

ENERGY CO OF MINAS GERAIS

Form 6-K

April 09, 2015

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of foreign private issuer pursuant to rule 13a-16 or 15d-16 of the securities exchange act of 1934**

**For the month of April 2015**

**Commission File Number 1-15224**

**ENERGY COMPANY OF MINAS GERAIS**

**(Translation of Registrant's Name Into English)**

**Avenida Barbacena, 1200**

**30190-131 Belo Horizonte, Minas Gerais, Brazil**

**(Address of Principal Executive Offices)**

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form 6-K

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper

as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper

as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

---

**Table of Contents**

**INDEX**

<b>Item</b>	<b>Description of Item</b>
<u>1.</u>	<u>Summary of Principal Decisions of the 626th Meeting of the Board of Directors Held on February 25-27, 2015</u>
<u>2.</u>	<u>Minutes of the Extraordinary General Meeting of Stockholders Held on February 27, 2015</u>
<u>3.</u>	<u>Market Announcement Dated February 27, 2015: Extraordinary Tariff Adjustment for Cemig D</u>
<u>4.</u>	<u>Market Announcement Dated February 27, 2015: Absorption of Capim Branco by Cemig GT</u>
<u>5.</u>	<u>Market Announcement Dated February 27, 2015: Vale and Cemig GT form the generation company ALIANÇA</u>
<u>6.</u>	<u>Summary of Minutes of the 627th Meeting of the Board of Directors Held on March 4, 2015</u>
<u>7.</u>	<u>Summary of Principal Decisions of the 628th Meeting of the Board of Directors Held on March 11, 2015</u>
<u>8.</u>	<u>Market Announcement Dated March 11, 2015: Capital increase in wholly-owned subsidiary Cemig D</u>
<u>9.</u>	<u>Summary of Principal Decisions of the 629th Meeting of the Board of Directors Held on March 23, 2015</u>
<u>10.</u>	<u>Summary of Principal Decisions of the 630th Meeting of the Board of Directors Held on March 25, 2015</u>
<u>11.</u>	<u>2014 Earnings Release</u>
<u>12.</u>	<u>2014 Results Presentation</u>
<u>13.</u>	<u>Convocation Dated March 26, 2015: Ordinary and Extraordinary General Meetings of Stockholders</u>
<u>14.</u>	<u>Notice to Shareholders Dated March 30, 2015</u>
<u>15.</u>	<u>Material Announcement Dated April 1, 2015: Cemig acquires 49% of Aliança Norte Condition Precedent for Completion of Aliança Association with Vale</u>
<u>16.</u>	<u>Summary of Minutes of the 630th Meeting of the Board of Directors Held on March 25, 2015</u>
<u>17.</u>	<u>Proposal to the Ordinary and Extraordinary General Meetings of Stockholders to be held, concurrently, on April 30, 2015</u>
<u>18.</u>	<u>Market Announcement Dated April 7, 2015: Aneel decides annual tariff adjustment of Cemig D</u>

**Table of Contents**

**FORWARD-LOOKING STATEMENTS**

This report contains statements about expected future events and financial results that are forward-looking and subject to risks and uncertainties. Actual results could differ materially from those predicted in such forward-looking statements. Factors which may cause actual results to differ materially from those discussed herein include those risk factors set forth in our most recent Annual Report on Form 20-F filed with the Securities and Exchange Commission. CEMIG undertakes no obligation to revise these forward-looking statements to reflect events or circumstances after the date hereof, and claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**COMPANHIA ENERGÉTICA DE MINAS GERAIS  
CEMIG**

Date: April 8, 2015

By: /s/ Fabiano Maia Pereira

Name: Fabiano Maia Pereira

Title: Chief Officer for Finance and Investor Relations

**Table of Contents**

**1. SUMMARY OF PRINCIPAL DECISIONS OF THE 626TH MEETING OF THE BOARD OF DIRECTORS  
HELD ON FEBRUARY 25-27, 2015**

**Table of Contents**

**COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG**  
**LISTED COMPANY CNPJ 17.155.730/0001-64 NIRE 31300040127**

**BOARD OF DIRECTORS**

**Meeting of February 25 27, 2015**

**SUMMARY OF PRINCIPAL DECISIONS**

At its 626<sup>th</sup> meeting, opened on February 25 and closed on February 27, 2015, the Board of Directors of **Cemig** (*Companhia Energética de Minas Gerais*) decided the following:

Neptune Project: Closing / Aliança Geração de Energia S.A.

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

**Table of Contents**

**2. MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS HELD  
ON FEBRUARY 27, 2015**

7



Table of Contents

**COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG**

**CNPJ 17.155.730/0001-64 NIRE 31300040127**

**MINUTES**

**OF THE**

**EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS**

**HELD ON**

**FEBRUARY 27, 2015**

At 11 a.m. on February 27, 2015, stockholders representing more than two-thirds of the voting stock of Companhia Energética de Minas Gerais Cemig met in Extraordinary General Meeting, on first convocation, at the Company's head office, Av. Barbacena 1200, 21st Floor, Santo Agostinho, 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 the State Procurator Mr. Jaime Nápoles Villela, for the Office of the General Attorney of the State of Minas Gerais, in accordance with the current 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 by-laws.

Asking for the floor, the representative of the Stockholder The State of Minas Gerais put forward the name of the stockholder Alexandre Pedercini Issa to chair the Meeting. The proposal of the representative of the stockholder The State of Minas Gerais was put to debate, and to the vote, and approved unanimously.

The Chair then declared the Meeting open, recognizing the presence of Mr. Bruno Gonçalves Siqueira, a member of the Audit Board, and invited me, **Anamaria Pugedo Frade Barros**, a stockholder, to be Secretary of the meeting, asking me to read the convocation notice, published on February 12, 13 and 14 of this year, in the newspapers *Minas Gerais*, official publication of the Powers of the State, on pages 80, 74 and 87, respectively, and *O Tempo*, on pages 29, 24 and 16, respectively, the content of which is as follows:

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

**Table of Contents**

**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 **February 27, 2015** at 11 a.m., at the company's head office, Avenida Barbacena 1200, 2<sup>nd</sup> floor, Belo Horizonte, Minas Gerais, Brazil, to decide on the following matters:

1. Ratification of the appointment of the three experts to provide valuation, for the purposes of Article 8 of Law 6404/1976, of the Stockholders' equity of Capim Branco Energia S.A. ( Capim Branco ).
2. Approval of the Valuation Opinion providing the valuation of the Stockholders' equity of Capim Branco, at book value, on base date January 31, 2015, as referred to in the previous item.
3. Authorization for absorption of Capim Branco by Cemig Geração e Transmissão S.A., and subsequent dissolution of Capim Branco.
4. Orientation of vote of the representative(s) of the Company in the Extraordinary General Meeting of Cemig GT, in favor of:
  - a) authorization of signature, by Cemig GT and Capim Branco, of the Protocol of Absorption and Justification, so as to specify the terms and conditions that will govern the absorption of Capim Branco by Cemig GT;
  - b) ratification of the appointment of the three experts to provide a valuation, for the purposes of Article 8 of Law 6404/1976, of the Stockholders' equity of Capim Branco;
  - c)

approval of the Valuation Opinion giving the valuation of the Stockholders' equity of Capim Branco, at book value, on base-date January 31, 2015, as referred to in the previous item;

- d) authorization, verification and approval of an increase in the share capital of Cemig GT:

from R\$ 1,700,000,000.00 (one billion seven hundred million Reais),

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

to R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos),

without issuance of new shares,

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

and consequent alteration of the head paragraph of Article 5 of the by-laws of Cemig GT;

- e) authorization for Capim Branco to be absorbed by Cemig GT, and subsequently dissolved;
- f) authorization for Cemig GT to be successor of Capim Branco, in all its rights and obligations, entirely and for all purposes of law;
- g) authorization for the transfer to Cemig GT, by absorption, of all the establishments, tangible and intangible assets and goods, inventories, real estate property, credits, assets, rights, stockholdings, contracts, obligations, liabilities, tax books and tax invoices, controls, records, accounting, documents, systems and information of Capim Branco.

Any stockholder who wishes to be represented by proxy at the said General Meeting of Stockholders should obey the precepts of Article 126 of Law 6406 of 1976, as amended, and of the sole paragraph of Clause 9 of the Company's by-laws, by exhibiting at the time, or depositing, preferably by February 25, 2015, 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 (*Superintendência da Secretaria Geral e Executiva Empresarial*) at Avenida Barbacena, 1200 - 19<sup>th</sup> Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, February 11, 2015.

José Afonso Bicalho Beltrão da Silva

Chair of the Board of Directors

The Chair then asked the Secretary to read the Proposal by the Board of Directors, which deals with the agenda, and also to read the Opinion of the Audit Board thereon.

Av. Barbacena 1200 Santo  
Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

Table of Contents

The contents of these documents are as follows:

**PROPOSAL**  
**BY THE BOARD OF DIRECTORS**  
**TO THE**  
**EXTRAORDINARY GENERAL MEETING**  
**OF STOCKHOLDERS**  
**TO BE HELD ON**  
**FEBRUARY 27, 2015**

Dear Stockholders:

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

*Whereas:*

- a) on December 19, 2013, Cemig Geração e Transmissão S.A. (**Cemig GT**) and Vale S.A. (**Vale**) entered into the following legal instruments:
  - 1) the Share purchase and sale agreement ( the Share Purchase Agreement) between Vale, as vendor, and Cemig GT, as purchaser, with Vale Geração Norte S.A. as consenting party, the purpose of which is the acquisition by Cemig GT of up to 49% of the total and voting capital of Vale Geração Norte S.A., now named Aliança Norte Energia Participações S.A. ( the Acquisition ), which owns an equity interest in Norte Energia S.A. ( Norte Energia ), holder of the concession for the Belo Monte Hydroelectric Plant; and,
  - 2) the Preliminary Association Agreement (the Preliminary Agreement ), between Vale and Cemig GT with Companhia Energética de Minas Gerais Cemig and Vale Geração de Energia S.A. as consenting parties, providing for contribution to Vale Geração de Energia S.A. of the Assets of Vale (the Vale

## Edgar Filing: ENERGY CO OF MINAS GERAIS - Form 6-K

Assets ), valued at R\$ 2,481 million, in currency of January 1, 2014, and the assets of Cemig GT, with value of R\$ 2,030 million, also in currency of January 1, 2014, both valuations being in accordance with an economic/financial valuation prepared by Bradesco BBI, corresponding to final share ownerships, in Vale Geração Energia S.A., of 55% by Vale and 45% by Cemig GT ( the Association ), the transaction having been authorized by the Board of Directors of Cemig and Cemig GT;

- b) the formal company name of Vale Geração de Energia S.A. has been changed to Aliança Geração de Energia S.A. **Aliança**, an unlisted company held by shares constituted in accordance with the laws of the Federal Republic of Brazil, with head office at Rua Sapucaí 383, 4<sup>th</sup> Floor, Suite 405, Bairro Floresta, 30150-904 Belo Horizonte, Minas Gerais, registered in the CNPJ/MF under No. 12.009.135/0001-05;
- c) under Clause 16.1 of the Preliminary Agreement, the Parties would sign the Final Association Agreement ( the Final Agreement ) within 90 (ninety) calendar days from the signature of the Preliminary Agreement;
- d) on March 17, 2014, the Parties signed the First Amendment to the Preliminary Agreement, changing the period for signature of the Final Agreement from 90 (ninety) to 180 (one hundred and eighty) days;
- e) on June 17, 2014 the Parties signed the Second Amendment to the Preliminary Agreement, changing the period for signature of the Final Agreement from 180 (one hundred and eight) days to 240 (two hundred and forty) days, that is to say until August 16, 2014;
- f) on August 5, 2014, Cemig GT and Vale signed a Final Association Agreement, governing, among other matters, the entry of Cemig GT into the Share Capital of Aliança, by subscription of 98,029 (ninety eight thousand twenty nine) nominal common shares without par value;
- g) Cemig GT then held 45% in the voting and total share capital of Aliança, while Vale held 55%;
- h) the Final Agreement states that the total incorporation of Cemig Capim Branco Energia S.A. (Capim Branco) by Cemig GT is a prior condition for the closing of the association transaction, since the direct and indirect equity interest held by Cemig in the Capim Branco Consortium is one of the assets to be subscribed by Cemig GT into Aliança;
- i) by the Closing Date, Capim Branco will be totally absorbed by Cemig GT, which absorption will result in the transfer to Cemig GT of the direct and indirect equity interests held, on today s date, by Capim Branco, equivalent to 26.4752% of the Amador Aguiar I and II Hydroelectric Projects (previously the Capim Branco I and II Hydroelectric Projects), since (a) Capim Branco holds 21.05% of the Amador Aguiar I and II projects, and (b) Capim Branco holds 30.3030% of the share capital of Epícares which, in turn, holds 17.8947% of the Amador Aguiar I and II hydroelectric plants;
- j) the National Electricity Agency (Aneel) has approved the transfer to Aliança of the interests held by Capim Branco, by Vale and by Epícares in the shared concession of the Amador Aguiar I and Amador Aguiar II hydroelectric projects (the Capim Branco Consortium), through Aneel Authorizing Resolution 4954/2014 of

November 25, 2014, published in the federal Official Gazette of December 5, 2014;

- k) Cemig GT and Capim Branco will sign the Protocol of Absorption and Justification, in the form specified by Law 6404/1976, specifying the terms and conditions that will govern the incorporation of Capim Branco by Cemig GT;

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**



Table of Contents

- l) by the absorption, Capim Branco will be absorbed by Cemig GT and Cemig GT will succeed it in all its rights and obligations;
  
  - m) on December 11, 2014 the Board of Directors of the Company decided to submit to an Extraordinary General Meeting of Stockholders a proposal as follows:
    - a) authorization to enter into the Protocol of Absorption and Justification, with Cemig Capim Branco Energia S.A. ( Capim Branco ), which will specify the terms and conditions that will govern the absorption of Capim Branco by this Company;
  
    - b) ratification of the appointment of 3 (three) technical experts, namely Mr. Flávio de Almeida Araújo, CRC/MG 86.861; Mr. Leonardo Felipe Mesquita, CRC/MG 85.260; and Mr. Leonardo George de Magalhães CRC/MG 53.140, to value the Stockholders' equity of Capim Branco, in accordance with and for the purposes of Article 8 of Law 6404.1976;
  
    - c) approval of the Opinion valuing the Stockholders' equity of Capim Branco, at book value, prepared in accordance with item b) above;
  
    - d) authorization, verification and approval of an increase in the share capital of Cemig GT
- from R\$ 1,700,000,000.00 (one billion seven hundred million Reais),
- represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,
- to an amount equivalent to the present share capital plus the amount to be stated by the Valuation Opinion valuing the Stockholders' equity of Capim Branco;

- n) an Extraordinary General Meeting of Stockholders was called to be held on December 29, 2014, to decide on the matters submitted by the Board of Directors, as described in sub clause m above;
- o) on December 29, 2014 consent had not been obtained from the Brazilian Development Bank (BNDES) for participation of Cemig GT in the share capital of Aliança Norte Energia Participações S.A., and this consent was one of the conditions precedent for the Acquisition;
- p) conclusion of the acquisition is a condition precedent for conclusion of the Association;
- q) the absorption of Capim Branco by Cemig GT on December 29, 2014, without the immediate subscription of those assets into Aliança, would necessarily require assignment of the current contracts in effect in Capim Branco to Cemig GT, in compliance with the consent of the National Electricity Agency (Aneel) which deals with the direct transfer of the contracts of Capim Branco to Aliança;
- r) in the Extraordinary General Meeting of Stockholders held on December 29, 2014, the stockholders decided to withdraw the matter from the agenda of the meeting, for a later convocation of the stockholders, with an updated Valuation Opinion;
- s) Cemig GT and Vale wish to waive the condition precedent referring to the Acquisition for conclusion of the Association;
- t) the Valuation Opinion valuing the Stockholders' equity of Capim Branco, on base-date January 31, 2015, indicates that, at the book value found in accordance with sub-clause (b) of item (m) above, the increase in the share capital of Cemig GT would be:

from R\$ 1,700,000,000.00 (one billion seven hundred million Reais),

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

to R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos),

without issuance of new shares,

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

with consequent alteration of the head paragraph of Article 5 of the by-laws of Cemig GT, to the following:

Article The Company s registered capital is R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos), represented by 2,896,785,358 (two billion, eight hundred ninety six million, seven hundred eighty five thousand, three hundred fifty eight) nominal common shares without par value. ;

- u) for the absorption of Capim Branco by Cemig GT, it was necessary that Cemig, Cemig GT and Capim Branco should hold new Extraordinary General Meetings of Stockholders;
- v) it is the function of the Board of Directors to submit the proposal to General Meetings of Stockholders to be considered by the stockholders;
- w) the matter has been examined by the Legal Department;

