

COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

CNPJ 17.155.730/0001-64 – NIRE 31300040127

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD ON DECEMBER 2, 2014

At 11 a.m. on December 2, 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 Mrs. Renata Couto Silva de Faria, for the Office of the General Attorney of the State of Minas Gerais, in accordance with the current legislation.

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 **Letícia 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, asking me to read the convocation notice, published on November 14, 15 and 18 of this year, in the newspapers *Minas Gerais*, official publication of the Powers of the State, on pages 37, 112 and 30, respectively, and *O Tempo*, on pages 22, 34 and 32, 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 December 2, 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:

- **Authorization** to exceed, in 2014, the limit specified in Sub-clause ‘d’ of § 7 of Clause 11 of the Company’s by-laws – specifically:
 - **to authorize** that the consolidated amount of funds allocated to capital investment and acquisition of any assets in the business year be less than or equal to 84.6% of Ebitda (profit before interest, taxes, depreciation and amortization).

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 November 28, 2014, proofs of ownership of the shares, issued by a depositary 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, November 7, 2014

Djalma Bastos de Moraes
Vice-Chair of the Board of Directors”

The Chair then asked the Secretary to read the Proposal by the Board of Directors, which deals with the agenda. The contents of that document is as follows:

**“PROPOSAL
BY THE BOARD OF DIRECTORS
TO THE
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 2, 2014**

Dear Stockholders:

The Board of Directors of Companhia Energética de Minas Gerais – Cemig,

– *whereas:*

- a) In its management of the Company and in the exercise of the right to vote in the wholly-owned subsidiaries, subsidiaries, affiliated companies and consortia, the Board of Directors and the Executive Board shall at all times faithfully comply with certain targets, which include the following, set out in Clause 11, § 7 of the Company’s by-laws:
 - to keep the Company’s consolidated indebtedness equal to or less than 2 (two) times the Company’s Ebitda (earnings before interest, taxes, depreciation and amortization);
 - to keep the consolidated ratio of (Net debt) / (Net debt + Stockholders’ equity) within a maximum limit of 40% (forty per cent); and
 - to limit the consolidated amount of funds destined to capital expenditure and the acquisition of any assets, in each business year, to a maximum of 40% (forty per cent) of the Company’s Ebitda (Earnings before interest, taxes, depreciation and amortization);

- b) the budget for 2014, as approved by the Board of Directors over the course of the year, has been impacted by greater than planned investments and expenses, and also as a result of raising of funding to meet the Company's cash requirements;
- c) the Company's present cash flow projections indicate that in 2014 the ratio (Consolidated funds allocated to capital investment and acquisition of any assets in each business year) / Ebitda (profit before interest, taxes, depreciation and amortization) will be 84.6%;
- d) under Clause 11, § 9 of the by-laws, targets for indicators may be exceeded for reasons related to temporarily prevailing conditions, upon prior justification by grounds and specific approval by the Board of Directors, up to the following limits
 - Consolidated indebtedness to be less than or equal to 2.5 times Ebitda (profit before interest, taxes, depreciation and amortization); and
 - Consolidated Net debt not to exceed 50% of (Net debt + Stockholders' equity);
 - and above these limits, including the case of limitation of (Consolidated funds allocated to capital investment and acquisition of any assets) to 40% of Ebitda (profit before interest, taxes, depreciation and amortization), the targets may be exceeded upon prior justification with grounds and specific approval by the stockholders in a General Meeting of Stockholders;

– now proposes to you:

- **Authorization** for the Company to exceed, in 2014, the limit specified in Sub-clause 'd' of § 7 of Clause 11 of the Company's by-laws – specifically:
 - **to authorize** that the consolidated amount of funds allocated to capital investment and acquisition of any assets in the business year be less than or equal to 84.6% of Ebitda (profit before interest, taxes, depreciation and amortization).

As can be seen, the objective of this proposal is to meet legitimate interests of the stockholders and of the Company, and as a result it is the hope of the Board of Directors that it will be approved by the Stockholders.

Belo Horizonte, November 7, 2014

Djalma Bastos de Morais	Arcângelo Eustáquio Torres Queiroz	Eduardo Borges de Andrade
Guy Maria Villela Paschoal	João Camilo Penna	Joaquim Francisco de Castro Neto
José Pais Rangel	Saulo Alves Pereira Junior	Tadeu Barreto Guimarães
Wando Pereira Borges	Bruno Magalhães Menicucci	Luiz Augusto de Barros
Marina Rosenthal Rocha	Newton Brandão Ferraz Ramos	Paulo Sérgio Machado Ribeiro

The above proposal was put to debate, and subsequently to a vote, and was approved by a majority.

There being no further business, the Chair opened the meeting to the floor, and since no-one wished to make any statement, 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, declared the meeting closed.

For the record, I, Anamaria Pugedo Frade Barros, Secretary, wrote these minutes and sign them together with all those present.