

COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

LISTED COMPANY – CNPJ 17.155.730/0001-64 – NIRE 31300040127

ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS

CONVOCAÇÃO

Stockholders are hereby called to Ordinary and Extraordinary General Meetings of Stockholders, to be held concurrently, on April 29, 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:

- 1 Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2015, and the related complementary documents.
- 2 Allocation of the Net profit for the business year 2015, in the amount of R\$ 2,491,375,000, and of the balance of Retained earnings in the amount of R\$ 59,536,000.
- 3 Decision on the form and date of payment of the minimum obligatory dividend, in the amount of R\$ 633,968,000.
- 4 Election of the sitting and substitute members of the Audit Board, due to completion of their period of office, and setting of their remuneration.
- 5 Election of the sitting and substitute members of the Board of Directors, due to the completion of the current period of office.
- 6 Setting of the remuneration of the Company's senior management.
- 7 Orientation of vote by the representative(s) of the Company in the Ordinary Annual General Meeting of Stockholders of Cemig Distribuição S.A., to be held by April 29, 2016, as to the following matters:
 - a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2015, and the related complementary documents.
 - b) Allocation of the Net profit for the business year 2015, in the amount of R\$ 370,209,000.

- c) Decision on the form and date of payment of dividends, in the amount of R\$ 92,552,000.
 - d) Election of the sitting and substitute members of the Audit Board, due to completion of their period of office.
 - e) Election of the sitting and substitute members of the Board of Directors, due to the completion of the current period of office.
- 8 Orientation of vote by the representative(s) of the Company in the Ordinary Annual General Meeting of Stockholders of Cemig Geração e Transmissão S.A., to be held by April 29, 2016, as to the following matters:
- a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2015, and the related complementary documents.
 - b) Allocation of the Net profit for the business year 2015, in the amount of R\$ 2,337,663,000, and of the balance of Retained earnings in the amount of R\$ 47,761,000.
 - c) Decision on the form and date of payment of dividends, in the amount of R\$ 635,407,000.
 - d) Election of the sitting and substitute members of the Audit Board, due to completion of their period of office.
 - e) Election of the sitting and substitute members of the Board of Directors, due to the completion of the current period of office.

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 Meetings of Stockholders should obey the precepts of Article 126 of Law 6406 of 1976, and of the sole paragraph of Clause 9 of the Company's by-laws, by exhibiting at the time, or depositing, preferably by April 27, 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 Office (*Superintendência da Secretaria Geral*) at Av. Barbacena, 1200 – 19th Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, March 28, 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, CONCURRENTLY, BY
APRIL 29, 2016

Dear Stockholders:

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

– *whereas:*

- a) Article 192 of Law 6404 of December 15, 1976, as amended, and Clauses 27 to 31 of the by-laws, govern the holding of an annual meeting;
- b) the Financial Statements for 2015 present net profit of R\$ 2,491,375,000, and a balance of Retained earnings of R\$ 59,536,000 arising from realization of the Stockholders' Equity Valuation Reserve;
- c) it is the duty of the Board of Directors to make a proposal to the Annual General Meeting for allocation of the Company's net profit;
- d) Paragraph 4 of Article 202 of Law 6404/1976 specifies, in relation to the dividend specified in the by-laws, that it "shall not be obligatory in a business year in which the Company's management bodies inform the Annual Ordinary General Meeting of Stockholders that it would be incompatible with the company's financial situation".
- e) Paragraph 5 of Article 202 of Law 6404/1976 specifies that "profits that are, under Paragraph 4 of this Article, not distributed, shall be held and reported in a special reserve and, if not absorbed by losses in subsequent business years, must be paid as a dividend as soon as the company's financial situation permits";
- f) the forecasts of cash flow for 2016 indicate limitation of the Company's funds in terms of payment in 2016 of the minimum obligatory dividends for 2015 specified in the by-laws;
- g) Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A. are wholly-owned subsidiaries of Cemig and will hold Ordinary Annual General Meetings of Stockholders by April 29, 2016;
- h) Clause 21, Paragraph 4, Subclause 'g' of the by-laws of Cemig states:

“Clause 21 – ...

§4 The following matters 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 Implementation Plan.”;

– now proposes to you as follows:

- D) – that** the Net profit for the business year 2015, in the amount of R\$ 2,491,375,000, and the balance of Retained earnings, in the amount of R\$ 59,536,000, should be allocated as follows:
- a) R\$ 633,968,000 as minimum obligatory dividend, to be paid to the Company’s stockholders, as follows:
 - 1) R\$ 200,000,000 in the form of Interest on Equity, as per CRCA-088/2015, of December 17, 2015, and CRD-432/2015, of January 4, 2016, to be paid in two equal installments, by June 30 and December 30, 2016
 - the Executive Board to obey the periods and decide places and processes of payment and to allocate the amount of the Interest on Equity against the minimum obligatory dividend, to stockholders whose names were on the Company’s Nominal Share Registry on December 30, 2015. The shares began to trade ‘ex-’ these rights on January 4, 2016.
 - 2) R\$ 433,968,000 in the form of dividends for the 2015 business year, to stockholders of record on the date on which the Ordinary General Meeting is held.
 - b) R\$ 633,967,000 to be held in Stockholders’ equity in the Reserve for obligatory dividend not distributed, to be paid as and when the Company’s financial situation permits.
 - c) R\$ 1,262,280,000 to be held in Stockholders’ equity in the Retained earnings reserve, to provide funding for the Company’s planned consolidated investments in 2016 in accordance with a capital budget; and
 - d) R\$ 20,696,000 to be held in Stockholders’ equity in the Tax incentives reserve, for tax incentives gained in 2015 as a result of investment in the region of Sudene.
 - the payments of the dividends to be made by December 30, 2016, in accordance with the availability of cash and at the decision of the Executive Board.

Appendix I summarizes the calculation of the dividends proposed by Management, in accordance with the by-laws.

Appendix 2 presents the Company’s Capital Budget for the business year 2016.

- II)** – that the representative(s) of the Company in the Annual General Meetings of Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., both to be held by April 29, 2016, should be oriented to vote in favor of the matters on the agenda, namely:

Cemig D:

- a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2015, and the related complementary documents.
- b) Allocation of the Net profit for the business year 2015, in the amount of R\$ 370,209,000.
- c) Decision on the form and date of payment of dividends, in the amount of R\$ 92,552,000.
- d) Election of the sitting and substitute members of the Audit Board, due to completion of their period of office.
- e) Election of the sitting and substitute members of the Board of Directors, due to completion of the period of office.

Cemig GT:

- a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2015, and the related complementary documents.
- b) Allocation of the Net profit for the business year 2015, in the amount of R\$ 2,337,663,000, and of the balance of Retained earnings in the amount of R\$ 47,761,000.
- c) Decision on the form and date of payment of dividends, in the amount of R\$ 635,407,000.
- d) Election of the sitting and substitute members of the Audit Board, as a result of completion of the period of office.
- e) Election of the sitting and substitute members of the Board of Directors, due to the completion of the period of office.

As can be seen, the objective of this proposal is to meet the 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.

Belo Horizonte, March 28, 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
 Nelson José Hubner Moreira
 Paulo Roberto Reckziegel Guedes
 Ricardo Coutinho de Sena
 Saulo Alves Pereira Junior
 Ricardo Wagner Righi de Toledo