

# COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64 – NIRE 31300040127

## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD ON DECEMBER 21, 2011

At 3 p.m. on December 21, 2011, stockholders representing more than two-thirds of the voting stock of Companhia Energética de Minas Gerais – Cemig met in Extraordinary General Meeting at its head office, on first convocation, at Av. Barbacena 1200, 21st Floor, Belo Horizonte, Minas Gerais, Brazil, as verified in the Stockholders' Attendance Book, where all placed their signatures and made the required statements.

The stockholder **The State of Minas Gerais** was represented by Mr. Marco Antônio Rebelo Romanelli, General Counsel of the State of Minas Gerais, in accordance with the legislation.

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

She further stated that the stockholders present should choose the Chair of this Meeting, in accordance with Clause 10 of the Company's Bylaws.

Asking for the floor, the representative of the stockholder **The State of Minas Gerais** put forward the name of the stockholder Maria Celeste Morais Guimarães to chair the Meeting. The proposal of the representative of the stockholder **The State of Minas Gerais** was put to debate, and to the vote, and unanimously approved.

Ms. Guimarães then assumed Chairmanship of the Meeting Committee, declared the Meeting open, and invited me, Anamaria Pugedo Frade Barros, a stockholder, to be Secretary of the meeting.

She requested me to read the **convocation notice**, published in the newspapers *Minas Gerais*, official publication of the Powers of the State, and in *O Tempo*, on December 2, 3 and 6, and in *O Tempo* on December 2, 3 and 4, 2011, the content of which is as follows:

## “ COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64 – NIRE 31300040127

### EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

### CONVOCATION

**Stockholders are hereby called** to an Extraordinary General Meeting of Stockholders to be held on December 21, 2011 at 3 p.m. at the company’s head office, Av. Barbacena 1200, 21<sup>st</sup> floor, Belo Horizonte, Minas Gerais, Brazil to decide on the following 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 ”

The Chair of the Meeting then stated that it was necessary to appoint new members to the Board of Directors, as a result of vacancies arising from the resignations of the Board members Luiz Carlos Costeira Urquiza, Ricardo Antônio Mello Castanheira and Renato Torres de Faria, as per letters held by the Company.

The Chair of the Meeting then stated that, independently of the present period of office of the Board of Directors having been begun through adoption of the multiple vote, continuance of this process of election had been requested by the stockholder **AGC Energia S.A.**, as per a letter in the Company's possession.

Hence, this Meeting should elect all the sitting and substitute members of the Board of Directors to complete the period of office of 3 (three) years begun on April 29, 2009, that is to say, until the Annual General Meeting to be held in 2012, a total of 18,269,512 shares being necessary for the election of each Member of the Board of Directors.

Finally, the Chair of the Meeting explained that it will be necessary firstly and in view of Clause 12 of the Bylaws, to proceed to election of the sitting member and his respective substitute member put forward by representatives of the holders of the preferred shares, and only then to apply the instrument of Multiple Vote to fill the remaining vacancies on the Board of Directors.

Asking for the floor, the representative of the stockholder **Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI** stated an opinion to the effect that there was no need for election, at this present General Meeting, of the members of the Board of Directors appointed by holders of preferred shares, due to the interpretation given by the Securities Commission – CVM (*Comissão de Valores Mobiliários*) to Article 141 of Law 6404/1976 and its sub-paragraphs, that is to say, that only the posts of membership of the Board of Directors that are filled by adoption of the process of multiple vote should be filled, with those Board Members that were elected by the process of separate election being maintained in their posts.

Asking for the floor, as owners of preferred shares, the representatives of the stockholder **Forluz – Fundação Forluminas de Seguridade Social**, accompanied by the representative of the stockholder **Caixa de Previdência dos Funcionários do Banco do Brasil –PREVI** proposed the following stockholders to be members of the Board of Directors:

As Sitting Member:

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**Guy Maria Villela Paschoal** – Brazilian, married, engineer, resident and domiciled at Belo Horizonte-MG, at Rua Jornalista Djalma Andrade 210, Belvedere, CEP 30320-540, bearer of Identity Card M-616, issued by the Public Safety Department of the State of Minas Gerais, and CPF 000798806-06;

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– and as his Substitute Member:

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**Cezar Manoel de Medeiros** – Brazilian, married, economist, resident and domiciled in Belo Horizonte, Minas Gerais at Alameda Ipê Branco 279, Pampulha, CEP 31275-080-, bearer of Identity Card M-3627440, issued by the Public Safety Department of the State of Minas Gerais, and CPF -006688346-68.

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The Chair of the Meeting then submitted the above-mentioned nominations to debate, and, subsequently to votes – separately, with only holders of preferred shares participating, and they were approved, with votes against by the stockholders **The Rockefeller Foundation** and **Xerox Pensions Limited**.

The Chair of the Meeting stated that, to complete the Board of Directors, the representative of the stockholder **AGC Energia S.A.** should put forward **five** sitting members and their respective substitute members, and the representative of the Stockholder **The State of Minas Gerais** should put forward **eight** sitting members and the respective substitute members.

Asking for the floor, the representative of the stockholder **AGC Energia S.A.** proposed the following stockholders to be members of the Board of Directors:

– as Sitting Members:

<b>Eduardo Borges de Andrade</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte-MG, at Alameda das Falcatas, 879, São Luiz, CEP 31275-070, bearer of Identity Card M-925419, issued by the Public Safety Department of the State of Minas Gerais, and CPF 000309886-91;;
<b>Otávio Marques de Azevedo</b>	– Brazilian, married, engineer, resident and domiciled at São Paulo, São Paulo State, at Rua Afonso Braz, 115/91, Vila Nova Conceição, CEP 04511-010, bearer of Identity Card MG-479057, issued by the Public Safety Department of the State of Minas Gerais, and CPF 129364566-49;
<b>Paulo Roberto Reckziegel Guedes</b>	– Brazilian, married, engineer, resident and domiciled in Belo Horizonte, Minas Gerais at Av. Paulo Camilo Pena, 495/301, Belvedere, CEP 30320-380, bearer of Identity Card MG-13975681, issued by the Public Safety Department of Minas Gerais State, and CPF nº 400540200-34.
<b>Ricardo Coutinho de Sena</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Rio de Janeiro, 2299/1801, Lourdes, CEP 30160-042, bearer of Identity Card M-30172, issued by the Public Safety Department of the State of Minas Gerais, and CPF 090927496-72; and,
<b>Saulo Alves Pereira Junior</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Ludgero Dolabela, 857/701, Gutierrez, CEP 30430-130, bearer of Identity Card M-5345878, issued by the Public Safety Department of the State of Minas Gerais, and CPF 787495906-00;

– and as their Substitute Members:

<b>Tarcísio Augusto Carneiro</b>	– Brazilian, legally separated, engineer, resident and domiciled at Belo Horizonte-MG, at Rua Professor Alvinho de Paula, 27, Estoril, CEP 30450-430, bearer of Identity Card M-1076524, issued by the Public Safety Department of the State of Minas Gerais, and CPF 372404636-72;
<b>Paulo Márcio de Oliveira Monteiro</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Herculano de Freitas, 138/400, Gutierrez, CEP 30430-120, bearer of Identity Card M-739711, issued by the Public Safety Department of the State of Minas Gerais, and CPF 269960226-49;
<b>Bruno Magalhães Menicucci</b>	– Brazilian, single, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Nunes Vieira, 86/402, Santo Antônio, CEP 30350-120, bearer of Identity Card M-11890035, issued by the Public Safety Department of the State of Minas Gerais, and CPF 081100286-16;
<b>Newton Brandão Ferraz Ramos</b>	– Brazilian, married, accountant, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Flavita Bretas, 609/602, Luxemburgo, CEP 30380-410, bearer of Identity Card M-4019574, issued by the Public Safety Department of the State of Minas Gerais, and CPF 813975696-20; and,
<b>José Augusto Gomes Campos</b>	– Brazilian, married, physicist, resident and domiciled in Belo Horizonte, Minas Gerais at Rua Santa Catarina, 1466/1602, Lourdes, CEP 30170-081, bearer of Identity Card MG-3059793, issued by the Public Safety Department of Minas Gerais State, and CPF nº 505516396-87.

The representative of the stockholder **The State of Minas Gerais** then asked for the floor, and proposed the following stockholders as members of the Board of Directors:

– as Sitting Members:

<b>Dorothea Fonseca Furquim Werneck</b>	– Brazilian, divorced, economist, resident and domiciled in Belo Horizonte, Minas Gerais at Rua Adauto Lúcio Cardoso, 633, Belvedere, CEP 30320-290, bearer of Identity Card nº 3758423-2, issued by the Public Safety Department of Rio de Janeiro State, and CPF nº 261863817-49.
<b>Djalma Bastos de Moraes</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais at Av. Bandeirantes 665/401, Sion, CEP 30315-000, bearer of Identity Card 1966100268, issued by CREA-RJ (Engineering and Architecture Council of Rio de Janeiro), and CPF nº 006633526-49;
<b>Antônio Adriano Silva</b>	– Brazilian, married, company manager, resident and domiciled at São Paulo-SP, at Avenida Paulista, 1754, 1º floor, Bela Vista, CEP 01310-920, bearer of Identity Card MG-1411903, issued by the Public Safety Department of the State of Minas Gerais, and CPF 056346956-00;

