



# COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG

CNPJ 17.155.730/0001-64 – NIRE 31300040127

## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD ON FEBRUARY 28, 2018

On the twenty-eighth day of February, two thousand eighteen, at 3 p.m. at the Company's head office, Av. Barbacena 1200, 21<sup>st</sup> Floor, Santo Agostinho, Belo Horizonte, Minas Gerais, Brazil, 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, 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 Ms. Ana Paula Muggler Rodarte, Procurator of the State of Minas Gerais, for the office of the Advocate-general of the State, as per the 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, and 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 **Luciano de Araújo Ferraz**, representative of the stockholder **Carlos Henrique Cordeiro Finholdt**, 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, that is to say, by 334,388,347 vote.

The Chair then declared the Meeting open and invited me, **Anamaria Pugedo Frade Barros**, a stockholder, to be Secretary of the meeting, recognizing the presence of Mr. Marcos Túlio de Melo, member of the Audit Board.

The Chair then asked me to read the convocation notice, published on January 26, 27 and 30 of this year, in *Minas Gerais*, official publication of the Powers of the State, on pages 65, 40 and 79, respectively, and in the newspaper *O Tempo*, on January 26, 27 and 28, on pages 33, 18 and 12, respectively.

The content of the convocation notice is as follows:

### “ COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

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 February 28, 2018 at 3 p.m., at the company's head office, Av. Barbacena 1200, 21<sup>st</sup> floor, Belo Horizonte, Minas Gerais, Brazil, to decide on the following:

- 1 Approval and authorization for signature of a Protocol of Absorption and Justification, with Cemig Telecomunicações S.A. – CemigTelecom, which will set out the terms and conditions to govern the absorption of CemigTelecom by Cemig.
- 2 Ratification of the nomination of the three experts to provide a valuation, for the purposes of Article 8 of Law 6404/1976, of the Net equity of CemigTelecom.
- 3 Approval of the Valuation Opinion valuing the Net equity of CemigTelecom, at book value, as per the previous item.
- 4 Authorization for Cemig to absorb CemigTelecom, and subsequent extinction of CemigTelecom.
- 5 Authorization for Cemig to be the successor of CemigTelecom, in all its rights and obligations, for all purposes of law and otherwise.
- 6 Authorization for transfer to Cemig, by absorption, of all the establishments, tangible and intangible assets and goods, inventories, real estate property, credits, assets, rights, employees, stockholdings, contracts, obligations, liabilities, tax books and tax invoices, controls, records, accounting, documents, systems and information of CemigTelecom, including its shares in Ativas Data Center S.A. (Ativas), which constitute 19.6% of the share capital of Ativas, and the contracts related to this stockholding interest.

Proxy votes

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, and of the sole paragraph of Clause 9 of the Company's by-laws, by exhibiting at the time, or depositing, preferably by February 26, 2018, 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 Office (*Superintendência da Secretaria Geral*) at Av. Av. Barbacena 1200 – 19th Floor, B1 Wing, Belo Horizonte, Minas Gerais, Brazil.

Belo Horizonte, January 12, 2018 - José Afonso Bicalho Beltrão da Silva - Chair of the Board of Directors ”

The representative of the stockholder **The State of Minas Gerais** stated that the Office of the General Attorney of the State, as formal representative of the controlling stockholder, would make a statement of position to this Meeting in the terms of Official Letter OF.SEF.GAB.SEC nº 144/2018 and Technical Note 4/SEF/DCSG/2018, and immediately make a copy of those documents available.

The Chair then asked the Secretary to read the Proposal by the Board of Directors, which deals with 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  
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS  
TO BE HELD ON FEBRUARY 28, 2018**

Dear Stockholders:

**The Board of Directors of the Company proposes to you as follows:**

- 1 Approval and authorization for signature of a Protocol of Absorption and Justification, with Cemig Telecomunicações S.A. – CemigTelecom, which will set out the terms and conditions to govern the absorption of CemigTelecom by Cemig.
- 2 Ratification, since this is a case of absorption of a wholly-owned subsidiary, of the appointment of the three expert witness analysts,  
Mr. Flávio de Almeida Araújo, CRC/MG 86.861,  
Mr. Francisco do Couto, CRC/MG 58.343,  
and Mr. Leonardo George de Magalhães, CRC/MG 53.140,  
to provide a valuation, under and for the purposes of Article 8 of Law 6404/1976, of the Stockholders' equity of CemigTelecom.
- 3 Approval of the Valuation Opinion valuing the Net equity of CemigTelecom, at book value, prepared by three expert witnesses, under and for the purposes of Article 8 of Law 6404/1976.
- 4 Authorization for absorption of CemigTelecom by Cemig and subsequent extinction of CemigTelecom.
- 5 Authorization for Cemig to be the successor of CemigTelecom, in all its rights and obligations, for all purposes of law and otherwise.
- 6 Authorization for the transfer to Cemig, by absorption, of all the establishments, tangible and intangible assets and goods, inventories, real estate property, credits, assets, rights, employees, stockholdings, contracts, obligations, liabilities, tax books and tax invoices, controls, records, accounting, documents, systems and information of CemigTelecom, including its shares in Ativas Data Center S.A. (Ativas), which constitute 19.6% of the share capital of Ativas, and the contracts related to this stockholding interest.

The matters subject of this General Meeting reflect the Protocol of Absorption and Justification referred to above.

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, January 12, 2018

José Afonso Bicalho Beltrão da Silva  
Marco Antônio de Rezende Teixeira  
Bernardo Afonso Salomão de Alvarenga  
Antônio Dirceu Araújo Xavier  
Arcângelo Eustáquio Torres Queiroz  
Arlindo Magno de Oliveira  
Carlos Eduardo Lessa Brandão  
Daniel Alves Ferreira ”

Helvécio Miranda Magalhães Junior  
Hermes Jorge Chipp  
José Pais Rangel  
Marcelo Gasparino da Silva  
Marco Antônio Soares da Cunha Castello Branco  
Nelson José Hubner Moreira  
Patrícia Gracindo Marques de Assis Bentes

