

CEMIG GERAÇÃO E TRANSMISSÃO S.A.

CNPJ: 06.981.176/0001-58 – NIRE: 31300020550

MINUTES OF THE GENERAL MEETING OF DEBENTURE HOLDERS OF THE SECOND SERIES OF THE THIRD PUBLIC ISSUE OF UNSECURED DEBENTURES NOT CONVERTIBLE INTO SHARES BY CEMIG GERAÇÃO E TRANSMISSÃO S.A. HELD ON OCTOBER 24, 2013

1. Date, time and place:

October 24, 2013, at 10 a.m., at Alameda Santos 1123, Giorgi Room, São Paulo, São Paulo State, Brazil.

2. Convocation:

The Convocation Notice was published in the editions of October 2, 3, and 4, 2013 of the newspapers *Minas Gerais*, (the Official Publication of the Powers of Minas Gerais State), *O Tempo* and *Valor Econômico*.

3. The following were present:

- Holders of debentures representing 69.57% (sixty nine point five seven per cent) of the debentures in circulation of the **Second Series**.
- A representative of Pentágono S.A. Distribuidora de Títulos e Valores Mobiliários (“the Fiduciary Agent”).
- Representatives of Cemig Geração e Transmissão S.A. (“the Issuer”).

4. Meeting Committee:

Chair: Ms. Camila Cristina Anello; Secretary: Ms. Marcelle Motta Santoro.

5. Agenda:

- (1) To consent to the **reduction of the share capital** of **Cemig GT**, in accordance with the terms of Article 174, §3, of the Brazilian Corporate Law,
from R\$ 3,296,785,358.90 (three billion two hundred ninety six million, seven hundred eighty five thousand, three hundred and fifty eight Reais and ninety centavos)
to R\$ 893,192,096.76 (eight hundred ninety three million one hundred ninety two thousand ninety six Reais and seventy six centavos)

as a consequence of the transfer of shares in **Transmissora Aliança de Energia Elétrica S.A. – Taesa to Companhia Energética de Minas Gerais – Cemig**, guarantor of the Debentures of the Issue,

- in accordance with the consent given by the National Electricity Agency, Aneel, through its Authorizing Resolution 4108/2013, of May 14, 2013,
 - and as decided by the Extraordinary General Meeting of Stockholders of Cemig GT held on September 26, 2013, subject to Clauses VII, item (viii), and X, of the Issue Deed.
- (2) To authorize the Fiduciary Agent to sign the instruments necessary for the decisions made by the Meeting of Debenture Holders to take effect.

6. Opening:

The Fiduciary Agent verified the requirements for a quorum and the other conditions for the Meeting to be in session. In view of those requirements and the presence of holders of debentures representing 69.57% (sixty nine point five seven per cent) of the debentures in circulation, the Meeting was declared open.

7. Proceedings:

The Issuer presented the proposals contained in the Agenda.

8. Decisions taken:

The debenture holders:

- (1) approved the matter in Item (1) of the Agenda, approving the reduction of the Issuer's share capital; and
- (2) dispensed with the matter in Item (2), relating to formalization of documents, since there was no need for formalization of any instrument relating to the decision thereby taken.

9. Closing:

There being no further business, the meeting was opened to the floor, and since no-one made any statement, these Minutes were read, approved and signed, together with the list of the those present, attached hereto as Appendix I and an integral part hereof.

São Paulo, October 24, 2013.

Camila Cristina Anello

Chair

Marcelle Motta Santoro

Secretary

CEMIG GERAÇÃO E TRANSMISSÃO S.A.

PENTÁGONO S.A. DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS.