

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 21, 2011 at 3 p.m. at the company's head office, Av. Barbacena 1200, 21st floor, Belo Horizonte, Minas Gerais, Brazil to decide on the following matters:

- 1 – Changes the Company's Bylaws, to:
 - I Alter the drafting of Sub-item X of Clause 22, to change the attributes of the Chief Counsel.
 - II Alter the drafting of Sub-item XI of Clause 22, to change the attributes of the Chief Officer for Institutional Relations and Communication.
 - III Due to the new Level 1 Differentiated Corporate Governance Practice Regulations of the BM&FBovespa Stock, Commodities and Futures Exchange: to insert a third Paragraph into Clause 1; to change the head paragraph of Clause 12 and to add to it Paragraphs 5 and 6; and to change the drafting of Paragraph 1 of Clause 18.
 - IV Change the wording of Subclause "c" of Clause 17, to improve the drafting, to provide it with greater clarity and scope, in accordance with the principle of transparency in corporate governance.
 - V Change the wording of Paragraph 1 of Clause 17, to improve the drafting, relating to delegation of powers by the Board of Directors to the Executive Board in relation to signature of contracts and other legal transactions with related parties.
- 2 – Orientation of vote, by the representatives of Cemig at the Extraordinary General Meeting of Stockholders of Cemig Distribuição S.A. ("Cemig D") and at the Extraordinary General Meeting of Stockholders of Cemig Geração e Transmissão S.A. ("Cemig GT"), to be held on the same date as the Extraordinary General Meeting of Stockholders of Cemig, in favor of changes in the Bylaws of those Companies.
- 3 – Change in the composition of the Board of Directors, as a result of resignations.
- 4 – Orientation of vote, by the representatives of Cemig in the Extraordinary General Meetings of Stockholders of Cemig D and Cemig GT to be held on the same day as Cemig holds its EGM to consider alteration of the composition of its Board of Directors, on changes in the composition of the Boards of Directors of those Companies, if there is a change in the composition of the Board of Directors of Cemig.

Under Article 3 of CVM Instruction 165 of December 11, 1991, adoption of the multiple voting system for election of members of the company's Board requires the vote of stockholders representing a minimum percentage of 5% (five per cent) of the voting stock.

Any stockholder who wishes to be represented by proxy at the said General Meeting of Stockholders should obey the terms of Article 126 of Law 6406/76, as amended, and the sole paragraph of Clause 9 of the Company's Bylaws, depositing, preferably by December 19, 2011, 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 at Av. Barbacena 1200, 19th floor, B1 Wing, Belo Horizonte, Minas Gerais, or showing them at the time of the meeting.

Belo Horizonte, November 18, 2011

Dorothea Fonseca Furquim Werneck
Chair of the Board of Directors

PROPOSAL BY THE BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 21, 2011.

Dear Stockholders:

The Board of Directors of Companhia Energética de Minas Gerais (Cemig),

– whereas:

- a) on December 22, 2010 an Extraordinary General Meeting of Stockholders modified the Company's Bylaws for the purpose, among others, of creating the Office of the Chief Counsel, with the following attributions:
 - “ a) to coordinate, execute and control the matters of the legal area;
 - b) to support the other areas of the Company, including, when requested, wholly-owned subsidiaries, affiliates and other subsidiaries, in relation to legal and juridical aspects;
 - c) to manage the administrative and Court proceedings in which the Company is a party and, periodically or when requested, to inform the Executive Board and the Board of Directors on the procedural and legal strategy adopted, and also the progress and situation of such proceedings.”;
- b) the growing number of the subsidiaries of the Cemig Group indicates the need for a wide-ranging activity by the Office of the Chief Counsel, so as to meet the needs of and ensure uniform treatment of the legal orientations of the companies, and appropriate defense of their interests in Court and otherwise;
- c) the activity of the Chief Counsel's Office on a corporate basis will provide better synergy for the legal services of the companies, and consequent gains in efficiency in meeting their legal needs, making it possible to reduce the costs of these services;
- d) on January 20, 2011 an Extraordinary General Meeting of Stockholders changed the Company's Bylaws so as, among other alterations, to create the Office of the Chief Institutional Relations and Communication Officer;
- e) the growing number of subsidiaries of the Cemig Group indicates the need for a wide-ranging activity by the Office of the Chief Institutional Relations and Communication Officer, providing a better synergy of the companies' services, with consequent gains in efficiency in providing for their needs;
- f) on October 15, 2011 the company signed the Contract to Adopt the Level 1 Differentiated Corporate Governance Practices of the BM&FBovespa, subscribing to the Level 1 Differentiated Corporate Governance Practice Regulations of BM&FBovespa S.A. – the Stock, Commodities and Futures Exchange;
- g) on March 21, 2011 the Brazilian Securities Commission (*Comissão de Valores Mobiliários – CVM*) approved, without reservations, the new Level 1 Corporate Governance Listing Regulations of the BM&FBovespa, reflecting the changes that had been approved in the process of a restricted public hearing for the listed companies in this segment, concluded in 2010;
- h) on April 7, 2011 the Company received BM&FBovespa Official Circular 018/2011 giving notice that the new Level 1 Corporate Governance Listing Regulations of the BM&FBovespa, and the related Sanctions Regulations, would come into effect on May 10, 2011, and giving notice of the measures to be taken by the listed companies in these segments to adapt to the changes in those Regulations;
- i) under the new Level 1 Corporate Governance Listing Regulations of the BM&FBovespa, authorization for trading of securities in this segment will be granted only if the Company meets certain requirements,

including adaptation of its Bylaws to the following minimum clauses published by the BM&FBovespa:

- with the Company’s admission to the special listing segment named Level 1 Corporate Governance of the BM&FBovespa, the Company, its stockholders, managers and members of the Audit Board (when installed), shall be subject to the provisions of the Level 1 Corporate Governance Listing Regulations of the BM&FBovespa (“the Level 1 Regulations”);
 - the Members of Boards shall be elected by the General Meeting of Stockholders, with a unified period of office of two years, re-election being permitted;
 - the posts of Chairman of the Board of Directors and of Chief Executive Officer or principal executive of the Company may not be held by the same person; and
 - no member of the Board of Directors or of the Executive Board may take office unless he/she has previously signed the Manager’s Acceptance Undertaking as specified in the Level 1 Regulations, and is also compliant with the applicable legal requirements;
- j) the minimum clauses must be inserted in the Company’s Bylaws, by the earlier of: (i) the date of the first Extraordinary General Meeting to be held after 90 (ninety) days from the date (May 10, 2011) on which the new Regulations came into effect; or (ii) the date of the General Meeting of the Company that approves the financial statements for the 2011 business year; on pain of the controlling stockholder, the State of Minas Gerais, being obliged to pay a fine of a minimum of R\$ 50,000.00 (fifty thousand Reais) and a maximum of R\$ 100,000.00 (one hundred thousand Reais);
- k) delegation of powers to the Executive Board to sign contracts for sale of electricity and provision of distribution and transmission services has the purpose of providing more speed in the processes of commerce, avoiding a loss of competitiveness in the market due to internal procedures;
- l) there is a need to improve the drafting on the possibility of delegation of powers by the Board of Directors to the Executive Board in relation to signing of the legal instruments referred to in sub-clause “k”, above, between related parties;
- m) improving the drafting of sub-clause “c” of the head paragraph of Clause 17 of the Bylaws, to give it greater clarity and scope, in accordance with the principle of transparency in Corporate Governance, is opportune;
- n) an Extraordinary General Meeting of Stockholders of Cemig will be held for, among other subjects, the purpose of improving the drafting of § 1 of Clause 17, and consequently there will be a need for improvement of the drafting of § 2 of Clause 12 of the Bylaws of Cemig Distribuição S.A. (“Cemig D”) and Cemig Geração e Transmissão S.A. (“Cemig GT”), relating to the possibility of the Board of Directors, by specific resolutions, delegating to the Executive Board the competency to authorize the signing of contracts for sale of electricity and provision of distribution and transmission services;
- o) an Extraordinary General Meeting of Stockholders of Cemig will be held, to change the composition of the Board of Directors, as a result of resignations;
- p) Article 11, § 1 of the Bylaws of Cemig, states:
“Clause 11 - ...
§1 The structure and composition of the Board of Directors and the Executive Board of the Company shall be identical in the wholly-owned subsidiaries Cemig Distribuição S.A and Cemig Geração e Transmissão S.A., with the exception that only the wholly-owned subsidiary Cemig Distribuição S.A. shall have a Chief Distribution and Sales Officer, and only the wholly-owned subsidiary Cemig Geração e Transmissão S.A. shall have a Chief Generation and Transmission Officer”;

- q) the sole sub-paragraph of Clause 8 of the Bylaws of both Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A. states:
“§ 1 The members of the Board of Directors must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig.”;
- r) Cemig Geração e Transmissão S.A. and Cemig Distribuição S.A. are wholly-owned subsidiaries of Companhia Energética de Minas Gerais, and will hold Extraordinary General Meetings of Stockholders for changes in the Bylaws on the same date on which Cemig makes any changes to its Bylaws;
- s) Clause 21, § 4 sub-Clause “g”, of the Bylaws 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 Implement Plan;”

– now proposes to you the following:

1) Changes to the Bylaws, to:

- I) alter the drafting of Sub-item X of Clause 22, to change the attributes of the Chief Counsel to the following:

“Clause 22...

X- To the Chief Counsel:

- a) to coordinate the legal activities of the Company, and of its wholly-owned and other subsidiaries, in accordance with Article 116, sub-Clauses “a” and “b”, of Law 6404/1976, comprising:
- organization and supervision of the legal services of the companies in the areas of litigation and consultation, in all the areas of law;
 - establishment of directive guidelines, issuance of legal orientations and preventive activity in legal matters in the interest of the Companies, adoption of measures aiming for integration and synergy of the legal areas of the Companies;
 - promotion of the defense of the interests of the companies in the Courts and in the administrative sphere; and
 - decision on strategies in law and in cases to be adopted by the companies;
- b) to support the other areas of the Company, and of its wholly-owned and other subsidiaries, in accordance with Article 116, sub-Clauses “a” and “b”, of Law 6404/1976, in legal and juridical matters;
- c) to propose and implement the directive guidelines for contracting of external legal services, coordinating and supervising their execution; and
- d) to coordinate the information relating to the Company’s legal actions, proceedings in the administrative sphere and services of legal consultancy; and of those of the Company’s wholly-owned and other subsidiaries, in accordance with Article 116, sub-Clauses “a” and “b”, of Law 6404/1976; and periodically or when requested, to inform the Executive Board and the Board of Directors on the strategy adopted in terms of proceedings and law, and development of such proceedings.”;

- II) alter the drafting of Sub-item XI of Clause 22, to change the attributes of the Chief Institutional Relations and Communication Officer to the following:

“Clause 22- ...

