

COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

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

MINUTES

OF THE

EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

HELD ON JUNE 3, 2014

At 11 a.m. on June 3, 2014, stockholders representing more than two-thirds of the voting stock of Companhia Energética de Minas Gerais – Cemig met in Extraordinary General Meeting, on first convocation, at the Company's head office, Av. Barbacena 1200, 21st Floor, Belo Horizonte, Minas Gerais, Brazil, as verified in the Stockholders' Attendance Book, where all placed their signatures and made the required statements. The stockholder **The State of Minas Gerais** was represented by the State Procurator Paula Souza Carmo de Miranda.

Initially, Ms. Anamaria Pugedo Frade Barros, General Manager of Cemig's Corporate Executive Office, stated that there was a quorum for an Extraordinary General Meeting of Stockholders.

She further stated that the stockholders present should choose the Chair of this Meeting, in accordance with Clause 10 of the Company's by-laws. Asking for the floor, the representative of the Stockholder **The State of Minas Gerais** put forward the name of the stockholder **Alexandre Pedercini Issa** to chair the Meeting.

The proposal of the representative of the stockholder **The State of Minas Gerais** was put to debate, and to the vote, and approved unanimously.

The Chair then declared the Meeting open, and invited me, **Anamaria Pugedo Frade Barros**, a stockholder, to be Secretary of the meeting, and asked me to read the convocation notice, published on May 9, 10 and 13, 2014 this year in *Minas Gerais*, the official publication of the Powers of the State, on pages 64, 69 and 75 respectively, and in the newspaper *O Tempo*, on May 9, 10 and 11 of this year, on pages 53, 32 and 34 respectively, the content of which is as follows:

**“ COMPANHIA ENERGÉTICA DE MINAS GERAIS -
CEMIG
LISTED COMPANY – CNPJ 17.155.730/0001-64 – NIRE 31300040127
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS
CONVOCATION**

Stockholders are hereby called to an Extraordinary General Meeting of Stockholders to be held on June 3, 2014 at 11 a.m., at the company's head office, Av. Barbacena 1200, 21st floor, Belo Horizonte, Minas Gerais, Brazil, to decide on the following matters:

- 1- Change in the Company's by-laws, altering the drafting of the head paragraph of Clause 12, which establishes the composition of the Board of Directors.
- 2- Orientation of vote by the representatives of the Company in the Extraordinary General Meetings of Stockholders of Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., also to be held on June 3, 2014, as to alteration of the drafting of Article 8 of their respective by-laws, which in both cases establishes the Board of Directors.

Any stockholder who wishes to be represented by proxy at the said General Meeting of Stockholders should obey the precepts of Article 126 of Law 6406 of 1976, as amended, and of the sole paragraph of Clause 9 of the Company's by-laws, by exhibiting at the time, or depositing, preferably by May 29, 2014, proofs of ownership of the shares, issued by a depository financial institution, and a power of attorney with specific powers, at Cemig's Corporate Executive Secretariat Office (*Superintendência da Secretaria Geral e Executiva Empresarial*) at Av. Barbacena, 1200 – 19th Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, April 30, 2014.

Djalma Bastos de Morais Vice-Chair of the Board of Directors

Luiz Fernando Rolla Stockholder, Chair of the Ordinary and Extraordinary

General Meetings of Stockholders of Cemig held on April 30, 2014. ”

The Chair then requested the Secretary to read the Proposal made by the Stockholders present at the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 30, 2014, which deals with the agenda. The content of this document is as follows:

“ PROPOSAL
BY THE STOCKHOLDERS PRESENT AT THE
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS
HELD, CONCURRENTLY, ON APRIL 30, 2014
FOR
CONVOCAÇÃO DE A FURTHER
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS,
TO BE HELD ON JUNE 2014

Dear Stockholders:

The stockholders present at the Ordinary and Extraordinary General Meetings of Stockholders of Companhia Energética de Minas Gerais – **Cemig** held, concurrently, on April 30, 2014,

