



NOTICE TO DEBENTURE HOLDERS



Cemig (Companhia Energética de Minas Gerais), a listed company holding public service concessions, with share securities traded on the Stock Exchanges of São Paulo, York and Madrid, in accordance with its commitment to best corporate governance practices, and as issuer of Debentures under the “Private Deed of the 1st Public Issue of Non-Convertible Debentures, Divided into Two Series, Without Guarantee or Preference, of Companhia Energética de Minas Gerais – Cemig”, contracted on October 4, 2001 as amended (“the 1st Cemig Issue”, “the Issue Deed” and “Cemig”, respectively), hereby announces, jointly with Unibanco (União de Bancos Brasileiros S.A.), as Lead Manager of the Cemig GT Issue (as defined below) (“Unibanco” or “the Lead Manager”), for the information of holders of the Debentures of the 1st Cemig Issue (“the Debenture Holders”), that the 22nd Meeting of the Board of Directors of Cemig Geração e Transmissão S.A. (“Cemig GT”), held on February 20, 2006, the minutes of which were ratified by the 37th Meeting of the Board of Directors of the Issuer held on November 23, 2006, approved the 1st Public Issue of Non-Convertible Debentures, Divided into Two Series, Without Guarantee or Preference, of Cemig GT (“the Cemig GT Issue” and “the Debentures”) for the purposes of the Obligatory Exchange (as defined below), and the 372nd Meeting of the Board of Directors of Cemig, held on January 25, 2006, approved the guarantee provided by Cemig in favor of the debenture holders of the Cemig GT Issue, as specified in the Private Deed of the 1st Public Issue of Non-Convertible Debentures, Divided into Two Series, Without Guarantee or Preference, of Cemig Geração e Transmissão S.A. (“the Cemig GT Issue Deed”).

I. THE PRELIMINARY PROSPECTUS

Any Debenture Holders who wish to obtain more information on the Cemig GT Issue, and/or a copy of the Preliminary Prospectus, should visit the following addresses of Cemig GT, Cemig, Unibanco, Planner Corretora de Valores S.A. (“the Fiduciary Agent”), Cetip (the Custody and Clearance Chamber – “Cetip”), CBLC (the Brazilian Clearance and Custody Company – “CBLC”), or the Brazilian Securities Commission (*Comissão de Valores Mobiliários* – “CVM”): The Preliminary Prospectus will also be available at the internet addresses (websites) shown below:

CEMIG GERAÇÃO E TRANSMISSÃO S.A. – THE ISSUER

Av. Barbacena 1200, B1 Wing, 17th Floor.
30190-131 Belo Horizonte, MG, Brazil.
<http://cemiggt.foinvest.com.br>

COMPANHIA ENERGÉTICA DE MINAS GERAIS - CEMIG

Av. Barbacena, 1200, 1st floor, A1 Wing
30190-131 Belo Horizonte, MG, Brazil
www.cemig.com.br

Unibanco – União de Bancos Brasileiros S.A. – Lead Manager

Avenida Eusébio Matoso 891,
05423-180, São Paulo, SP, Brazil.
www.unibanco.com.br

Planner Corretora de Valores S.A.



Av. Paulista 2439, 11th Floor
01311-300 São Paulo – São Paulo, Brazil
<http://www.fiduciario.com.br>

Cetip – Câmara de Custódia e Liquidação

Rua Líbero Badaró 425, 24th Floor,
01009-000 São Paulo, SP, Brazil.
www.cetip.com.br

Companhia Brasileira de Liquidação e Custódia – CBLC

Rua XV de Novembro 275,
01013-001 São Paulo, SP, Brazil.
www.cblc.com.br

Comissão de Valores Mobiliários – CVM

Rua Sete de Setembro 111, 5th Floor,
Rio de Janeiro, RJ, Brazil.