XI – To the Chief Institutional Relations and Communication Officer:

- a) to coordinate the representation of the Company and of its wholly-owned subsidiaries within the scope of its regulatory attributions in relations with the regulatory agencies, the Mining and Energy Ministry, and forums and associations of the sector;
- b) to coordinate the institutional relationships of the Company and of its wholly-owned subsidiaries, including the principal forums of legislation and development of public policies associated with the electricity sector;
- c) to coordinate the processes of inspection, and notices, originating from the regulatory agencies related to the Company and its wholly-owned subsidiaries, jointly with the Chief Officers’ Departments involved;
- d) to coordinate, based on the Company’s Strategic Planning, the disclosure of institutional and corporate information on and about the Company and its wholly-owned subsidiaries;
- e) to coordinate the accompaniment of proposals for legislation and regulations, and also the statements of position of the Company and its wholly-owned subsidiaries, jointly with the Chief Officer’s Departments involved;
- f) to coordinate analysis and preparation of regulatory scenarios, ensuring that the impacts on the business of the Company’s wholly-owned subsidiaries are evaluated, so as to provide supporting input for the Company’s strategic corporate planning;
- g) to coordinate and align the corporate communication actions of the Company and of its wholly-owned subsidiaries to preserve the Company’s culture and values in relations with stockholders, employees, communities, clients, suppliers, government and opinion-formers, also ensuring alignment with the Company’s Strategic Plan;
- h) to coordinate the corporate communication efforts and actions of the Company and of its wholly-owned subsidiaries, aiming to maintain and strengthen the brand and sustain the addition of value in the relationships with the Company’s significant publics in such a way as to ensure a strong and positive reputation;
- i) to coordinate decisions and implementation of the use of the brands of the Company and of its wholly-owned subsidiaries, to guarantee the value and strengthening of the Company;
- j) to coordinate actions in relation to preservation of the *Memory Project* of the Company and of its wholly-owned subsidiaries, making continuous efforts on behalf of the physical collections of the Company and of its wholly-owned subsidiaries;
- k) to coordinate the control and disclosure of institutional and corporate information;
- l) to coordinate, in accordance with the directives established by the Board of Directors, the use of funds for cultural projects, especially those of social responsibility, with funds under incentive laws; and
- m) to coordinate the disclosure of programs for energy efficiency and other programs directed to needy communities”;

- III As a result of the new Level 1 Differentiated Corporate Governance Practice Regulations of the BM&FBovespa Stock, Commodities and Futures Exchange:

- a) to insert a Paragraph Three in Clause 1, with the following drafting:

“Clause 1- ...

- § 3 Since the Company trades securities in the special listing segment referred to as Level 1 Corporate Governance of the BM&FBovespa Stock, Commodities and Futures Exchange, the Company, its stockholders, Managers and members of its Audit Board are subject to the provisions of the BM&FBovespa Level 1 Differentiated Corporate Governance Practice Regulations.”;

b) to change the drafting of the head paragraph of Clause 12 and to insert in it Paragraphs 5 and 6, as follows:

“Clause 12 The Company’s Board of Directors shall be made up of 14 (fourteen) members and an equal number of substitute members. One of the members shall be its Chairman and another its Vice-Chairman, 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.

...
§ 5 The posts of Chairman of the Board of Directors and Chief Executive Officer of the Company may not be held by the same person.

§ 6 The members of the Board of Directors shall not take office unless they have previously signed the Managers’ Consent Undertaking, as specified in the Level 1 Regulations of the BM&FBovespa, and are also compliant with the applicable legal requirements.”

c) to change the drafting of Paragraph 1 of Clause 18, to the following:

“Clause 18- ...

§ 1 The period of office of the Executive Officers shall be 3 (three) years, and re-election is permitted. The Executive Officers shall remain in their posts until their duly elected successors take office. No member of the Executive Board may take office without previously signing the Managers’ Consent Undertaking, as specified in the Level 1 Regulations, and being compliant with the applicable legal requirements.”;

IV) to change the wording of sub-Clause “c” of the head paragraph of Clause 17, to improve the drafting, to the following:

“Clause 17- ...

- c) to decide, prior to the Company entering into them, on contracts and other legal transactions between the Company and related parties, that is to say when the party:
- (a) is related to the Company directly or indirectly through one or more intermediary entities, when the party:
 - (i) controls, is controlled by, or is under common control of the entity (such term to include parent companies and subsidiaries);
 - (ii) has an interest in the entity that confers upon it significant influence over the entity; or
 - (iii) has joint control over the entity;
 - (b) is an affiliated company of the entity;
 - (c) is a joint venture in which the entity is an investor;
 - (d) is a member of the key management personnel of the entity or of its parent entity;
 - (e) is a close family relation of any person referred to in sub-items “a” or “d”;
 - (f) is an entity controlled by, subject to the joint control of, or significantly influenced by, or in which the significant voting power in that entity directly or indirectly resides in any of the persons referred to in sub-clauses (d) or (e); or
 - (g) is a post-employment benefit plan for the benefit of the employees of the entity, or of any entity which is a related party of that entity;”

and,

V) to change the drafting of the first Paragraph of Clause 17, to improve it, to the following:

“Clause 17- ...

§ 1 The Board of Directors, in accordance with the legislation and by specific resolutions, may delegate to the Executive Board the power to authorize entering into contracts for sales of electricity or for provision of distribution or transmission services, including those between related parties.”

- 2) Authorization for the representatives of Cemig, at the Extraordinary General Meetings of Stockholders of Cemig D and Cemig GT to be held on the same date as the Extraordinary General Meeting of Stockholders of Cemig for changes in the Bylaws, to vote in favor of the changes in the Bylaws of those Companies.
- 3) Authorization for the representatives of Cemig at the Extraordinary General Meetings of Stockholders of Cemig D and Cemig GT to be held on the same date as the Extraordinary General Meeting of Stockholders of Cemig for alteration of the composition of its Board of Directors, to vote in favor of the alteration of the composition of the Boards of Directors of those Companies, if there is a change in the composition of the Board of Directors of Cemig.

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 you, the stockholders, will approve it.

Belo Horizonte, November 18, 2011

Dorothea Fonseca Furquim Werneck – Chair

Maria Estela Kubitschek Lopes – Member

Djalma Bastos de Moraes – Vice-Chairman

Paulo Roberto Reckziegel Guedes – Member

Antônio Adriano Silva – Member

Saulo Alves Pereira Junior – Member

Arcângelo Eustáquio Torres Queiroz – Member

Adriano Magalhães Chaves – Member

Francelino Pereira dos Santos – Member

Paulo Márcio de Oliveira Monteiro – Member

Guy Maria Villela Paschoal – Member

Renato Torres de Faria – Member

João Camilo Penna – Member

Appendix 1

Copy of the Bylaws of Cemig, with the proposed changes highlighted

COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

BYLAWS

CHAPTER I

Name, constitution, objects, head office and duration

- Clause 1 Companhia Energética de Minas Gerais – Cemig, constituted on May 22, 1952 as a corporation with mixed private and public sector stockholdings, is governed by these Bylaws and by the applicable legislation, and its objects are: to build, operate and commercially operate systems of generation, transmission, distribution and sale of electricity, and related services; to operate in the various fields of energy, from whatever source, with a view to economic and commercial operation; to provide consultancy services within its field of operation to companies in and outside Brazil; and to carry out activities directly or indirectly related to its objects, including the development and commercial operation of telecommunication and information systems.
- §1 The activities specified in this Clause may be exercised directly by Cemig or, as intermediary, by companies constituted by it or in which it may hold a majority or minority stockholding interest, upon decision by the Board of Directors, under State Laws 828 of December 14, 1951, 8655 of September 18, 1984, 15290 of August 4, 2004 and 1695 of January 2010.
- §2 No subsidiary of Cemig, wholly-owned or otherwise, may take any action which might affect the condition of the State of Minas Gerais as controlling stockholder of the Company, in the terms of the Constitution of the State of Minas Gerais and the legislation from time to time in force.
- § 3 Since the Company trades securities in the special listing segment referred to as Level 1 Corporate Governance of the BM&FBovespa Stock, Commodities and Futures Exchange, the Company, its stockholders, Managers and members of its Audit Board are subject to the provisions of the BM&FBovespa Level 1 Differentiated Corporate Governance Practice Regulations.
- Clause 2 The Company shall have its head office and management in Belo Horizonte, capital city of the state of Minas Gerais, Brazil, and may open offices, representations or any other establishments in or outside Brazil, upon authorization by the Executive Board.
- Clause 3 The Company shall have indeterminate duration.

CHAPTER II Capital and shares

- Clause 4 The Company's Registered Capital is R\$ 3,412,072,910.00 (three billion four hundred and twelve million seventy two thousand nine hundred and ten Reais), represented by:
- a) 298,269,668 (two hundred and ninety eight million two hundred and sixty nine thousand six hundred and sixty eight) nominal common shares each with nominal value of R\$ 5.00;
 - b) 384,144,914 (three hundred and eighty four million one hundred and forty four thousand nine hundred and fourteen) nominal preferred shares each with nominal value of R\$ 5.00.
- §1 The right to vote shall be reserved exclusively for the common shares, and each common share shall have the right to one vote in decisions of the General Meeting of Stockholders.
- Clause 5 The preferred shares shall have right of preference in the event of reimbursement of shares and shall have the right to a minimum annual dividend of the greater of the following amounts:
- a) 10% (ten percent) of their nominal value;
 - b) 3% (three percent) of the value of the stockholders' equity corresponding to the shares.
- Clause 6 The common shares and the preferred shares shall have equal rights to distribution of bonuses and stock dividends.
- §1 Capitalization of monetary adjustment to the value of the registered capital shall require a decision by the General Meeting of Stockholders, but shall be obligatory when the limit specified in Article 297 of Law 6404 of December 15, 1976 is reached.
- Clause 7 In the business years in which the Company does not obtain sufficient profit to pay dividends to its stockholders, the State of Minas Gerais shall guarantee to the shares issued by the Company up to August 5, 2004 and held by individual persons a minimum dividend of 6% (six percent) per year, in accordance with Clause 9 of State Law 828 of December 14, 1951, and State Law 15290 of August 4, 2004.
- Clause 8 The State of Minas Gerais shall at all times obligatorily be the owner of the majority of the shares carrying the right to vote, and the capital subscribed by it shall be paid in in accordance with the legislation from time to time in force. The capital subscribed by other parties, whether individuals or legal entities, shall be paid in as specified by the General Meeting of Stockholders which decides on the subject.
- § 1 The Executive Board may, in order to obey a decision by a General Meeting of Stockholders, suspend the services of transfer and registry of shares, subject to the legislation from time to time in force.
- §2 The stockholders shall have the right of preference in subscription of increases of capital and in the issue of the Company's securities, in accordance with the applicable legislation. There shall, however, be no right of preference when the increase in the registered capital is paid with funds arising from tax incentive systems, subject to the terms of the sole sub-paragraph of Article 172 of Law 6404 of December 15, 1976.

