética de Minas Gerais – Cemig (‘Cemig’).
- 2) In view of the provisions of Article 13 of Law 133030 of 2016, taken with Articles 21, I, and 63 of State Decree 47154 of 2017, the Annual and Extraordinary General Meetings of Stockholders of Cemig, held concurrently on today’s date at 11 a.m., had decided to reduce the number of members of the Board of Directors to be elected at this time.
- 3) Of the eleven seats to be filled on the Board of the sole stockholder Cemig, one will later be filled by a representative of the employees, as per Article 19 of Law 13303/2016, upon compliance with the criteria for that election, in the terms of that Law.
- 4) New members need to be elected to the Board of Directors of this Company, in view of the non-reelection of members of the Board of Directors of Cemig; and
- 5) new members were elected to the Board of Directors of Cemig at the Ordinary and Extraordinary General Meetings of Stockholders held on today’s date.

The representatives of the stockholder **Cemig** then **proposed as follows**:

– as to members of the Board of Directors for the remainder of the present period of office of 3 (three) years, begun on April 29, 2016, that is to say up to the Annual General Meeting to be held in 2019:

a) the following no longer to be sitting members:

Antônio Dirceu Araújo Xavier,	Arcângelo Eustáquio Torres Queiroz,
Arlindo Magno de Oliveira,	Carlos Eduardo Lessa Brandão,
Helvécio Miranda Magalhães Junior,	José Afonso Bicalho Beltrão da Silva,
and	Marco Antônio de Rezende Teixeira;

– and the following no longer to be substitute members:

Alexandre Silva Macedo,	Franklin Moreira Gonçalves,
Geber Soares de Oliveira,	Otávio Silva Camargo,
Paulo Sérgio Machado Ribeiro,	Ricardo Wagner Righi de Toledo,
and	Wieland Silberschneider;

b) change of position, from substitute member to sitting member, of

Antônio Carlos de Andrada Tovar	– Brazilian, married, engineer, domiciled in Belo Horizonte, Minas Gerais, at Av. Barbacena 1200, 17th floor, Santo Agostinho, CEP 30190-131, bearer of Identity Card 09505528-1, issued by the Felix Pacheco Institute, and CPF 074171737-99; and
Luiz Guilherme Piva	– Brazilian, married, engineer, domiciled in Belo Horizonte, MG, at Rua Professor Estevão Pinto 555/404, Serra, CEP 30220-060, bearer of Identity Card MG2084020, issued by the State Public Safety Department of Minas Gerais State, and CPF 454442936-68;

c) change of position, from sitting member to substitute member, of

Nelson José Hubner Moreira – Brazilian, married, engineer, domiciled in Brasília, Federal District, at AOS 2, Bloco G, Ap. 203, CEP 70660-027, bearer of Identity Card 1413159, issued by the Félix Pacheco Institute of the State of Rio de Janeiro, and CPF nº 443875207-87; and

Hermes Jorge Chipp – Brazilian, married, engineer, domiciled in Rio de Janeiro, RJ, at Rua Souza Lima 158/1001, Copacabana, CEP 22081-010, bearer of Identity Card 2187859-0, issued by Detran/RJ, and CPF 233128907-72;

– the latter to be substitute member for Marco Antonio Soares da Cunha Castello Branco;

d) change of position of

Agostinho Faria Cardoso – Brazilian, married, engineer, domiciled in Belo Horizonte, MG, at Rua João Antônio Azeredo 165, Belvedere, CEP 30320-610, bearer of Identity Card M1073217, issued by the Minas Gerais State Public Safety Department, and CPF 355759566-87;

from – substitute member for Bernardo Afonso Salomão de Alvarenga,
to – substitute member for Antônio Carlos de Andrade Tovar; and

e) election as sitting members of:

Adézio de Almeida Lima – Brazilian, married, economist, domiciled in Brasília, Federal District, at SQN 311, Bloco F, apto. 102, Asa Norte, CEP 70765-100, bearer of Identity Card 2514340, issued by the Public Safety Department of the Federal District, and CPF 342530507-78;
– with, as his substitute member, Nelson José Hubner Moreira, described above; and

Marco Aurélio Crocco Afonso – Brazilian, in stable union, economist, domiciled in Belo Horizonte, MG, at Rua Cristina 303/301, Sion, CEP 30310-800, bearer of Identity Card M1624401, issued by Minas Gerais Public Safety Department, and CPF 382386166-20.

The Chair stated that the remaining one sitting member and the remaining four substitute members will not be elected at this time. The said proposal of the representatives of the stockholder **Cemig** was placed in debate, then put to the vote, and approved.