Rua Cincinato Braga 340, 2nd to 4th Floors,
São Paulo, SP, Brazil.
www.cvm.gov.br

II. INFORMATION ON DISTRIBUTION OF THE DEBENTURES

Under the Cemig GT issue there will be issued 62,500 (sixty two thousand five hundred) Debentures, of which 31,250 (thirty two thousand five hundred) will be of the First Series and 31,250 (thirty two thousand five hundred) of the Second Series, both with Issue Date November 1, 2006.

The subscription of and payment for the Debentures will be in the form of exchange for the Debentures of the 1st Cemig Issue (“the Obligatory Exchange”), as per Clause 4.6.3 of the Cemig GT Issue Deed.

Further, as specified in the Issue Deed of the 1st Cemig Issue, the terms and conditions of the Debentures of the Cemig GT issue are substantially equal to the terms and conditions established for the 1st Cemig Issue.

III. INFORMATION ON THE PROCEDURE OF THE CEMIG GT ISSUE

The Lead Manager will carry out the public distribution of the totality of the Debentures solely and exclusively to the Debenture Holders of the 1st Cemig Issue, on a best efforts distribution basis. The public placement of the Debentures will begin only after grant of registry of the offer by the CVM, the placement of the Final Prospectus at the disposal of investors, and publication of the Announcement of Commencement of distribution. The placement of the Debentures of the Second Series will begin only after the full placement of the Debentures of the First Series. The maximum period for the placement of the Debentures will be 5 (five) business days from the date of publication of the said announcement of commencement.

Also, the paying up of the Debentures will be at sight, in the form of exchange for Debentures of the 1st Cemig Issue and obeying the settlement procedures of Cetip or CBLC, as the case may be, and, in the case of the Obligatory Exchange, each Debenture of the 1st Series of the 1st Cemig Issue shall correspond to 1 (one) Debenture of the 1st Series



of the Cemig GT Issue; and each Debenture of the 2nd Series of the 1st Cemig Issue shall correspond to 1 (one) Debenture of the 2nd Series of the Cemig GT Issue.

In view of the Obligatory Exchange, and the fact that the Cemig GT Issue is destined exclusively for the Debenture Holders, Cemig GT and the Lead Manager will not carry out any presentations to investors (known as “roadshows”).

The Debentures shall be registered for distribution in the primary market: (i) through the SDT (Securities Distribution System), administered by Cetip, based on policies and directives set by Andima (the National Association of Financial Market Institutions - “Andima”), settlement and custody being at the Cetip; and (ii) through the Bovespafix system, administered by the São Paulo Stock Exchange (Bovespa) (“the Bovespafix System”), settlement and custody being at the CBLC.

The Debentures shall be registered for trading in the secondary market: (i) through the SND (National Debentures System), administered by Cetip, based on the policies and guidelines fixed by Andima, settlement and custody being at the Cetip; and (ii) through the BOVESPAFIX System, settlement and custody being at the CBLC.

IV. COMPLEMENTARY INFORMATION

The Preliminary Prospectus contains information that is additional and complementary to this Notice to the Debenture Holders, and reading of it makes possible a detailed analysis of the terms and conditions of the Cemig GT Issue.

Under CVM Instruction 400 of December 29, 2003, as amended, the Issuer and the Lead Manager applied to the CVM on January 5, 2007 for registry of the Cemig GT Issue, and the Cemig GT Issue is subject to prior approval by the CVM.



This public offer was prepared in accordance with the terms of the Self-Regulation Code of ANBID for Public Offers for Distribution and Acquisition of Securities, which has been registered at the 4th Registry Office for Securities and Documents of the district of São Paulo, São Paulo State, under No. 4890254, and the present Public Offer thus complies with the minimum standards of information contained in the Code. ANBID has no responsibility for the said information, for the quality of the Issuer and/or the Offering party/ies, nor of the participating institutions nor the securities that are the subject of the present Public Offer.

Belo Horizonte, March 30, 2007.

Luiz Fernando Rolla
Chief Financial and Investor Relations Officer