CHAPTER III

The General Meeting of Stockholders

- Clause 9 The General Meeting of Stockholders shall be held, ordinarily, within the first 4 (four) months of the year, for the purposes specified by law, and extraordinarily whenever necessary, and shall be called with minimum advance notice of 15 (fifteen) days, and the relevant provisions of law shall be obeyed in its convocation, opening and decisions.
- §1 Stockholders may be represented in General Meetings of Stockholders in the manner specified in Article 126 of Law 6404, as amended, by showing at the time of the meeting, or by previously depositing at the Company's head office, proof of ownership of the shares, issued by the depositary financial institution, accompanied by the proxy's identity document and a power of attorney with specific powers.
- Clause 10 The ordinary or extraordinary General Meeting of Stockholders shall be chaired by a stockholder elected by the General Meeting from among those present, who shall choose one or more secretaries.

CHAPTER IV

Management of the Company

- Clause 11 The management of the Company shall be exercised by a Board of Directors and an Executive Board.
- §1 The structure and composition of the Board of Directors and the Executive Board of the Company shall be identical in the wholly-owned subsidiaries Cemig Distribuição S.A and Cemig Geração e Transmissão S.A., with the exception that only the wholly-owned subsidiary Cemig Distribuição S.A. shall have a Chief Distribution and Sales Officer, and only the wholly-owned subsidiary Cemig Geração e Transmissão S.A. shall have a Chief Generation and Transmission Officer.
- §2 Appointments to positions on the Boards of Directors of the Company's subsidiary or affiliated companies, the filling of which is the competency of the Company, shall be made as determined by the Board of Directors.
- §3 Positions on the support committees to the Boards of Directors of the subsidiaries and affiliated companies, the filling of which is the competency of the Company, shall be filled by Members of the Boards of the respective subsidiaries or affiliated companies. The Chief Officer for Business Development shall always be appointed as one of the members of such committees, and shall always act in shared activity with the Chief Finance and Investor Relations Officer or any other Chief Officer.
- §4 The Board of Directors and the Executive Board, in the management of the company and of the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., and of the other subsidiaries or affiliates and of the consortia in which they have direct or indirect holdings, shall obey the provisions of the

Company's Long-Term Strategic Plan, especially the dividend policy therein contained, as approved by the Board of Directors.

- §5 The Long-Term Strategic Plan shall contain the long-term strategic planning and fundamentals, and the targets, objectives and results to be pursued and attained by the company and its dividend policy, and shall obey the commitments and requirements specified in § 7 below.
- §6 The Long-Term Strategic Plan shall be revised annually by the Executive Board and approved by the Board of Directors and shall be reflected in all the plans, forecasts, activities, strategies, capital expenditure and expenses of the Company and its subsidiaries and affiliates, and the consortia in which it directly or indirectly participates, including the Company's Multi-year Strategic Implementation Plan and the Annual Budget, which shall be approved by the Board of Directors.
- §7 In the administration of the Company and in the exercise of the right to vote in subsidiaries, affiliated companies and consortia, the Board of Directors and the Executive Board shall faithfully obey and comply with the following targets:
- a) 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);
 - b) to keep the consolidated ratio {Net debt / (Net debt + Stockholders' equity)} equal to or less than 40% (forty per cent);
 - c) to limit the consolidated balance of funds recognized in Current assets, for the purposes of Clause 30 of these Bylaws or otherwise, to the equivalent of a maximum of 5% (five per cent) of the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization);
 - d) to limit the consolidated amount of funds destined to capital expenditure and the acquisition of any assets, in each business year, to the equivalent of a maximum of 40% (forty per cent) of the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization);
 - e) to invest only in distribution, generation and transmission projects which offer real minimum internal rates of return equal to or more than those specified in the Company's Long-Term Strategic Plan, subject to the legal obligations;
 - f) to maintain the expenses of the wholly-owned subsidiary Cemig Distribuição S.A. and of any distribution subsidiary at amounts not greater than the amounts recognized in the tariff adjustments and reviews;
 - g) to maintain the revenues of the wholly-owned subsidiary Cemig Distribuição S.A. and of any subsidiary which operates in distribution at the amounts recognized in the tariff adjustments and reviews.
- §8 The targets specified in §7 above shall be calculated on the consolidated basis, taking into account the Company and its permanent investments in the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., subsidiaries, affiliated companies and consortia.
- §9 The targets established in sub-clauses "a", "b", "c" and "d" of § 7 above may be exceeded for reasons related to temporarily prevailing conditions, upon justification

by grounds and prior specific approval by the Board of Directors, up to the following limits:

- a) the Company's consolidated debt to be less than or equal to 2.5 (two point five) times the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization);
- b) the consolidated ratio {Net debt / (Net debt + Stockholders' equity)} to be limited to 50% (fifty per cent);
- c) the consolidated balance of the funds recognized in Current assets, for the purposes of Clause 30 of these Bylaws or otherwise, to be the equivalent of a maximum of 10% (ten per cent) of the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization); and
- d) the consolidated amount of the funds allocated to capital expenditure and to the acquisition of any assets, only in the business years of 2006 and 2007, to be limited to maximum values of 65% (sixty-five per cent) and 55% (fifty-five per cent), respectively, of the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization).

Section I **The Board of Directors**

- Clause 12 The Company's Board of Directors shall be made up of 14 (fourteen) members and an equal number of substitute members. One of the members shall be its Chairman and another its Vice-Chairman, **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.
- §1 The substitute members shall substitute the respective members of the Board if the latter are absent or impeded from exercising their functions and, in the event of a vacancy, shall do so until the new member takes office.
- §2 The global or individual amounts of the remuneration of the Board of Directors shall be fixed by the General Meeting of Stockholders, in accordance with the legislation from time to time in force.
- §3 The minority holders of common shares, and the holders of preferred shares, each have the right to elect 1 (one) member of the Board of Directors, in a separate vote, in accordance with the law.
- §4 The Boards of Directors of the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A. shall, obligatorily, be made up of the members and substitute members elected to the Board of Directors of the Company.
- §5 The posts of Chairman of the Board of Directors and Chief Executive Officer of the Company may not be held by the same person.**
- § 6 The members of the Board of Directors shall not take office unless they have previously signed the Managers' Consent Undertaking, as specified in the Level 1**

Regulations of the BM&FBovespa, and are also compliant with the applicable legal requirements.

- Clause 13 In the event of a vacancy on the Board of Directors, the first subsequent General Meeting of Stockholders shall elect a new member, for the period of office which was remaining to the previous member.
- §1 In this event, if the previous Board member was elected by a minority, the new member shall be elected by the same minority.
- Clause 14 The Board of Directors shall meet ordinarily once a month, to analyze the results of the Company and its subsidiaries and affiliated companies, and to decide on other matters included on the agenda in accordance with its internal regulations. It shall also meet extraordinarily, on convocation by its Chairman, or its Vice-Chairman, or one-third of its members, or when requested by the Executive Board.
- §1 The meetings of the Board of Directors shall be called by its Chairman or its Vice-Chairman, by written advice sent with 5 (five) business days' notice, containing the agenda to be discussed. Meetings of the Board of Directors called on the basis of urgency may be called by its Chairman without being subject to the above-mentioned period provided that the other members of the Board are unequivocally aware of the convocation.
- §2 Decisions of the Board of Directors shall be taken by the majority of the votes of the Board Members present, and in the event of a tie the Chairman shall have the casting vote.
- Clause 15 The Chairman of the Board of Directors has the competency to grant leave to the Board's members, and the other members of the Board have the competency to grant leave to the Chairman.
- Clause 16 The Chairman and Vice-Chairman of the Board of Directors shall be chosen by their peers, at the first meeting of the Board of Directors that takes place after the election of its members, and the Vice-Chairman shall take the place of the Chairman when the Chairman is absent or impeded from exercising his functions.
- Clause 17 The Board of Directors shall have the following attributions:
- a) to fix the general orientation of the Company's business;
 - b) to elect or dismiss the Executive Officers of the Company, subject to these Bylaws;
 - c) to decide, prior to the Company entering into them, on contracts and other legal transactions between the Company and related parties, that is to say when the party:
 - (a) is related to the Company directly or indirectly through one or more intermediary entities, when the party:
 - (i) controls, is controlled by, or is under common control of the entity (such term to include parent companies and subsidiaries);
 - (ii) has an interest in the entity that confers upon it significant influence over the entity; or
 - (iii) has joint control over the entity;

