

CEMIG DISTRIBUIÇÃO S.A.
LISTED COMPANY – CNPJ 06.981.180/0001-16 – NIRE 31300020568

EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

CONVOCATION

The stockholder **Companhia Energética de Minas Gerais** is hereby called to an Extraordinary General Meeting of Stockholders to be held on June 3, 2014 at 3 p.m. at the company's head office, Av. Barbacena 1200, 17th Floor, A1 Wing, Belo Horizonte, Minas Gerais, to decide on alteration of the drafting of the head paragraph of Clause 8 of the by-laws, which establishes the composition of the Board of Directors.

Belo Horizonte, April 30, 2014.

Djalma Bastos de Moraes
Vice-Chair of the Board of Directors

Luiz Fernando Rolla
Chair of the Ordinary and Extraordinary General Meetings of Stockholders of Cemig
held on April 30, 2014.

PROPOSAL
BY THE STOCKHOLDERS PRESENT AT THE
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS
HELD, CONCURRENTLY, ON APRIL 30, 2014
FOR
CONVOCAÇÃO DE A FURTHER
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS,
TO BE HELD ON JUNE 2014

– In view of the following facts and considerations –

- a) at the Ordinary and Extraordinary General Meetings of Stockholders of Cemig held, concurrently, on April 30, 2014, a total of 15 (fifteen) sitting members and their respective substitute members were elected to comprise the Board of Directors of Cemig, in accordance with §7 of Article 141 of Law 6404 of December 15, 1976 as amended;
- b) §1 of Article 11 of the by-laws of the Company’s sole stockholder, Companhia Energética de Minas Gerais – Cemig, specifies that the structure and composition of the Board of Directors and the Executive Board of Cemig shall be reproduced identically in Cemig Distribuição S.A. – Cemig D, and in Cemig Geração e Transmissão S. A. – Cemig GT, with the exception of two appointments to the Executive Board;
- c) the head paragraph of Clause 12 of the by-laws of Cemig at present states that that Board shall comprise 14 (fourteen) members and an equal number of substitute members;
- d) §4 of Clause 12 of the by-laws of Cemig states that the Boards of Directors of Cemig D and of Cemig GT must obligatorily be constituted by the same sitting and substitute members as are elected to the Board of Directors of Cemig;
- e) Clause 8, §1, of the by-laws of Cemig D and of Cemig GT, also, establish that the members of the Boards of Directors of those companies must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig;
- f) as a result of the change in the composition of the Board of Directors of Cemig there is a change in the composition of the Boards of Directors of the wholly-owned subsidiaries Cemig D and Cemig GT, since the structure and composition of their Boards of Directors must be the same as those of the Board of Directors of Cemig;

– it was proposed, at the Ordinary and Extraordinary General Meetings of Stockholders of Cemig D held on April 30, 2014, that the head paragraph of Article 8 of the by-laws should be altered to read as follows:

“Clause 8: The Company’s Board of Directors shall be made up of 15 (fifteen) sitting members and an equal number of substitute members. One of the members shall be its Chair and another its Vice-Chair, all being subject to election and dismissal at any time by the General Meeting of Stockholders, for a period of office of 3 (three) years, and able to be reelected.”.

Belo Horizonte, April 30, 2014.

Luiz Fernando Rolla

Chair of the Ordinary and Extraordinary General Meetings of Stockholders of Cemig D held on April 30, 2014.

II – Report giving in detail the origin and justification for the changes proposed to the Bylaws and their legal and economic effects.

Alteration to the head paragraph of Clause 8 of the by-laws:

Justifications:

- a) at the Ordinary and Extraordinary General Meetings of Stockholders of Cemig held, concurrently, on April 30, 2014, a total of 15 (fifteen) sitting members and their respective substitute members were elected to comprise the Board of Directors of Cemig, in accordance with §7 of Article 141 of Law 6404 of December 15, 1976 as amended;
- b) §1 of Article 11 of the by-laws of the Company's sole stockholder, Companhia Energética de Minas Gerais – Cemig, specifies that the structure and composition of the Board of Directors and the Executive Board of Cemig shall be reproduced identically in Cemig Distribuição S.A. ('Cemig D'), and in Cemig Geração e Transmissão S. A. ('Cemig GT'), with the exception of two appointments to the Executive Board;
- c) the head paragraph of Clause 12 of the by-laws of Cemig at present states that that Board shall comprise 14 (fourteen) members and an equal number of substitute members;
- d) §4 of Clause 12 of the by-laws of Cemig states that the Boards of Directors of Cemig D and of Cemig GT must obligatorily be constituted by the same sitting and substitute members as are elected to the Board of Directors of Cemig;
- e) Clause 8, §1, of the by-laws of Cemig D and of Cemig GT, also, establish that the members of the Boards of Directors of those companies must, obligatorily, be the same members of the Board of Directors of the sole stockholder, Cemig; and
- f) as a result of the change in the composition of the Board of Directors of Cemig there is a change in the composition of the Boards of Directors of the wholly-owned subsidiaries Cemig D and Cemig GT, since the structure and composition of their Boards of Directors must be the same as those of the Board of Directors of Cemig.

Economic and legal effects:

None