– in view of the following facts and considerations –

- a) at the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 30, 2014, a total of 15 (fifteen) sitting members and their respective substitute members were elected to the Company's Board of Directors, in accordance with §7 of Article 141 of Law 6404 of December 15, 1976 as amended;
- b) §1 of Article 11 of the Company's by-laws specifies that the structure and composition of the Board of Directors and the Executive Board of the Company shall be identical in Cemig Distribuição S.A. – Cemig D, and in Cemig Geração e Transmissão S. A. – Cemig GT, with the exception of two appointments to the Executive Board;
- c) the head paragraph of Clause of the by-laws of Cemig at present states that that Board shall comprise 14 (fourteen) members and an equal number of substitute members;
- d) §4 of Clause 12 of the by-laws of Cemig states that the Boards of Directors of Cemig D and of Cemig GT must obligatorily be constituted by the same sitting and substitute members as are elected to the Board of Directors of Cemig;
- e) Clause 21, §4, Sub-Clause “g”, of the by-laws of Cemig states:
“Clause 21 - ...
§4 The following decisions shall require a decision by the Executive Board:
...
g) approval, upon proposal by the Chief Executive Officer, prepared jointly with the Chief Business Development Officer and the Chief Finance and Investor Relations Officer, of the statements of vote in the General Meetings of the wholly-owned and other subsidiaries, affiliated companies and in the consortia in which the Company participates, except in the case of the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., for which the competency to decide on these matters shall be that of the General Meeting of Stockholders, and decisions must obey the provisions of these Bylaws, the decisions of the Board of Directors, the Long-term Strategic Plan and the Multi-year Strategic Implementation Plan.”;

- f) Clause 8, §1, of the by-laws of Cemig D and of Cemig GT, also, establishes that the members of the Boards of Directors of those companies must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig; and
- g) Cemig D and Cemig G will hold Extraordinary General Meetings of Stockholders on June 3, 2013, to change their by-laws;

– *now proposes to you as follows:*

- 1) Change in the Company's by-laws, for the head paragraph of Clause 12 to read as follows:
 “Clause 12 The Company's Board of Directors shall be made up of 15 (fifteen) members and an equal number of substitute members. One of the members shall be its Chair and another its Vice-Chair, and all shall be elected for the same concurrent period of office of 2 (two) years, may be dismissed at any time by the General Meeting of Stockholders, and may be reelected.”;
- and
- 2) that the representatives of the Company should vote in favor of the agenda at the General Meetings of Stockholders of Cemig Distribuição S.A. and of Cemig Geração e Transmissão S.A. that decide on change of the drafting of the head paragraph of Article 8 of their by-laws, so that those Companies shall also have 15 (fifteen) sitting members and 15 substitute members on their Boards of Directors.

Belo Horizonte, April 30, 2014.

Luiz Fernando Rolla Stockholder, Chair of the Ordinary and Extraordinary General Meetings of Stockholders of Cemig held on April 30, 2014. ”

The Chair then put the above-mentioned Proposal to debate, and, subsequently, to the vote, and it was approved by a majority of votes.

The Chair then clarified that the stockholders represented by counsel Bethsaida de Oliveira Pena at the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 30, 2014, were, using their updated names:

Caixa de Previdência dos Funcionários do Banco do Brasil-PREVI;
Fundo de Investimentos em Ações Alvorada (FIA Alvorada), which holds investments of **Fundação dos Economizários Federais (Funcef)** and of the **funds in which Funcef is the sole unit holder;**

BB Ações Energia FI;	BB Brasil Ações Dividendos FI;
BB Cap Ações FI;	BB Cap Ibovespa Indexado FIA;
BB Eco Golg FIA;	BB Funpresp FI MM;
BB Nictheroy FI;	BB Previdencia Ações FI;
BB Top Ações Índice Sustentabilidade Empresarial FIA;	BB Sebraeprev FI MM;
BB Teresina FI MM;	BB Terra do Sol FI MM;
BB Top Ações Dividendos FI;	BB Top Ações Ibovespa Indexado FI;
BB Top Ações Ibovespa Ativo FI;	BB Top Ações IBRX Indexado FI;
BB Previdenciário Ações Governança FI;	BB Top de Ações Dividendos Ativo FI;
BB Top Multi Balanceado FI LP	Brasilprev Top A FIA;
Brasilprev Top Ações Dividendos FI; and	Telos IDIV FIA.

There being no further business, the Chair opened the meeting to the floor, and since no one wished to speak, ordered the meeting suspended for the time necessary for the writing of the 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.