- (b) is an affiliated company of the entity;
 - (c) is a joint venture in which the entity is an investor;
 - (d) is a member of the key management personnel of the entity or of its parent entity;
 - (e) is a close family relation of any person referred to in sub-items “a” or “d”;
 - (f) is an entity controlled by, subject to the joint control of, or significantly influenced by, or in which the significant voting power in that entity directly or indirectly resides in any of the persons referred to in sub-clauses (d) or (e); or
 - (g) is a post-employment benefit plan for the benefit of the employees of the entity, or of any entity which is a related party of that entity;
- d) to decide, upon a proposal put forward by the Executive Board, on disposal or placement of a charge upon any of the Company’s property, plant or equipment, and on the giving by the Company of any guarantee to any third party of which the individual value is greater than or equal to R\$ 14,000,000.00 (fourteen million Reais);
 - e) to decide, upon a proposal put forward by the Executive Board, on the Company’s investment projects, signing of contracts and other legal transactions, contracting of loans or financings, or the constitution of any obligations in the name of the Company which, individually or jointly, have value of R\$ 14,000,000.00 (fourteen million Reais) or more, including injections of capital into wholly-owned or other subsidiaries or affiliated companies or the consortia in which the Company participates;
 - f) to call the General Meeting of Stockholders;
 - g) to monitor and inspect the management by the Executive Board: the Board of Directors may, at any time, examine the books and papers of the Company, and request information on contracts entered into or in the process of being entered into, and on any other administrative facts or acts which it deems to be of interest to it;
 - h) to give a prior opinion on the report of management and the accounts of the Executive Board of the Company;
 - i) to choose and to dismiss the Company’s auditors, from among companies with international reputation authorized by the Securities Commission (CVM) to audit listed companies;
 - j) to authorize, upon a proposal by the Executive Board, commencement of administrative tender proceedings, and proceedings for dispensation from or non-requirement of tender, and the corresponding contracts, for amounts of R\$ 14,000,000.00 (fourteen million Reais) or more;
 - k) to authorize, upon a proposal put forward by the Executive Board, filing of legal actions, or administrative proceedings, or entering into court or out-of-court settlements, for amounts of R\$ 14,000,000.00 (fourteen million Reais) or more;
 - l) to authorize the issue of securities, in the domestic or external markets, for the raising of funding, in the form of debentures, promissory notes, medium-term notes and other instruments;
 - m) to approve the Company’s Long-Term Strategic Plan, the Multi-year Strategic Implementation Plan, and the Annual Budget, and alterations and revisions to them;

- n) annually, to set the directives and establish the limits, including financial limits, for spending on personnel, including concession of benefits and collective employment agreements, subject to the competency of the General Meeting of Stockholders and the Annual Budget approved;
 - o) to authorize the exercise of the right of preference and stockholders' agreements or voting agreements in wholly-owned or other subsidiaries, affiliated companies and the consortia in which the Company participates, except in the cases of the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., for which the General Meeting of Stockholders has the competency for decision on these matters;
 - p) to approve the declarations of vote in the General Meetings of Stockholders and the orientations for voting in the meetings of the boards of directors of the subsidiaries, affiliated companies and the consortia in which the Company participates, when participation in the capital of other companies or consortia is involved, and the decisions must, in any event and not only in matters relating to participation in the capital of other companies or consortia, obey the provisions of these Bylaws, the Long-term Strategic Plan and the Multi-year Strategic Implementation Plan;
 - q) to approve the constitution of, and participation in the equity capital of, any company, undertaking or consortium;
 - r) to approve the institution of committees, in accordance with its Internal Regulations, and each respective committee shall, prior to the decision by the Board of Directors, give its opinion, which shall not be binding: (i) on the matters over which competence is attributed to it by the Internal Regulations; and (ii) in relation to any matter whenever requested by at least 2/3 (two thirds) of the members of the Board of Directors, and if the quotient of two thirds of the members of the Board of Directors is not a whole number, for the purposes of interpretation of this paragraph the whole number immediately below that number shall be used; and
 - s) to authorize provisions in the Company's accounts, in amounts of R\$ 14,000,000.00 (fourteen million Reais) or more, upon proposal by the Executive Board.
- §1 The Board of Directors, **in accordance with the legislation** and by specific resolutions, may delegate to the Executive Board the power to authorize entering into contracts for sales of electricity or for provision of distribution or transmission services, **including those between related parties.**
- §2 The financial limits for decision by the Board of Directors shall be adjusted, in January of each year, by the IGP-M (General Market Price) inflation index, published by the Getúlio Vargas Foundation.

Section II

The Executive Board

- Clause 18 The Executive Board shall be made up of 11 (eleven) Executive Officers, who may be stockholders, resident in Brazil, elected by the Board of Directors, comprising: Chief Executive Officer; Deputy Chief Executive Officer; Chief Officer for Finance and Investor Relations; Chief Corporate Management Officer; Chief Distribution and Sales Officer; Chief Generation and Transmission Officer; Chief Trading Officer; Chief Business Development Officer; Chief Officer for the Gas Division; Chief Counsel; and Chief Institutional Relations and Communication Officer.
- §1 The period of office of the Executive Officers shall be 3 (three) years, and re-election is permitted. The Executive Officers shall remain in their posts until their duly elected successors take office. No member of the Executive Board may take office without previously signing the Managers' Consent Undertaking, as specified in the Level 1 Regulations, and being compliant with the applicable legal requirements.
- §2 The global or individual amount of the remuneration of the Executive Board, including benefits of any type, shall be fixed by the General Meeting of Stockholders, in accordance with the legislation from time to time in force.
- §3 The Executive Officers shall exercise their positions as full-time occupations in exclusive dedication to the service of the Company. They may at the same time exercise non-remunerated positions in the management of the Company's wholly-owned or other subsidiaries or affiliated companies, at the option of the Board of Directors. They shall, however, obligatorily hold and exercise the corresponding positions in the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A.
- §4 Executive Officers who are not employees shall have the right to an annual period of not more than 30 (thirty) days' remunerated leave. This leave may not be accumulated, and its remuneration shall be augmented by one-third of the monthly remuneration currently in effect. This leave shall be granted to them by the Chief Executive Officer; the leave of the Chief Executive Officer shall be granted by the Board of Directors.
- Clause 19 In the event of absence, leave, resignation or vacancy of the post of the Chief Executive Officer, this post shall be exercised by the Deputy Chief Executive Officer, for whatever period the absence or leave may last, and, in the case of the post being vacant, of prevention of its exercise, or of resignation, until the post is filled by the Board of Directors.
- §1 In the event of absence, leave, resignation or vacancy of the post of any of the other members of the Executive Board, the Executive Board may, by approval of a majority of its members, attribute the exercise of the respective functions to another Executive Officer, for as long as the period of absence or leave – or, in the event of vacancy, the impediment or resignation – lasts, until the post is filled by the Board of Directors.

§2 The Chief Executive Officer or a member of the Executive Board elected in the way described in this clause shall hold the position for the time which remains of the period of office of the Executive Officer who is substituted.

Clause 20 The Executive Board shall meet, ordinarily, at least 2 (two) times per month and, extraordinarily, whenever called by the Chief Executive Officer or by 2 (two) Executive Officers with prior notice of at least 2 (two) days, but this notice shall not be necessary if all the Executive Officers are present. Unless stated to the contrary in the Bylaws, the decisions of the Executive Board shall be taken by a vote of the majority of its members, and in the event of a tie the Chief Executive Officer shall have a casting vote and the Board of Directors must be advised that the casting vote has been used.

Clause 21 The Executive Board is responsible for the current management of the Company's business, subject to the obligation to obey the Long-Term Strategic Plan, the Multi-year Strategic Implementation Plan and the Annual Budget, prepared and approved in accordance with these Bylaws.

§1 The Company's Multi-year Strategic Implementation Plan shall reflect the Company's Long-Term Strategic Plan and contain the plans and projections for a period of 5 (five) business years, and must be updated at least once a year, and shall deal in detail with the following subjects, among others:

- a) the Company's strategies and actions, including any project related to its objects;
- b) new investments and business opportunities, including those of the Company's wholly-owned and other subsidiaries, and affiliated companies, and of the consortia in which it participates;
- c) the amounts to be invested or in any other way contributed from the Company's own funds or funds of third parties; and
- d) the rates of return and profits to be obtained or generated by the Company.

§2 The Company's Annual Budget shall reflect the Company's Multi-year Strategic Implementation Plan and, consequently, the Long-Term Strategic Plan, and must give details of the operational revenue and expenses, the costs and capital expenditure, the cash flow, the amount to be allocated to the payment of dividends, investments of cash from the Company's own funds or funds of third parties, and any other data that the Executive Board considers to be necessary.

§3 The Company's Multi-year Strategic Implementation Plan and the Annual Budget shall be prepared and updated annually, by the end of each business year, to be in effect in the following business year. They shall be prepared in coordination with the Chief Executive Officer and the Chief Finance and Investor Relations Officer, respectively, and, in relation to the affiliates and subsidiaries, jointly with the Chief Business Development Officer, and at all times, in all aspects, with the participation of all the Chief Officers' Departments. The Multi-Year Strategic Implementation Plan and the Annual Budget shall be submitted to examination by the Executive Board and, subsequently, to approval by the Board of Directors.

§4 The following decisions shall require a decision by the Executive Board:

- a) approval of the plan of organization of the Company and issuance of the corresponding rules and any changes to them;
- b) examination, and submission to the Board of Directors, for approval, of the Company's Multi-year Strategic Implementation Plan, and revisions of it, including timetables, amount and allocation of the capital expenditure specified in it;
- c) examination, and submission to the Board of Directors, for approval, of the Annual Budget, which must reflect the Multi-year Strategic Implementation Plan at the time in force, and revisions of it;
- d) decision on reallocation of investments or expenditure specified in the Annual Budget which amount, individually or in aggregate, in a single financial year, to less than R\$ 14,000,000.00 (fourteen million Reais), with consequent re-adaptation of the targets approved, obeying the multi-year Strategic Implementation Plan and the Annual Budget;
- e) approval of disposal of or placement of a charge upon any of the Company's property, plant or equipment, and the giving of guarantees to third parties, in amounts less than R\$ 14,000,000.00 (fourteen million Reais);
- f) authorization of the Company's capital expenditure projects, signing of agreements and legal transactions in general, contracting of loans and financings and the constitution of any obligation in the name of the Company, based on the Annual Budget approved, which individually or in aggregate have values less than R\$ 14,000,000.00 (fourteen million Reais), including injection of capital into wholly-owned or other subsidiaries, affiliated companies, and the consortia in which the Company participates, subject to the provisions of sub-clause 'o' of Sub-item IV of Clause 22;
- 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 Implement Plan;
- h) authorization to start administrative tender proceedings and proceedings for exemption from or non-requirement for tender, and the corresponding contracts, in amounts greater than or equal to R\$ 2,800,000.00 (two million eight hundred thousand Reais) and less than R\$ 14,000,000.00 (fourteen million Reais);
- i) authorization to file legal actions and administrative proceedings, and to enter into Court and out-of-court settlements, for amounts less than R\$ 14,000,000.00 (fourteen million Reais);
- j) authorization of the provisions in the Company's accounts of less than R\$ 14,000,000 (fourteen million Reais), upon proposal from the Chief Officer for Finance, Investor Relations and Financial Control of Holdings;

- k) approval of the nominations of employees to hold management posts in the Company, upon proposal by the Chief Officer concerned, subject to the provisions of sub-clause “h” of sub-item I of Clause 22;
- l) authorization of expenditure on personnel expenses and collective employment agreements, subject to the competency of the General Meeting of Stockholders, the directives and limits approved by the Board of Directors and the Annual Budget approved; and
- m) examination and decision on the contracting of external consultants, when requested by the office of any Chief Officer, subject to the provisions of Clause 17, subclause “j”, and Clause 21, §4, Sub-clause “h”.

