

# 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 January 20, 2016 at 11 a.m., at the company's head office, Av. Barbacena 1200, 21st floor, Belo Horizonte, Minas Gerais, Brazil, to decide on the following matters:

- **Changes to the Board of Directors, due to temporary impediment of a Member.**

Under Article 3 of CVM Instruction 165 of December 11, 1991, as amended by CVM Instruction 282 of June 26, 1998 and subsequent amendments, adoption of the multiple voting system for election of members of the Company's Board of Directors requires the vote of stockholders representing a minimum 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 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 January 18, 2016, 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 Av. Barbacena, 1200 – 19th Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, December 16, 2015.

José Afonso Bicalho Beltrão da Silva  
Chair of the Board of Directors

## PROPOSAL

BY THE BOARD OF DIRECTORS

TO THE

ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS

TO BE HELD ON JANUARY 20, 2016

Dear Stockholders:

*The Board of Directors of Companhia Energética de Minas Gerais – Cemig*

– *whereas:*

- a) The Board Member Otávio Marques de Azevedo, sitting Member of the Boards of Directors of Cemig, Cemig Distribuição S.A. (Cemig D) and Cemig Geração e Transmissão S.A. (Cemig GT), has become temporarily impeded;
- b) an Extraordinary General Meeting of Stockholders of Cemig will be held on January 20, 2016, to change the composition of the Company’s Board of Directors;
- c) Clause 11, Paragraph 1 of the by-laws of Cemig provides as follows:

“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.”;

- d) The Sole sub-paragraph of Clause 8 of the by-laws of Cemig D and Cemig GT states:

“Clause 8 – ...

§1 The members of the Board of Directors must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig;”;

e) Subclause ‘g’ of Paragraph 4 of Clause 21 of the by-laws of Cemig states the following as attribution and responsibility of the Executive Board:

“Clause 21 –

§ 4º ...

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 Implementation Plan;”;

f) Cemig D and Cemig GT will each hold an Extraordinary General Meeting of Stockholders on January 20, 2016, to make changes to their Audit Boards, in the event that the composition of the Audit Board of this Company is changed on that date;

– *now proposes to you as follows:*

– **that the representatives of Cemig in the Extraordinary General Meetings of Stockholders of Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., to be held on January 20, 2016, should vote in favor of alteration in the composition of the Board of Directors of those companies in the event that 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 it will be approved by the Stockholders.

Belo Horizonte, December 16, 2015.

José Afonso Bicalho Beltrão da Silva  
 Mauro Borges Lemos  
 Allan Kardec de Melo Ferreira  
 Arcângelo Eustáquio Torres Queiroz  
 Eduardo Borges de Andrade  
 Guy Maria Villela Paschoal  
 Helvécio Miranda Magalhães Junior  
 José Henrique Maia.

José Pais Rangel  
 Marco Antônio de Rezende Teixeira  
 Marco Antônio Soares da C. Castello Branco  
 Nelson José Hubner Moreira  
 Paulo Roberto Reckziegel Guedes  
 Saulo Alves Pereira Junior  
 Bruno Magalhães Menicucci

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**CVM INSTRUCTION 481, OF DECEMBER 17, 2009 – Article 10**

**12.6. Information about the Board Member:**

**Name:** Ricardo Coutinho de Sena

**Age:** 67

**Profession:** Civil Engineer

**CPF:** 090.927.496-72

**Date of birth:** March 4, 1948;

**Position:** Sitting member

**Date of election:** January 20, 2016;

**Date sworn in:** January 20, 2016;

**Period of Office:** Until the Annual General Meeting to be held in 2016.

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

**Whether was elected by the controlling stockholder or not:** No.

**12.7. Please supply the information mentioned in item 12.6 in relation to the members of the committees formed under the by-laws, 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 are (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.**

*(2000 to date) ANDRADE GUTIERREZ CONCESSÕES S.A.*

*Type of business: Holding company*

*Position: Chair and Member of the Board of Directors of Andrade Gutierrez Concessões and Member of the Executive Committee of Andrade Gutierrez S.A.*

*Activities:*

*Represents Andrade Gutierrez Concessões on the Boards of Directors of:*

*CCR – a holding company managing interests in companies holding highway concessions;*

*Dominó – a holding company with an equity interest in Sanepar (Companhia de Saneamento do Estado do Paraná – Water utility of Paraná State);*

*Quiport – Holder of the concession to operate Quito International Airport, Ecuador;*

*ABCR – Member of the Consultative Committee: Associação Brasileira de Concessionárias de Rodovias (Brazilian Association of Holders of Highway Concessions):*

*Telemar Participações S.A.;*

*Contax Participações S.A.*

*Until April 2015: Member of the Boards of Directors of Companhia Energética de Minas Gerais, Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A.*

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

*Member of the Board of Directors of:*

*Light;*

*Light Sesa;*

*CCR S.A.;*

*Telemar Participações S.A.; and*

*Contax Participações S.A.*

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

**i. Any criminal conviction:**

No

Yes – If yes, describe:

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

No.

Yes – 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.**

No.

Yes – If yes, describe:

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

**a) Any other manager/s of Cemig:**

No.

Yes – If yes, describe the relationship:

**b) Any manager/s of any company/ies directly or indirectly controlled by Cemig:**

No.

Yes – If yes, describe the relationship and the controlled company:

**c) Any administrator/s of the State of Minas Gerais:**

- No.  
 Yes – If yes, describe:

**12.10. State whether, in 2011, 2012, 2013 and/or 2014 the candidate had any relationship of subordination with:**

**a. Any company directly or indirectly controlled by Cemig:**

- No.  
 Yes – If yes, describe the relationship and the company/ies:

**b. The State of Minas Gerais:**

- No.  
 Yes – If yes, describe the relationship and the controlled company:

**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 any parent company or subsidiary of any of these:**

- No  
 Yes – If yes, describe the relationship and the company/ies:

*Construtora Andrade Gutierrez S.A, which provides services to the Cemig Group, has an equity interest in Grupo Andrade Gutierrez (Andrade Gutierrez Group), in which AGC Energia S.A. has an interest. Both companies are controlled by Andrade Gutierrez S.A. However, there is no relationship of subordination between the members of the Board of Directors of Cemig appointed by AGC Energia S.A. and Construtora Andrade Gutierrez S.A.*