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

**Table of Contents**

*now proposes to you as follows:*

- 1) Ratification of the nomination of the following 3 (three) experts – Mr. Flávio de Almeida Araújo, CRC/MG 86.861, Mr. Leonardo Felipe Mesquita, CRC/MG 85.260, and Mr. Leonardo George de Magalhães, CRC/MG 53.140, to value, in the terms of and for the purposes of Article 8 of Law 6404/1976, the Stockholders' equity of Cemig Capim Branco Energia S.A. – Capim Branco.
- 2) Approval of the Opinion of Valuation of the Stockholders' equity of Capim Branco, at book value, with base date January 31, 2015, as per the previous item.
- 3) Authorization for Capim Branco to be absorbed by Cemig Geração e Transmissão S.A. – Cemig GT, and then, consequently, to be dissolved.
- 4) Orientation of vote by the representative(s) of the Company in the Extraordinary General Meeting of Cemig GT in favor of:
  - a) Authorization to sign the Protocol of Absorption and Justification, between Cemig GT and Capim Branco, to specify the terms and conditions to govern the absorption of Capim Branco by Cemig GT.
  - b) Ratification of the nomination of the following 3 (three) experts – Mr. Flávio de Almeida Araújo, CRC/MG 86.861, Mr. Leonardo Felipe Mesquita, CRC/MG 85.260, and Mr. Leonardo George de Magalhães, CRC/MG 53.140, for valuation, in the terms of and for the purposes of Article 8 of Law 6404/1976, of the Stockholders' equity of Capim Branco.
  - c) Approval of the Opinion of Valuation of the Stockholders' equity of Capim Branco, at book value, for base date January 31, 2015, as referred to in the previous item.
  - d) authorization, verification and approval of an increase in the share capital of Cemig GT:

from R\$ 1,700,000,000.00 (one billion seven hundred million Reais),

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

to R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos),

without issuance of new shares,

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

and consequent alteration of the head paragraph of Article 5 of the by-laws of Cemig GT,

to the following:

Article The Company's registered capital is R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos), represented by 2,896,785,358 (two billion, eight hundred ninety six million, seven hundred eighty five thousand, three hundred fifty eight) nominal common shares without par value. ;

- e) Authorization for Capim Branco to be absorbed by Cemig GT, and subsequently, as a consequence, dissolved.
- f) Authorization for Cemig GT to become successor of Capim Branco in all its rights and obligations, for all and any purposes of law or otherwise.
- g) Authorization for the transfer to Cemig GT, by absorption, of all the establishments, tangible and intangible assets and goods, inventories, real estate property, credits, assets, rights, stockholdings, contracts, obligations, liabilities, tax books and tax invoices, controls, records, accounting, documents, systems and information of Capim Branco.

As can be seen, the objective of this proposal is to meet the legitimate interests of the Company, and as a result it is the hope of the Board of Directors that it will be approved by the Stockholder.

Belo Horizonte, February 11, 2015  
José Afonso Bicalho Beltrão da Silva  
Mauro Borges Lemos  
Allan Kardec de Melo Ferreira

Eduardo Borges de Andrade  
Otávio Marques de Azevedo  
Paulo Roberto Reckziegel Guedes

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form 6-K

Arcângelo Eustáquio Torres Queiroz  
Helvécio Miranda Magalhães Junior  
Marco Antônio de Rezende Teixeira  
Marco Antônio Soares da Cunha Castello Branco  
Guy Maria Villela Paschoal

Saulo Alves Pereira Junior  
José Pais Rangel  
Carlos Fernando da Silveira Vianna  
Newton Brandão Ferraz Ramos

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

**Table of Contents**

**OPINION OF THE AUDIT BOARD**

The undersigned members of the Audit Board of Companhia Energética de Minas Gerais - Cemig, in performance of their functions under the law and under the by-laws, have examined the Proposal made by the Board of Directors to the Extraordinary General Meeting of Stockholders to be held on February 27, 2015, which is for the following:

- 1 Ratification of the nomination of the following 3 (three) experts - Mr. Flávio de Almeida Araújo, CRC/MG 86.861, Mr. Leonardo Felipe Mesquita, CRC/MG 85.260, and Mr. Leonardo George de Magalhães, CRC/MG 53.140, for evaluation, for the purposes of Article 8 of Law 6404/1976, of the Stockholders' equity of Capim Branco.
- 2 Approval of the Valuation Opinion that provides the valuation of the Stockholders' equity of Capim Branco, at book value, on base-date January 31, 2015, as referred to in the previous item.
- 3 Authorization for absorption of Capim Branco by Cemig Geração e Transmissão S.A. ( Cemig GT ), and subsequent dissolution of Capim Branco;
- 4 Orientation of vote of the representative(s) of the Company in the Extraordinary General Meeting of Cemig GT in favor of:
  - a) authorization of signature, by Cemig GT and Capim Branco, of the Protocol of Absorption and Justification, so as to specify the terms and conditions that will govern the absorption of Capim Branco by Cemig GT;
  - b) Ratification of the nomination of the following 3 (three) experts - Mr. Flávio de Almeida Araújo, CRC/MG 86.861, Mr. Leonardo Felipe Mesquita, CRC/MG 85.260, and Mr. Leonardo George de Magalhães, CRC/MG 53.140, for evaluation, for the purposes of Article 8 of Law 6404/1976, of the Stockholders' equity of Capim Branco.
  - c) Approval of the Valuation Opinion that provides the valuation of the Stockholders' equity of Capim Branco, at book value, on base date January 31, 2015, as referred to in the previous item.

d) authorization, verification and approval of an increase in the share capital of Cemig GT:

from R\$ 1,700,000,000.00 (one billion seven hundred million Reais),

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

to R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos),

without issuance of new shares,

represented by 2,896,785,358 (two billion eight hundred ninety six million seven hundred eighty five thousand three hundred fifty eight) nominal common shares without par value,

and consequent alteration of the head paragraph of Article 5 of the by-laws of Cemig GT, to the following:

Article The Company s registered capital is R\$ 1,837,710,409.94 (one billion eight hundred thirty seven million seven hundred ten thousand four hundred nine Reais and ninety four centavos), represented by 2,896,785,358 (two billion, eight hundred ninety six million, seven hundred eighty five thousand, three hundred fifty eight) nominal common shares without par value. ;

e) Authorization for Capim Branco to be absorbed by Cemig GT, and subsequently dissolved.

f) Authorization for Cemig GT to become successor of Capim Branco in all its rights and obligations, for all and any purposes of law or otherwise.

g) Authorization for the transfer to Cemig GT, by absorption, of all the establishments, tangible and intangible assets and goods, inventories, real estate property, credits, assets, rights, stockholdings, contracts, obligations, liabilities, tax books and tax invoices, controls, records, accounting, documents, systems and information of Capim Branco.

After carefully analyzing the said proposal and further taking into account that the applicable rules governing the subject have been complied with, it is the opinion of the members of the Audit Board that the proposal should be approved by the said General Meetings of Stockholders.

Belo Horizonte, February 11, 2015. Signed:

Aristóteles Luiz Menezes Vasconcellos Drummond

Lauro Sander

Ari Barcelos da Silva

Bruno Gonçalves Siqueira

Aliomar Silva Lima

Salvador José Cardoso de Siqueira



The Chair then made the said Opinion on Valuation of the Stockholders Equity of Capim Branco Energia S.A. available to the meeting, and stated that the original would be attached to these Minutes as an integral part thereof. This proposal was put to debate, and subsequently to a vote, and was approved unanimously.

The Chair pointed out that in the minutes of the Extraordinary General Meeting of Stockholders held on January 22, 2015 the name of the Board Member Helvécio Miranda Magalhães Junior had been spelt incorrectly, but however his description in that document was complete and correct.

There being no further business, the Chair opened the meeting to the floor, and since no-one wished to make any statement, ordered the meeting suspended for the time necessary for production of the minutes. The session being reopened, the Chair, after putting the said minutes to debate and to the vote and verifying that they had been approved and signed, closed the meeting.

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

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

**Table of Contents**

**3. MARKET ANNOUNCEMENT DATED FEBRUARY 27, 2015: EXTRAORDINARY TARIFF  
ADJUSTMENT  
FOR CEMIG D**

14

**Table of Contents**

**COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG**  
**LISTED COMPANY CNPJ 17.155.730/0001-64 NIRE 31300040127**

**MARKET ANNOUNCEMENT**

**Extraordinary Tariff Adjustment for Cemig D**

**Cemig** (*Companhia Energética de Minas Gerais S.A.*) and **Cemig D** (*Cemig Distribuição S.A.*) **hereby inform** the public, the Brazilian Securities Commission (CVM), and the São Paulo Stock Exchange (BM&FBovespa S.A.) (in compliance with CVM Instruction 358/2002, as amended) **as follows:**

On today's date an Extraordinary Meeting of the Council of Aneel, the Brazilian electricity regulator, announced new rates to be charged by Cemig D as from March 2, 2015 arising from the Extraordinary Tariff Adjustment.