§5 Actions necessary for the regular functioning of the Company, entering into contracts, and other legal transactions shall be carried out by the Chief Executive Officer, jointly with one Executive Officer, or with a person holding a valid power of attorney.

§6 Powers of attorney must be granted by the Chief Executive Officer, jointly with an Executive Officer, except for the power described in sub-clause “c” of Sub-item I of Clause 22, for which only the signature of the Chief Executive Officer is required.

§7 The financial limits for decision by the Executive Board shall be adjusted, in January of each year, by the IGP-M (General Market Price) inflation index, published by the Getúlio Vargas Foundation.

Clause 22 Subject to the provisions of the previous clauses, the following are the functions and powers attributed to the members of the Executive Board:

I – To the Chief Executive Officer:

- a) to oversee and direct the work of the Company;
- b) to coordinate the preparation, consolidation and implementation of the Company’s Multi-year Strategic Implementation Plan; in the case of the affiliated companies and jointly-controlled subsidiaries, jointly with the Chief Business Development Officer; and in both cases with the participation of the other Chief Officers of the Company;
- c) to represent the Company in the Courts, on the plaintiff or defendant side;
- d) to sign, jointly with one Chief Officer, documents which bind the Company;
- e) to present the annual report on the Company’s business to the Board of Directors and to the Ordinary General Meeting of Stockholders;
- f) to hire and dismiss employees of the Company;
- g) to manage and direct the activities of internal auditing, the function of the Company’s Ombudsman, the Corporate Executive Office, and strategic planning;
- h) to propose to the Executive Board, for approval, jointly with the Chief Officer to whom the employee is linked, nominations for management positions in the Company; and
- i) to propose the appointments to Management positions and the Audit Boards of the wholly-owned subsidiaries, and of Fundação Forluminas de Seguridade Social – Forluz, after hearing the Chief Finance and Investor Relations Officer, and of the

Company's subsidiaries and affiliated companies and of the consortia in which the Company participates, after hearing the Chief Business Development Officer, except in the case of the wholly-owned subsidiaries Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., for which the provisions of §4 of Clause 12 and §3 of Clause 18 of these Bylaws prevail.

II – To the Deputy Chief Executive Officer:

- a) to substitute the Chief Executive Officer if he is absent, on leave, temporarily impeded from exercising his functions, or has resigned or his post is vacant;
- b) to promote improvement of the Company's social responsibility and sustainability policies;
- c) to set the policies and guidelines for the environment, technological development, alternative energy sources and technical standardization;
- d) to co-ordinate the Company's strategy for operations in relation to social responsibility, the environment, technological processes and strategic management of technology;
- e) to coordinate the putting in place and maintenance of the Company's quality control systems;
- f) to promote the implementation of programs for the Company's technological development; and
- g) to monitor the management of the plans for compliance with the guidelines for the environment, technology and improvement of quality.

III – To the Chief Finance and Investor Relations Officer:

- a) to make available the financial resources necessary for the operation and expansion of the Company, in accordance with an Annual Budget, conducting the processes of contracting of loans and financing, and the related services;
- b) to coordinate the preparation and consolidation of the Company's Annual Budget, in the case of the affiliated companies and jointly-controlled subsidiaries, jointly with the Chief Business Development Officer; and in both cases with the participation of the other Chief Officers of the Company;
- c) to arrange for economic and financial valuation of the Company's capital expenditure investment projects, except those that are the responsibility of the Chief Business Development Officer;
- d) to accompany the economic-financial performance of investment projects, according to targets and results approved by the Executive Board and the Board of Directors;
- e) to carry out the accounting of, and to monitor, the economic-financial transactions of the Company, and of its wholly-owned and other subsidiaries;
- f) to determine the cost of the service and to establish a policy on insurance, as set out in the Company's Multi-year Strategic Implementation Plan;
- g) to prepare the short-, medium- and long-term financial programming in detail, as specified in the Company's Multi-year Strategic Implementation Plan and Annual Budget;

- h) to monitor the Company's registered capital, and to propose to the Executive Board, for decision or for submission to the Board of Directors or the General Meeting of Stockholders, subject to the provisions of these Bylaws, the governance policy in relation to the market, and the dividend policy, of the Company and its subsidiaries, and to suggest the same for the affiliated companies;
- i) to coordinate the preparation and negotiation of the tariffs for supply and distribution of electricity, and the revenues from transmission, with the National Electricity Agency, Aneel;
- j) to be responsible for the provision of information to the investing public, to the Securities Commission (CVM) and to the Brazilian and international stock exchanges and over-the-counter markets, and the corresponding regulation and inspection entities, and to keep the Company's registrations with these institutions updated;
- k) to represent the Company to the CVM, the stock exchanges and other entities of the capital markets;
- l) to arrange for the financial management of the Company and of its wholly-owned and other subsidiaries, and affiliated companies, and of the consortia in which the company participates, within the criteria of good corporate governance and making continual efforts for compliance with their business plans, subject to the provisions of these Bylaws;
- m) to monitor the economic and financial results of the Company's holdings in the subsidiaries and affiliated companies;
- n) to propose to the Executive Board, for approval or submission to the Board of Directors or to the General Meeting of Stockholders, depending on the competency specified in these Bylaws:
 - (i) injections of capital into the wholly-owned subsidiaries; and
 - (ii) jointly with the Chief Business Development Officer, injections of capital, exercise of the right of preference, and signing of voting agreements, in the subsidiaries, in the affiliated companies and in the consortia in which the Company participates;
- o) to take part in the negotiations that involve constitution or alteration of corporate documents of all the companies in which the Company has any equity holding;
- p) to coordinate, jointly with the Chief Business Development Officer, the processes of disposal of stockholding interests held by the Company, subject to the provisions of the legislation and regulations from time to time in force; and
- q) to monitor and evaluate the financial performance of the subsidiaries and affiliates, and of the consortia in which the company participates, and to disseminate it within the Executive Board.

IV – To the Chief Corporate Management Officer:

- a) to ensure the provision of appropriate personnel to the Company;
- b) to decide the Company's human resources policy and to orient and promote its application;

- c) to orient and conduct activities related to organizational studies and their documentation;
- d) to decide, conduct and supervise the Company's telecommunications and information technology policy;
- e) to plan, put in place and maintain the Company's telecommunications and information technology systems;
- f) to decide policies and rules on support services such as transport, administrative communication, and security guards, and on provision of adequate quality in the workplace for the Company's personnel;
- g) to provide the Company with infrastructure and administrative support resources and services;
- h) to coordinate the policies, processes and means of property security, work safety and security guarding approved by the Company;
- i) to carry out the negotiations of collective work agreements, in accordance with the guidelines and limits approved by the Board of Directors, submitting the proposals negotiated for approval by the Executive Board;
- j) to manage the process of contracting of works and services and of acquisition and disposal of materials and real estate property;
- k) to effect quality control of the material acquired and of the qualification of contracted service providers;
- l) to administer and control the stock of material, the separation and recovery of used material, and to carry out sales of excess and unusable material, and scrap;
- m) to arrange for and implement programs to increase, develop and continually improve suppliers of materials and services of interest to the company, alone or in cooperation with other Chief Officers' Departments or development agencies or industry associations, in the ambit of the State of Minas Gerais;
- n) to carry out corporate management and environmental action programs within the scope of this Chief Officer's Department;
- o) to authorize the start of administrative tender proceedings and proceedings for exemption from or non-requirement for tenders, and the corresponding contracts, in amounts up to R\$ 2,800,000.00 (two million eight hundred thousand Reais);
- p) to propose to the Chief Executive Officer, for submission to the Executive Board, for approval, from among the employees of the Company, of Cemig Distribuição S.A. and of Cemig Geração e Transmissão S.A., appointments for the positions of sitting and substitute members of the Integrated Pro-Health Administration Committee;
- q) to propose to the Chief Executive Officer, for submission to the Executive Board for approval, from among the employees of the Company and of the other companies involved in the negotiations, appointments of employees to the Union Negotiation Committee, and also the appointment of its coordinator; and
- r) to present to the Executive Board the assessments received from a leadership succession development program, put in place by the Company, for the purpose of giving the Executive Board input for its decisions on appointments of employees to management posts.

V – To the Chief Distribution and Sales Officer:

- a) to make continuous efforts on behalf of the quality of supply of energy to consumers that are directly linked to the Company's distribution system;
- b) to prepare the planning of the Company's distribution system;
- c) to manage the implementation of the distribution facilities, including preparation and execution of the plan, construction and assembly;
- d) to operate and maintain the electricity distribution system and the associated systems of supervision and remote control;
- e) to manage the Company's work safety policy in the ambit of his/her activities;
- f) to propose and implement the policies for service to consumers served by this Chief Officer's Department;
- g) to develop programs and actions with captive consumers with demand lower than 500kW, with a view to the most efficient use of electricity;
- h) to establish commercial relationships with and coordinate the sale of electricity and services to captive consumers with demand lower than 500 kW;
- i) to carry out environmental programs and actions within the scope of this Chief Officer's Department; and
- j) to represent the Company in the Brazilian Electricity Distributors' Association (Abradee) and with other entities of the distribution sector;
- k) to propose policies and guidelines to ensure the physical security of the distribution facilities, and to manage the asset security of these facilities;
- l) to seek continuous improvement of the processes of operation and maintenance, through the use of new technologies and methods, aiming to improve the quality and reduce the cost of those activities; and
- m) to monitor and evaluate the technical and operational performance of the Company's wholly-owned subsidiaries, and disseminate this information within the Executive Board.