The Board members elected 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 Professional Conduct of Companhia Energética de Minas Gerais – Cemig, 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:

Adézio de Almeida Lima,
Antônio Carlos de Andrada Tovar,
Daniel Alves Ferreira,
José Pais Rangel,
Luiz Guilherme Piva, and

Marco Antonio Soares da Cunha Castello Branco,
Marcelo Gasparino da Silva,
Bernardo Afonso Salomão de Alvarenga,
Marco Aurélio Crocco Afonso
Patrícia Gracindo Marques de Assis Bentes,

there remaining one seat which will not be filled on this occasion;

– and as their respective substitute members:

Nelson José Hubner Moreira,
Agostinho Faria Cardoso,
Manoel Eduardo Lima Lopes and

Hermes Jorge Chipp,
Aloísio Macário Ferreira de Souza,
José João Abdalla Filho;

The Chair said that the following would not be elected at this time:

- substitute members for the following sitting members

Luiz Guilherme Piva,	Bernardo Afonso Salomão de Alvarenga
Marco Aurélio Crocco Afonso and	Patrícia Gracindo Marques de Assis Bentes; and
- one seat of a sitting member and the related substitute member.

The Chair then dealt with Item 3 of the agenda, stating that the period of office of the sitting and substitute members of the Audit Board ended with this present meeting, and that a new election should thus be held for that Board, with a period of office of one year, that is to say, up to the Ordinary General Meeting of Stockholders to be held in 2019.

He then stated that under Clause 18 of the by-laws the sitting members, and their substitute members, of the Audit Board of this Company are the members of the Audit Board of the sole stockholder, **Cemig**.

Thus, and considering the election of the members of the Audit Board of the sole stockholder, in the Ordinary and Extraordinary General Meetings of Stockholders of that company held on today's date at 11 a.m., the representatives of **Cemig** nominated the following persons to be members of the Audit Board:

Sitting members:

Rodrigo de Mesquita Pereira	– Brazilian, married, lawyer, domiciled in São Paulo, São Paulo State at Rua Marquês de Paranaguá 348/10th floor, Consolação, CEP 01303-905, bearer of Identity Card 8364447-7 issued by the São Paulo State Public Safety Department, and CPF 091622518-64.
Manuel Jeremias Leite Caldas	– Brazilian, married, engineer, domiciled in Rio de Janeiro, Rio de Janeiro State, at Av. Lúcio Costa 6700/1103, Barra da Tijuca, CEP 22795-900, bearer of identity card 284123 issued by the Air Ministry, and CPF 535866207-30;
Alcione Maria Martins Comonian	– Brazilian, married, public relations executive, resident and domiciled in Belo Horizonte, Minas Gerais at Rua Icarai 365, Caiçara, CEP 30770-160, bearer of Identity Card MG2511807, issued by the Public Safety Department of Minas Gerais State, and CPF 482072096-15;
Geber Soares de Oliveira	– Brazilian, legally separated, accountant, domiciled in Belo Horizonte, MG, at R. Carlos Turner 275/202, Silveira, CEP 31140-520, bearer of Identity Card MG1673562, issued by the Public Safety Department of the State of Minas Gerais, and CPF 373022806-49; and
Ricardo Wagner Righi de Toledo	– Brazilian, widower, company manager, domiciled in Belo Horizonte, Minas Gerais, at Rua Arquiteto Raffaello Berti 690, Mangabeiras, CEP 30210-120, bearer of Identity Card MG4172543, issued by the Minas Gerais State Public Safety Department, and CPF 299492466-87;

– and as their respective substitute members:

Michele da Silva Gonsales	– Brazilian, married, lawyer, domiciled in São Paulo, SP, at Rua Sabará 402/42, Higienópolis, CEP 01239-010, bearer of Identity Card 33347425-9, issued by the São Paulo State Public Safety Department, and CPF 324731878-00; and
Ronaldo Dias	– Brazilian, married, accountant, domiciled in Rio de Janeiro, RJ, at Rua Maxwell 452/704, Vila Isabel, CEP 20541-100, bearer of Identity Card 2201087-0 issued by the Rio de Janeiro State Traffic Department (Detran), and CPF 221285307-68;

– and three others yet to be nominated.

The nominations by Cemig for members of the Audit Board were placed in debate, and later, put to the vote, and were approved.

The Members of the Audit Board elected declared – in advance – that they are not subject to any prohibition on exercise of commercial activity, and assumed a solemn undertaking to be 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 – Cemig, and the Code of Ethical Conduct of Government Workers and Senior Administration of the State of Minas Gerais.

The Chair then stated that the publications by Cemig D specified in Law 6404 of December 15, 1976 will be made in the newspapers *Minas Gerais*, the official publication of the Powers of the State, and *O Tempo*, without prejudice to possible publication in other newspapers.

The meeting being opened to the floor, 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: Anamaria Pugedo Frade Barros
Bernardo Afonso Salomão de Alvarenga and Luciano de Araujo Ferraz, for Cemig
Mr. Marcos Túlio de Melo, for the Audit Board
Maurício Fernandes Leonardo Júnior, for the Executive Board
Leonardo Júnio Vilaça, for Ernst & Young Auditores Independentes.

This is a true copy of the original.

Anamaria Pugedo Frade Barros.