

CEMIG DISTRIBUIÇÃO S.A.

CNPJ 06.981.180/0001-16 – NIRE 31300020568

EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS CONVOCATION

The stockholder Companhia Energética de Minas Gerais – Cemig is hereby called to an Extraordinary General Meeting to be held on March 25, 2019 at 3 p.m., at Avenida Barbacena 1200, 21st floor, Belo Horizonte, Minas Gerais, Brazil, to decide on:

- 1) Changes to the by-laws.
- 2) Changes to the Board of Directors; election of new members.

Belo Horizonte, February 22, 2019.

Adézio de Almeida Lima
Chair of the Board of Directors

**PROPOSAL
BY THE BOARD OF DIRECTORS
TO THE
EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS,
ON A DATE YET TO BE DECIDED.**

To the Stockholder Companhia Energética de Minas Gerais – Cemig:

The Board of Directors of Cemig Distribuição S.A.

proposes to you approval of the following changes to the Company's by-laws:

1. Change Article 3, to change the address of the head office.
2. Make changes to the head paragraph of Article 9, and delete its §1, re-numbering the subsequent paragraphs, to extinguish the position of Vice-chair of the Board of Directors, and the position of Substitute Member of the Board of Directors.
3. Adapt the drafting of the head paragraph and §1 of Clause 11, to reflect extinction of the post Vice-Chair and the post of Substitute Member of the Board Directors.
4. Adapt the drafting of the head paragraph of Clause 13, to reflect extinction of the post Vice-Chair of the Board of Directors.
5. Modify Clause 15 to reduce the number of Executive Officers (members of the Executive Board) from eleven to ten.
6. Adapt the drafting of the head paragraph of Clause 16, due to the extinction of the post of Vice-Chair.
7. Modify sub-clause 'i' of Sub-item 'I' of Clause 19, adjusting the drafting on the duties of the Chief Executive Officer.
8. Remove Sub-item 'II' of Clause 19, and consequently re-number the other Sub-items of that Clause, to extinguish the functions of the Deputy CEO, with extinction of the related Chief Officer's Department.
9. Change § 2 of Clause 20 to increase the number of members of the Audit Committee from three to four.
10. Change § 4 of Clause 20, to exclude the expression relating to the bi-monthly frequency of the meetings of the Audit Committee.

As can be seen, the objective of this proposal is to meet the legitimate interests of the stockholders and of the Company, and for this reason it is the hope of the Board of Directors that it will be approved.

Belo Horizonte, February 8, 2019.

Adézio de Almeida Lima

Marco Antônio Soares da C. Castello Branco

José Pais Rangel

Luiz Guilherme Piva

Marcelo Gasparino da Silva

Marco Aurélio Crocco Afonso

Patrícia Gracindo Marques de Assis Bentes

Márcio José Peres

Geber Soares de Oliveira