VI – To the Chief Generation and Transmission Officer:

- a) to make continuous efforts on behalf of the quality of supply of electricity to consumers that are directly linked to the transmission system;
- b) to prepare the planning of generation and transmission;
- c) to operate and maintain the generation and transmission systems and the associated systems of supervision and remote control;
- d) to carry out environmental programs and actions within the scope of this Chief Officer's Department;
- e) to develop and conduct such hydro-meteorological activities as are of interest to the Company;
- f) to manage the operations arising from interconnection of the Company's electricity transmission system with those of other companies, and the connection of agents to the Company's basic network;

- g) to represent the Company in relations with the National System Operator (ONS), the Brazilian Electricity Generators' Association (Abrage) and other entities representing the electricity generation and transmission sector;
- h) to manage the Company's central laboratories and workshops;
- i) to coordinate and put in place projects for refurbishment, modernization, improvement, reactivation and de-activation in the generation and transmission facilities;
- j) to propose and implement measures that aim to ensure the connectivity of the various agents of the electricity sector, linked to the Company's transmission system;
- k) to propose and implement the policies and guidelines that aim to ensure the physical security of the generation and transmission facilities, and to manage the industrial safety of those facilities;
- l) to manage and promote the Company's work safety policy within the scope of his/her activities;
- m) to manage and put in place the undertakings for expansion of generation, transmission and co-generation, arranging for planning, construction and assembly, and ensuring the proper physical and financial performance of those undertakings;
- n) to supply technical support to negotiations for making possible the projects for expansion of generation, transmission and co-generation, and to take part in the negotiation of documents of the consortia of entrepreneurs and special-purpose companies; and
- o) to monitor and evaluate the technical and operational performance of the Company's wholly-owned subsidiaries, and disseminate this information within the Executive Board.

VII – To the Chief Trading Officer:

- a) to carry out research, studies and projections on the markets of interest to the Company;
- b) to coordinate the planning and execution of the purchase of electricity to serve the Company's market and the sale of energy from its own generation sources;
- c) to coordinate the purchase and sale of electricity in its different forms and modalities, including importation, exportation and holdings in all the segments of markets specialized in energy;
- d) to coordinate the provision of services of intermediation of business transactions related to the sale of electricity to any authorized agent;
- e) to represent the Company in the Electricity Trading Chamber (CCEE), taking responsibility for the transactions carried out in the ambit of that chamber, and to represent the Company in relations with the other electricity trading entities;
- f) to coordinate the establishment of the prices for purchase and sale of electricity, and to propose them to the Executive Board for approval;
- g) to establish commercial relations with and coordinate the sale of electricity and services to individual consumers, or groups of consumers, served at voltages of

2.3kV or more and contracted demand of 500kW or more, and also business groups;

- h) to identify, measure and manage the risks associated with the trading of electricity;
- i) to negotiate and manage the commercial transactions involved in transport and connection of any party accessing the distribution system;
- j) to negotiate and manage the Contracts for Use of the Transmission System with the National System Operator (ONS) and for connection to the Distribution System with transmission companies;
- k) to manage the trading of the Company's carbon credits, in coordination with the Office of the Chief Business Development Officer; and
- l) to monitor and evaluate the technical and operational performance of the Company's wholly-owned subsidiaries, and disseminate this information within the Executive Board.

VIII – To the Chief Business Development Officer:

- a) to arrange for search, analysis and development of new business of the Company in the areas of generation, transmission and distribution of electricity, and oil and gas, and in other activities directly or indirectly related to the Company's objects;
- b) to arrange for technical, economic-financial, and environmental feasibility studies of new business for the Company, in coordination with the Chief Officers' Departments related to those businesses;
- c) to coordinate negotiations and implement partnerships, consortia, special-purpose companies and other forms of association with public- or private-sector companies necessary for the development of new business, and also the negotiation of contracts and corporate documents of those projects;
- d) to coordinate, jointly with the Chief Executive Officer, the preparation and consolidation of the Company's Multi-Year Strategic Implementation Plan; and with the Chief Finance and Investor Relations Officer, of the Annual Budget in relation to the affiliated companies and subsidiaries;
- e) to coordinate the participation of the Company in tender proceedings for obtaining grant of concessions in all the areas of its operations;
- f) to seek, coordinate, evaluate and structure the opportunities for acquisition of new assets in all the sectors and activities directly or indirectly related to the company's Objects;
- g) to coordinate the Company's participation in the auctions of new business opportunities held by any person or legal entity, under public or private law, including regulatory agencies;
- h) to promote search for and analysis of business opportunities within the company related to the use of carbon credits;
- i) to prepare the planning and the Capital Expenditure Program of new business in all the sectors and activities directly or indirectly related to the Company's Objects;
- j) to represent the Company in relations with the entities for planning of expansion of the electricity sector in its areas of operation;

- k) to accompany, in the Company, the energy planning of Brazil;
- l) to propose to the Executive Board, for approval or submission to the Board of Directors, assumptions for new investments to be made by the Company (IRR, payback, cost of capital, and any other indicators of risk/return that may be necessary);
- m) to propose, jointly with the Chief Finance and Investor Relations Officer, to the Executive Board, for approval or for submission to the Board of Directors or to the General Meeting of Stockholders, depending on the competency specified in these Bylaws, matters relating to injections of capital, exercise of the right of preference and making of voting agreements in the subsidiaries and affiliates and in the consortia in which the company participates;
- n) to coordinate, within the Company, negotiations that involve constitution and alteration of stockholding documents of the subsidiaries and affiliates, and of the consortia in which the Company participates;
- o) to monitor and supervise the management and development of the subsidiaries and affiliates, within the criteria of good governance and making efforts at all times for compliance with their business plans, subject to the provisions of these Bylaws;
- p) to coordinate, jointly with the Chief Finance and Investor Relations Officer, processes of disposal of equity interests held by the Company, subject to the provisions of the legislation and regulations from time to time in force;
- q) to monitor and evaluate the technical-operational performance of the subsidiaries and affiliates and of the consortia in which the company participates, and to disseminate it within the Executive Board;
- r) to represent the Company, in the terms of §3 of Clause 11 of these Bylaws, in the support committees to the Boards of Directors of its subsidiaries and affiliates; and
- s) to coordinate matters relating to new business and the management of the equity holdings of the Company and of its subsidiaries and affiliates, and of the consortia in which the company participates, in interaction with the other Chief Officers of the Company.

IX – To the Chief Officer for the Gas Division:

- a) to coordinate, in the name of the Company and its wholly-owned and other subsidiaries, all the activities related to exploration, acquisition, storage, transport, distribution and sale of oil and gas or oil products and by-products, directly or through third parties;
- b) to propose to the Executive Board guidelines, general rules and plans of operation, prospecting, exploration, acquisition, storage, transport, distribution and sale of activities of the oil and gas business;
- c) to carry out research, analyses and studies of investments and new technologies related to oil and gas and, jointly with the Office of the Chief Business Development Officer, studies and development of business in that sector;
- d) to develop standardized rules for projects in the field of oil and gas;
- e) to propose to the Executive Board a multi-year plan for investments and expenses of Gasmig;

- f) to propose to the Executive Board, jointly with the Chief Finance and Investor Relations Officer and the Chief Business Development Officer, the multi-year plan for investments and expenses of other special-purpose companies associated with the activities of oil and gas;
- g) to consolidate the management of the work safety policies of Gasmig and of other special-purpose companies, in the ambit of the oil and gas activities, in accordance with the general guidelines laid down by the Company, through the Office of the Chief Corporate Management Officer;
- h) to carry out research, studies, analyses and market projections of interest to the Company in the ambit of the oil and gas activities;
- i) to carry out environmental programs and actions within the scope of this Chief Officer's Department; and
- j) to represent the Company in the various entities that bring together the companies of the oil and gas sector.

X – To the Chief Counsel:

- a) to coordinate the legal activities of the Company, and of its wholly-owned and other subsidiaries, in accordance with Article 116, sub-Clauses “a” and “b”, of Law 6404/1976, comprising:
 - organization and supervision of the legal services of the companies in the areas of litigation and consultation, in all the areas of law;
 - establishment of directive guidelines, issuance of legal orientations and preventive activity in legal matters in the interest of the Companies, adoption of measures aiming for integration and synergy of the legal areas of the Companies;
 - promotion of the defense of the interests of the companies in the Courts and in the administrative sphere; and
 - decision on strategies in law and in cases to be adopted by the companies;
- b) to support the other areas of the Company, and of its wholly-owned and other subsidiaries, in accordance with Article 116, sub-Clauses “a” and “b”, of Law 6404/1976, in legal and juridical matters;
- c) to propose and implement the directive guidelines for contracting of external legal services, coordinating and supervising their execution; and
- d) to coordinate the information relating to the Company's legal actions, proceedings in the administrative sphere and services of legal consultancy; and of those of the Company's wholly-owned and other subsidiaries, in accordance with Article 116, sub-Clauses “a” and “b”, of Law 6404/1976; and periodically or when requested, to inform the Executive Board and the Board of Directors on the strategy adopted in terms of proceedings and law, and development of such proceedings.

XI – To the Chief Institutional Relations and Communication Officer:

- a) to coordinate the representation of the Company and of its wholly-owned subsidiaries within the scope of its regulatory attributions in relations with the regulatory agencies, the Mining and Energy Ministry, and forums and associations of the sector;

- b) to coordinate the institutional relationships of the Company and of its wholly-owned subsidiaries, including the principal forums of legislation and development of public policies associated with the electricity sector;
- c) to coordinate the processes of inspection, and notices, originating from the regulatory agencies related to the Company and its wholly-owned subsidiaries, jointly with the Chief Officers' Departments involved;
- d) to coordinate, based on the Company's Strategic Planning, the disclosure of institutional and corporate information on and about the Company and its wholly-owned subsidiaries;
- e) to coordinate the accompaniment of proposals for legislation and regulations, and also the statements of position of the Company and its wholly-owned subsidiaries, jointly with the Chief Officer's Departments involved;
- f) to coordinate analysis and preparation of regulatory scenarios, ensuring that the impacts on the business of the Company's wholly-owned subsidiaries are evaluated, so as to provide supporting input for the Company's strategic corporate planning;
- g) to coordinate and align the corporate communication actions of the Company and of its wholly-owned subsidiaries to preserve the Company's culture and values in relations with stockholders, employees, communities, clients, suppliers, government and opinion-formers, also ensuring alignment with the Company's Strategic Plan;
- h) to coordinate the corporate communication efforts and actions of the Company and of its wholly-owned subsidiaries, aiming to maintain and strengthen the brand and sustain the addition of value in the relationships with the Company's significant publics in such a way as to ensure a strong and positive reputation;
- i) to coordinate decisions and implementation of the use of the brands of the Company and of its wholly-owned subsidiaries, to guarantee the value and strengthening of the Company;
- j) to coordinate actions in relation to preservation of the *Memory Project* of the Company and of its wholly-owned subsidiaries, making continuous efforts on behalf of the physical collections of the Company and of its wholly-owned subsidiaries;
- k) to coordinate the monitoring, control and disclosure of institutional and corporate information;
- l) to coordinate, in accordance with the directives established by the Board of Directors, the use of funds for cultural projects, especially those of social responsibility, with funds under incentive laws; and
- m) to coordinate the disclosure of programs for energy efficiency and other programs directed to needy communities.