The adjustment is to cover costs relating to:

- Increase in the quota charge from the CDE (Energy Development Account).
- Increased cost of purchase of power due to adjustment of the price charged by Itaipu.
- The result of the 14<sup>th</sup> Existing Source Supply Contracts Auction, and the 18<sup>th</sup> Adjustment Auction.
- Cost arising from involuntary exposure to the Spot Market.

This table gives the effect on rates charged to clients of Cemig D, by voltage level:

<b>SUBGROUP</b>	<b>EFFECT</b>	<b>SUBGROUP</b>	<b>EFFECT</b>
A2	108.61%	B1 Residential	21.43%
A3	35.26%	B2	21.39%
A3a	32.58%	B3	21.39%
A4	32.59%	B4	21.39%
AS	24.54%		
A (industrial)	48.83%	B (low voltage)	21.41%
A + B			28.76%

The Rate Bands were defined as follows:

Yellow Band : R\$ 2.50 per 100 kWh consumed;

Red Band : R\$ 5.50 per 100 kWh consumed.

These amounts will cover the following expenses of the distributor:

Variation of costs due to thermoelectric generation and exposure to the spot market.

Variation of the cost of the variable portion of CCEAR availability contracts.

ESS (System Service Charge) of plants dispatched on cost-merit basis with variable unit cost above the Spot Price limit.

ESS Charge generated on power security basis.

Involuntary exposure.

Hydrological risk of MRE quota contracts.

Hydrological risk of Itaipu.

Excess amounts arising in the Reserve Energy Account (Coner).

Belo Horizonte, February 27, 2015.

Fabiano Maia Pereira

Chief Finance and Investor Relations Officer

Av. Barbacena 1200 Santo Agostinho 30190-131 Belo Horizonte, MG Brazil Tel.: +55 31 3506-5024 Fax +55 31 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**

**Table of Contents**

**4. MARKET ANNOUNCEMENT DATED FEBRUARY 27, 2015: ABSORPTION OF CAPIM BRANCO BY  
CEMIG GT**

16

Table of Contents

**COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG**  
**LISTED COMPANY CNPJ 17.155.730/0001-64 NIRE 31300040127**

**MATERIAL ANNOUNCEMENT**

**Absorption of Capim Branco by Cemig GT**

**Cemig** (*Companhia Energética de Minas Gerais S.A.*) and **Cemig GT** (*Cemig Geração e Transmissão S.A.*) **inform** the public, the Brazilian Securities Commission (CVM), and the São Paulo Stock Exchange (BM&FBovespa S.A.) (in compliance with CVM Instruction 358/2002, as amended) **as follows:**

An Extraordinary General Meeting of Stockholders of **Cemig** held today decided to authorize **absorption by Cemig GT** of **Cemig Capim Branco Energia S.A.**, and subsequent dissolution of the latter company.

This absorption is a condition precedent for the Association of Cemig GT and Vale S.A. ( **Vale** ) to establish **Aliança Geração de Energia S.A.** ( **Aliança** ), to comprise the interests held by **Vale S.A.** and **Cemig GT** in the following power generation assets:

<b>Porto Estrela,</b> <b>Capim Branco I, Capim Branco II,</b>	<b>Igarapava,</b> <b>Aimorés and</b> Belo Horizonte, February 27, 2015.	<b>Funil,</b> <b>Candonga.</b>
--	---	-----------------------------------

Fabiano Maia Pereira

Chief Finance and Investor Relations Officer

Av. Barbacena 1200	Santo		Tel.: +55 31	Fax +55 31
	Agostinho	30190-131 Belo Horizonte, MG	Brazil	3506-5024 3506-5025

**This text is a translation, provided for information only. The original text in Portuguese is the legally valid version.**



**Table of Contents**

**5. MARKET ANNOUNCEMENT DATED FEBRUARY 27, 2015: VALE AND CEMIG GT FORM THE  
GENERATION COMPANY ALIANÇA**

18



**Table of Contents**

**COMPANHIA ENERGÉTICA DE MINAS GERAIS CEMIG**  
**LISTED COMPANY CNPJ 17.155.730/0001-64 NIRE 31300040127**