<b>Arcângelo Eustáquio Torres Queiroz</b>	– Brazilian, married, electricity employee, resident and domiciled in Belo Horizonte, Minas Gerais, at Rua da Gameleira 100, Santa Branca, CEP 31565-240, bearer of Identity Card MG3632038, issued by the Public Safety Department of the state of Minas Gerais, and CPF 539109746-00,
<b>Francelino Pereira dos Santos</b>	– Brazilian, married, lawyer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Professor Antônio Aleixo 222/902, Lourdes, CEP 30180-150, bearer of Identity Card M-2063564, issued by the Public Safety Department of the State of Minas Gerais, and CPF 000115841-49;
<b>João Camilo Penna</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte-MG, at Rua La Plata, 90, Sion, CEP 30315-460,, bearer of Identity Card M-246968, issued by the Public Safety Department of the State of Minas Gerais, and CPF 000976836-04;
<b>Joaquim Francisco de Castro Neto</b>	– Brazilian, married, company manager, resident and domiciled at São Paulo-SP, at Rua Oscar Freire, 74/11, Cerqueira Cesar, CEP 01426-000, bearer of Identity Card 3343795-6, issued by the Public Safety Department of the State of São Paulo, and CPF 026491797-91; and
<b>Maria Estela Kubitschek Lopes</b>	– Brazilian, married, architect, resident and domiciled at Rio de Janeiro-RJ, at Rua Alberto de Campos, 237/101, Ipanema, CEP 22411-030, bearer of Identity Card 45280-D, issued by CREA-RJ, and CPF 092504987-56; and
– and as their respective Substitute Members:	
<b>Paulo Sérgio Machado Ribeiro</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais at Rua Piauí, 1848/503, Funcionários, CEP 30150-321,, bearer of Identity Card 34133/D -, issued by CREA-MG (Engineering and Architecture Council of Minas Gerais), and CPF nº 428576006-15;
<b>Lauro Sérgio Vasconcelos David</b>	– Brazilian, legally separated, engineer, resident and domiciled at São Paulo-SP, at Rua Pedroso Alvarenga, 543, Itaim Bibi, CEP 04531-011, bearer of Identity Card M-3373627, issued by the Public Safety Department of the State of Minas Gerais, and CPF nº 603695316-04
<b>Marco Antonio Rodrigues da Cunha</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Miguel Abras 33/501, Serra, CEP 30220-160, bearer of Identity Card M-281574, issued by the Public Safety Department of the State of Minas Gerais, and CPF 292581976-15:
<b>Franklin Moreira Gonçalves</b>	– Brazilian, married, data processing technologist, resident and domiciled at Belo Horizonte-MG, at Rua João Gualberto Filho, 551/302, Sagrada Família, CEP 31030-410, bearer of Identity Card M-5540831, issued by the Public Safety Department of the State of Minas Gerais, and CPF 754988556-72;
<b>Leonardo Maurício Colombini Lima</b>	– Brazilian, married, Graduate in Accounting Sciences, resident and domiciled at Belo Horizonte-MG, at Rua Cônego Rocha Franco, 325/401, Gutierrez, CEP 30441-045, bearer of Identity Card M-705600, issued by the Public Safety Department of the State of Minas Gerais, and CPF 065276716-87;
<b>Guilherme Horta Gonçalves Júnior</b>	– Brazilian, legally separated, economist, resident and domiciled at Belo Horizonte-MG, at Av. Olegário Maciel, 1748/2202, Santo Agostinho, CEP 30180-112, bearer of Identity Card 1622046, issued by the Public Safety Department of the State of Distrito Federal, and CPF 266078757-34;
<b>Adriano Magalhães Chaves</b>	– Brazilian, single, electrical engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua São Mateus 244, Brasil Industrial, CEP 30626-260, bearer of Identity Card 19908712, issued by the Public Safety Department of the state of Minas Gerais, and CPF 086051928-79; and,
<b>Fernando Henrique Schüffner Neto</b>	– Brazilian, married, engineer, resident and domiciled at Belo Horizonte, Minas Gerais, at Rua Martim de Carvalho 395, Apt. 700, Santo Agostinho, CEP 30190-090, bearer of Identity Card M-1311632, issued by the Public Safety Department of the State of Minas Gerais, and CPF 320008396-49.

The nominations put forward by the representative of the stockholder **AGC Energia S.A.** and by the representative of the stockholder **The State of Minas Gerais** were placed in debate, and subsequently put to the vote, and were approved unanimously.

The Board Members elected declared – in advance – that they are not subject to any prohibition on exercise of commercial activity, that they do not occupy any post in a company which could be considered to be a competitor of the Company, and that they do not have nor represent any interest conflicting with that of Cemig, and assumed a solemn undertaking to become aware of, obey and comply with the principles, ethical values and rules established by the Code of Ethical Conduct of Government Workers and Senior Administration of the State of Minas Gerais.

The Chair of the Meeting further stated that, as a result of the change in the composition of the Board of Directors of Cemig and according to Clause 11, § 1º, of the Company's Bylaws, and Clause 8, §1 of the Bylaws of Cemig D and of Cemig GT, there is a need to change of the composition of the Boards of Directors of the wholly-owned subsidiaries Cemig D and Cemig GT, because the structure and composition of the Boards of Directors and Audit Boards of those Companies must be identical to those of Cemig.

Continuing the business of the meeting, the Chair of the Meeting then requested the Secretary to read the Proposal of the Board of Directors, which deals with Items 1, 2 and 4 of the Agenda, the text of which is as follows:

**“ 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 Chair 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 Chair 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-Chair	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	”

The Chair of the Meeting then put to debate the Proposal submitted by the Board of Directors to this Meeting.

Asking for the floor, the representative of the stockholder **The State of Minas Gerais** proposed an alteration to the proposal under discussion, to exclude Sub-items IV and V of Item 1 of the proposal, due to the fact that this matter has already been regulated by the Company's Bylaws, by Normative Resolution 334/2008 of the National Electricity Agency (Aneel) and by Opinion 15057/2010 of the Office of the General Counsel of the State of Minas Gerais; and also alteration of the drafting of Item 2 of the proposal, to add a provision that the orientation of vote for alteration of the bylaws of Cemig D and of Cemig GT should refer to changes similar to those that are approved by Cemig in this Assembly.

Asking for the floor, the representative of the stockholder **PREVI** stated the opinion that Sub-item V of Item 1 of the proposal under discussion should provide for a limit to delegation, by the Board of Directors, to the Executive Board.

The Chair of the Meeting then put the said proposal of the Board of Directors to the vote, with the alterations proposed by the representative of the stockholder **The State of Minas Gerais**, and it was approved unanimously.

Again having the floor, the representative of the stockholder **The State of Minas Gerais** recommended that all changes to the Bylaws to be made by this Company should be previously evaluated and justified by the legal department of Cemig, using the competency provided by Article 22, X, of the Bylaws, prior to their being sent to the Corporate Governance Committee, for compliance with the provisions of Decree 45644/2011. The Chair of the Meeting, who is also the Chief Counsel of Cemig, then expressed gratitude for the trust and recognition of the strategic position of the legal department.

The stockholder **Alexandre de Queiroz Rodrigues** then took the floor to explain that at the expiry of the current period of office of the Members of the Board of Directors, on the occasion of the Annual General Meeting of 2012, a new election will be held for the Board of Directors, who shall have the new single, joint period of office, running concurrently for all members, of two years, in accordance with the new drafting of Clause 12 of the Bylaws that had just been approved.

The meeting being opened to the floor, the stockholder **The State of Minas Gerais** offered congratulations, in the name of the majority stockholder and in the person of the Chief Counsel, Maria Celeste Morais Guimarães, to the members of the Company for their successful management and for the remarkable performance in this business year of one of the largest companies in the electricity sector in the world. Mr. **George Washington Tenório Marcelino** then paid homage to Cemig, emphasizing the success of its management and wishing a happy holiday season to the stockholders present and to all of the Company's staff and managers.

The Chair of the Meeting, who is Chief Counsel of Cemig, then in the name of the Company thanked the stockholders for their statements of opinion, emphasizing the way in which the majority stockholder has contributed to the growth and development of the Cemig Group, and the participation of the employees and managers in the conduct of the business and in the success of the Company. She also thanked Mr. George Washington Tenório Marcelino for his kindness and his statement, and remarked that it was a privilege for the Company to have such a significant number of its stockholders present at its General Meetings.

The meeting remaining open to the floor, and since no-one else wished to speak, the Chair ordered the session suspended for the time necessary for the writing of the minutes.

The session being reopened, the Chairman, after putting the said minutes to debate and to the vote, verified that they had been approved and signed, and closed the meeting.

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