§1 The competencies of representation before technical and administrative bodies and associations granted to the Chief Officers under this clause do not exclude the Chief Executive Officer's competency of representation, nor the need for obedience to the provisions in these Bylaws in relation to prior obtaining of authorizations from the management bodies to contract obligations in the name of the Company.

- §2 The competencies to enter into contracts and other legal transactions and for constitution of any obligation in the name of the Company given to the Chief Officers under this Clause do not exclude the competency of the Executive Board and of the Board of Directors, as the case may be, nor the need for obedience to the provisions in these Bylaws in relation to the financial limits and to prior obtaining of authorizations from the management bodies, when required.
- §3 As well as the exercise of the attributions set for them in these Bylaws, each Chief Officer's Department has the competency to ensure the cooperation, assistance and support of the other Chief Officers' Departments in the areas of their respective competencies, with the aim of success in the greater objectives and interests of the Company.
- §4 The projects developed by the Company in the area of the Office of the Chief Business Development Officer, once structured and constituted, must be assumed by the respective Chief Officer's Departments responsible for their construction, execution, operation and sales, as defined in these Bylaws.
- §5 It is the competency of each Chief Officer, within the area of his/her activity, to arrange for the actions necessary for compliance with and effective implementation of the work safety policies approved by the Company.
- §6 The financial limit set by Sub-clause "o" of Item IV of this clause shall be adjusted, in January of each year, by the IGP-M (General Market Price) inflation index, produced by the Getúlio Vargas Foundation.

CHAPTER V **the Audit Board**

- Clause 23 The Company's Audit Board shall function permanently and shall be made up of between 3 (three) and 5 (five) members and their respective substitute members, who shall be elected annually, on the occasion of the Annual General Meeting, and may be re-elected.
- §1 The Audit Board shall elect its Chairman from among its members, and the Chairman shall call and chair the meetings.
- Clause 24 In the event of resignation of the position, death or impediment, a member of the Audit Board shall be replaced by his or her respective substitute, until the new member is elected, and such member shall be chosen by the same party that appointed the substitute.
- Clause 25 The responsibilities and powers of the Audit Board are those set by the Corporate Law, and also, to the extent that they do not conflict with Brazilian legislation, those required by the laws of the country in which the Company's shares are listed and traded, in accordance with its Regulations.
- Clause 26 The remuneration of the members of the Audit Board shall be fixed by the General Meeting of Stockholders which elects it, in accordance with the legislation from time to time in force.

CHAPTER VI The business year

- Clause 27 The business year shall coincide with the calendar year, closing on 31 December of each year, when the Financial Statements shall be prepared, in accordance with the relevant legislation. Financial statements for periods of six months or interim statements for shorter periods may be prepared.
- Clause 28 Before any other sharing of the profit, there shall be deducted from the result for the business year, in this order: retained losses, the provision for income tax, the Social Contribution on Net Profit and the profit shares of the employees and the managers.
- §1 The net profit ascertained in each business year shall be allocated as follows:
- a) 5% (five percent) to the legal reserve, up to the limit specified by law;
 - b) 50% (fifty percent) distributed as obligatory dividends to the stockholders of the Company, subject to the other terms of these Bylaws and the applicable legislation; and
 - c) the balance, after the retention specified in a capital expenditure and/or investment budget prepared by the Company's management, in compliance with the Company's Long-Term Strategic Plan and the dividend policy contained therein and duly approved, shall be applied in the constitution of a profit reserve for the purpose of distribution of extraordinary dividends, in accordance with Clause 30 of these Bylaws, up to the maximum limit specified by Clause 199 of the Corporate Law.
- Clause 29 The dividends shall be distributed in the following order:
- a) the minimum annual dividend guaranteed to the preferred shares;
 - b) the dividend for the common shares, up to a percentage equal to that guaranteed to the preferred shares.
- §1 Once the dividends specified in sub-clauses "a" and "b" of the head paragraph of this clause have been distributed, the preferred shares shall have equality of rights with the common shares in any distribution of additional dividends.
- §2 The Board of Directors may declare interim dividends, in the form of interest on equity, to be paid from retained earnings, profit reserves or profits ascertained in six-monthly or interim financial statements.
- §3 The amounts paid or credited as Interest on Equity, in accordance with the relevant legislation, shall be imputed as on account of the amounts of the obligatory dividend or of the dividend payable under the Bylaws to the preferred shares, being for all purposes of law a part of the amount of the dividends distributed by the Company.
- Clause 30 Without prejudice to the obligatory dividend, every two years, starting from the business year of 2005, or more frequently if the Company's availability of cash so permits, the Company shall use the profit reserve specified in sub-clause "c" of Clause 28 of these Bylaws for the distribution of extraordinary dividends, up to the limit of cash available, as determined by the Board of Directors, in obedience to the Company's Long-Term Strategic Plan and the Dividend Policy contained therein.

- Clause 31 The dividends declared, obligatory or extraordinary, shall be paid in 2 (two) equal installments, the first by June 30 and the second by December 30 of each year, and the Executive Board shall decide the location and processes of payment, subject to these periods.
- §1 Dividends not claimed within a period of 3 (three) years from the date on which they are placed at the disposal of the stockholder shall revert to the benefit of the Company.
- Clause 32 The employees have the right to a share in the profits or results of the Company, upon criteria authorized by the Executive Board based on the guidelines approved by the Board of Directors and limits established by the General Meeting of Stockholders, in accordance with the specific legislation.
- Clause 33 It is the competency of the General Meeting of Stockholders to set, annually, the limits to sharing by the managers in the profits of the Company, subject to the provisions of the sole sub-paragraph of Article 190 of Law 6404 of December 15, 1976.

CHAPTER VII

Liabilities of the Management Officers

- Clause 34 The management officers are liable to the Company and to third parties for the actions which they take in the exercise of their functions, as specified by the law and by these Bylaws.
- Clause 35 The Company guarantees defense of members of the Board of Directors, the Audit Board and the Executive Board in Court and/or administrative proceedings, on the plaintiff or defendant side, during or after their periods of office, occasioned by events or acts related to the exercise of their specific functions which do not violate the provisions of law or of these Bylaws.
- §1 The guarantee given in the head paragraph of this clause extends to employees who legally carry out actions by delegation from the Company's management officers.
- §2 The Company may contract third-party liability insurance to cover the expenses of proceedings, fees of counsel and indemnities arising from the legal or administrative proceedings referred to in the head paragraph of this Clause, upon decision by the Board of Directors.
- §3 Any member of the Board of Directors or the Audit Board, or any Chief Officer or employee against whom a Court judgment subject to no further appeal is given must reimburse the Company all the costs, expenses and losses caused to it.

Appendix 2

Information on the Candidates for Member of the Board of Directors

12.6. Information on the Candidate for Member of the Board of Directors:

Name: *José Augusto Gomes Campos*

Age: *46*

Profession: *Physicist*

CPF: *505.516.396-87*

Date of birth: *December 2, 1964*

Position for which standing: *Substitute Member*

Date of election: *21-12-2011*

Date sworn in: *21-12-2011*

Period of Office: *Until the Annual General Meeting to be held in 2012.*

Other positions or functions held or exercised in the Company: *None.*

Whether or not elected by the State of Minas Gerais. *No.*

12.7. Please supply the information mentioned in item 12.6 in relation to the members of the committees formed under the Bylaws, and also of the audit committee, the risk committee, the finance committee and the remuneration committee, even if such committees or structures are not created by the Bylaws.

12.8. Please supply:

a. Summary CV, containing:

i. Principal professional experience in the last 5 years, indicating:

- **Name of company:**
- **Positions and functions inherent to the position**
- **Principal activity of the company in which such experiences took place, highlighting the companies or organizations that comprise: (i) Cemig companies, or (ii) companies of parties directly or indirectly holding at least 5% of the Common (ON) or preferred (PN) shares in Cemig.**

- *Corporación Quiport S.A. (2006–2008)*

Project Finance Director – reporting to the CEO of the Company, and responsible for development of the relationship between Quiport and its financing lenders: IADB, OPIC, US EXIM and EDC (Canada).

Responsible for the whole of the process of disbursement of the financings, preparation, supervision and sending of all the documents relating to the package of financings, in the amount of US\$376.4 million.

Responsible for the coordination of all the internal activities for compliance with the obligations assumed by Quiport in relation to the lenders, including the periodic inspections by the Lenders' Engineers and the Environmental Experts.

Responsible for the preparation, submission and management of the Company's annual budgets, jointly with the CFO, both to the Lenders and to the Stockholders.

- *Concessionária de Serviços Públicos – Aeroportos*

Stockholding control:

Andrade Gutierrez Concessões – 45.49%

Aecon Concessions (Canada) – 45.49%

Airport Development Corporation (Canada) – 9.00%

Houston Airport System Development Corporation (USA) – 0.02%

- *Andrade Gutierrez Concessões S.A.(2008 –)*

Project Finance Manager (until October 2009), and, subsequently, Projects Development Manager – reporting to the Company's New Business Development Director. Was responsible for the structuring of project financings, and the structuring of new business in the Airports Sector.

Representative of AG Concessões on the Board of Directors of Corporación Quiport S.A., from March 2008.

From May 2008 to March 2010, activities were concentrated on the acquisition of the Project for the Juan Santamaría International Airport of San José, Costa Rica, and also the structuring of a US\$100 million financing with the BID and to OPIC for refinancing of the project..

From July 2009 to February 2011, operated in the process of renegotiation of the concession contract of the New Quito International Airport, being built by the Government of Ecuador (at municipal and federal level), Lenders and stockholders. From July 2010, development of new business in the sector of Ports and Oil and Gas Infrastructure Projects.

- *Empresa Holding de Concessionárias de Serviços Públicos*

Stockholding control:

Andrade Gutierrez Participações – 85.00%

International Finance Corporation (IFC) – 15.00%

- ii. Indication of all the management posts that the person occupies or has occupied in companies registered with the CVM.**

Not applicable.

b. Description of any of the following events that have taken place in the last 5 years:

i. Any criminal conviction:

None.

If yes, describe:

ii. Any guilty judgment in an administrative proceeding of the CVM, and the penalties applied:

None.

If yes, describe:

iii. Any court or administrative judgment against which there is no further appeal which has suspended or disqualified the person from carrying out any professional or commercial activity:

None.

If yes, describe:

12.9. State whether the candidate has a conjugal relationship, stable union or family relationship up to the second degree between:

a) Any other manager/s of Cemig.

None.

If yes, describe the relationship:

b) Manager/s of any company/ies directly or indirectly controlled by Cemig

None.

If yes, describe the relationship and the controlled company:

c) Manager/s of the State of Minas Gerais

None.

If yes, describe:

12.10. State whether, in 2008, 2009 and/or 2010 the candidate had any relationship of subordination with:

a. Any company that was directly or indirectly controlled by Cemig;

None.

If yes, describe the relationship and the company/ies:

b. With the State of Minas Gerais;

None.

If yes, describe the relationship:

c. and, if material, with any supplier, client, debtor or creditor of Cemig, or of any of its subsidiaries, or of the State of Minas Gerais, or of the parent companies or subsidiaries of any of these.

None.

If yes, describe the relationship and the company/ies:

13.5. Number of shares or unit shares directly or indirectly held, in or outside Brazil, by the candidate in Cemig, or any directly or jointly controlled subsidiary/ies, on December 31, 2010.

Does not hold any such shares

If any such shares are held, describe the quantity and type of shares and in which company:

13.14. Indicate the amounts received from Cemig in 2009 and 2010 as remuneration for any reason other than the function of board member or director, such as, for example fees or services of consultancy or advice rendered.

2009 Did not receive any such amounts

If received – Describe the amount of and the reason for this remuneration:

2010 Did not receive any such amounts

If received – Describe the amount of and the reason for this remuneration:

13.15. Indicate the amounts received in 2009 and 2010 from the State of Minas Gerais, or from companies under joint control by or controlled by Cemig, specifying for what reason such amounts were received.

2009 Did not receive any such amounts

If received – Describe the amount, the origin (body/company), and the reason for this remuneration:

2010 Did not receive any such amounts

If received – Describe the amount, the origin (body/company), and the reason for this remuneration:

12.6. Information on the Candidate for Member of the Board of Directors:

Name: Bruno Magalhães Menicucci

Age: 25

Profession: Production Engineer

CPF: 081100.286-16

Date of birth: November 26, 1986

Position for which standing: Substitute Member

Date of election: December 21, 2011

Date sworn in: 21-12-2011

Period of Office: Until the Annual General Meeting to be held in 2012.

Other positions or functions held or exercised in the Company: None.

Whether or not elected by the State of Minas Gerais. No.

12.7. Please supply the information mentioned in item 12.6 in relation to the members of the committees formed under the Bylaws, and also of the audit committee, the risk committee, the finance committee and the remuneration committee, even if such committees or structures are not created by the Bylaws.

12.8. Please supply:

a. Summary CV, containing:

iii. Principal professional experience in the last 5 years, indicating:

- Name of company:
- Positions and functions inherent to the position
- Principal activity of the company in which such experiences took place, highlighting the companies or organizations that comprise: (i) Cemig companies, or (ii) companies of parties directly or indirectly holding at least 5% of the Common (ON) or preferred (PN) shares in Cemig.
- Degree in Production Engineering, in 2009, from Minas Gerais Federal University (UFMG), with post-graduate studies in Entrepreneurial Legal Consulting from the Praetorium Institute of Learning, Research and Extension Studies in Law.
- Position and functions: Assistant Engineer, operating principally in the areas of technical studies for project development, economic and financial analysis, portfolio management and control and valuation of companies since 2008.
- Empresa Holding de Concessionárias de Serviços Públicos
Stockholding control:
Andrade Gutierrez Participações – 85.00%
International Finance Corporation (IFC) – 15.00%

iv. Indication of all the management posts that the person occupies or has occupied in companies registered with the CVM.

Not applicable.

b. Description of any of the following events that have taken place in the last 5 years:

iv. Any criminal conviction:

None.

If yes, describe:

v. Any guilty judgment in an administrative proceeding of the CVM, and the penalties applied:

None.

If yes, describe:

vi. Any court or administrative judgment against which there is no further appeal which has suspended or disqualified the person from carrying out any professional or commercial activity:

None.

If yes, describe:

12.9. State whether the candidate has a conjugal relationship, stable union or family relationship up to the second degree with:

d) Any other manager/s of Cemig.

None.

If yes, describe the relationship:

e) Manager/s of any company/ies directly or indirectly controlled by Cemig

None.

If yes, describe the relationship and the controlled company:

f) Manager/s of the State of Minas Gerais

None.

If yes, describe:

12.10. State whether, in 2008, 2009 and/or 2010 the candidate had any relationship of subordination with:

d. Any company that was directly or indirectly controlled by Cemig;

None.

If yes, describe the relationship and the company/ies:

e. With the State of Minas Gerais;

None.

If yes, describe the relationship:

f. and, if material, with any supplier, client, debtor or creditor of Cemig, or of any of its subsidiaries, or of the State of Minas Gerais, or of the parent companies or subsidiaries of any of these.

None.

If yes, describe the relationship and the company/ies:

13.5. Number of shares or unit shares directly or indirectly held, in or outside Brazil, by the candidate in Cemig, or any directly or jointly controlled subsidiary/ies, on December 31, 2010.

X Does not hold any such shares

- If any such shares are held, describe the quantity and type of shares and in which company:

13.14. Indicate the amounts received from Cemig in 2009 and 2010 as remuneration for any reason other than the function of board member or director, such as, for example fees or services of consultancy or advice rendered.

2009 *X* Did not receive any such amounts

- If received – Describe the amount of and the reason for this remuneration.

2010 *X* Did not receive any such amounts

- If received – Describe the amount of and the reason for this remuneration:

13.15. Indicate the amounts received in 2009 and 2010 from the State of Minas Gerais, or from companies under joint control by or controlled by Cemig, specifying for what reason such amounts were received.

2009 *X* Did not receive any such amounts

- If received – Describe the amount, the origin (body/company), and the reason for this remuneration:

2010 *X* Did not receive any such amounts

- If received – Describe the amount, the origin (body/company), and the reason for this remuneration:

12.6. Information on the Candidate for Member of the Board of Directors:

Name: Joaquim Francisco de Castro Neto

Age: 67

Profession: Company Manager

CPF: 026.491.797-91

Date of birth: March 30, 1944

Position for which standing: Sitting Member

Date of election: December 21, 2011

Date sworn in: December 21, 2011

Period of Office: Until the Annual General Meeting to be held in 2012.

Other positions or functions held or exercised in the Company: None.

Whether or not elected by the State of Minas Gerais. Yes

12.7. Please supply the information mentioned in item 12.6 in relation to the members of the committees formed under the Bylaws, and also of the audit committee, the risk committee, the finance committee and the remuneration committee, even if such committees or structures are not created by the Bylaws.

12.8. Please supply:

c. Summary CV, containing:

v. Principal professional experience in the last 5 years, indicating:

• **Name of company:**

• **Positions and functions inherent to the position**

• **Principal activity of the company in which such experiences took place, highlighting the companies or organizations that comprise: (i) Cemig companies, or (ii) companies of parties directly or indirectly holding at least 5% of the Common (ON) or preferred (PN) shares in Cemig.**

*Held the following posts at Unibanco (Unibanco União de Bancos Brasileiros S.A.):
Executive Director; Coordinating Executive Director; Deputy CEO; and CEO.*

From 1974 to 2004.

Member of the Board of Directors of Unibanco União de Bancos Brasileiros S.A.

From 2004 to 2008.

Member of the Board of Directors of Magazine Luiza.

From 2007 to 2008.

Chairman of the Board of Directors of Redecard S.A.

From 2008 to 2010.

Chairman of the Board of Directors of Magazine Luiza.

From 2008 to 2011.

Member of the Board of Directors of ABodyTech.

From 2008 to 2011.

vi. Indication of all the management posts that the person occupies or has occupied in companies registered with the CVM.

*Executive Director, Deputy CEO, CEO and Member of the Board of Directors of
Unibanco União de Bancos Brasileiros S.A.*

Member and Chairman of the Board of Directors of Magazine Luiza.

d. Description of any of the following events that have taken place in the last 5 years:

vii. Any criminal conviction:

None.

If yes, describe:

viii. Any guilty judgment in an administrative proceeding of the CVM, and the penalties applied:

None.

If yes, describe:

ix. Any court or administrative judgment against which there is no further appeal which has suspended or disqualified the person from carrying out any professional or commercial activity:

None.

If yes, describe:

12.9. State whether the candidate has a conjugal relationship, stable union or family relationship up to the second degree with:

g) Any other manager/s of Cemig.

None.

If yes, describe the relationship:

h) Manager/s of any company/ies directly or indirectly controlled by Cemig

No

If yes, describe the relationship and the controlled company:

i) Administrator/s of the State of Minas Gerais

None.

If yes, describe:

12.10. State whether, in 2008, 2009 and/or 2010 the candidate had any relationship of subordination with:

g. Any company that was directly or indirectly controlled by Cemig;

No.

If yes, describe the relationship and the company/ies:

h. With the State of Minas Gerais;

No.

If yes, describe the relationship:

i. – and, if material, with any supplier, client, debtor or creditor of Cemig, or of any of its subsidiaries, or of the State of Minas Gerais, or of the parent companies or subsidiaries of any of these.

No.

If yes, describe the relationship and the company/ies:

13.5. Number of shares or unit shares directly or indirectly held, in or outside Brazil, in Cemig, or any directly or jointly controlled subsidiary/ies, on December 31, 2010.

Does not hold any such shares

If any such shares are held, describe the quantity and type of shares and in which company:

13.14. Indicate the amounts received from Cemig in 2009 and 2010 as remuneration for any reason other than the function of board member or director, such as, for example fees or services of consultancy or advice rendered.

2009 Did not receive any such amounts

If received – Describe the amount of and the reason for this remuneration.

2010 Did not receive any such amounts

If received – Describe the amount of and the reason for this remuneration:

13.15. Indicate the amounts received in 2009 and 2010 from the State of Minas Gerais, or from companies under joint control by or controlled by Cemig, specifying for what reason such amounts were received.

2009 Did not receive any such amounts

If received – Describe the amount, the origin (body/company), and the reason for this remuneration:

2010 Did not receive any such amounts

If received – Describe the amount, the origin (body/company), and the reason for this remuneration: