

# COMPANHIA ENERGÉTICA DE MINAS GERAIS – CEMIG

LISTED COMPANY

CNPJ 17.155.730/0001-64 – NIRE 31300040127

## EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

### CONVOCAÇÃO

Stockholders are hereby called to an Extraordinary General Meeting of Stockholders to be held on December 18, 2012 at 11 a.m. at the company's head office, Av. Barbacena 1200, 21<sup>st</sup> floor, Belo Horizonte, Minas Gerais, Brazil to decide on the following matters:

- a) Change in the composition of the Board of Directors, as a result of resignation.
- b) Orientation of the vote of the Company's representatives in the Extraordinary General Meetings of Stockholders of Cemig D (Cemig Distribuição S.A.) and of Cemig GT (Cemig Geração e Transmissão S.A.) to be held on the same day as this Meeting, if there is a change in the composition of the Board of Directors of Cemig.

Under Article 3 of CVM Instruction 165 of December 11, 1991, adoption of the multiple voting system for election of members of the company's Board requires the vote of stockholders representing a minimum percentage of 5% (five per cent) of the voting stock.

Any stockholder who wishes to be represented by proxy at this General Meeting of Stockholders should obey the terms of Article 126 of Law 6406/76, as amended, and the sole paragraph of Clause 9 of the Company's by-laws, depositing, preferably by December 14, 2012, 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 at Av. Barbacena, 19<sup>th</sup> floor, B1 Wing, Belo Horizonte, Minas Gerais, or showing them at the time of the meeting.

Belo Horizonte, November 13, 2012

Dorothea Fonseca Furquim Werneck;  
Chair of the Board of Directors

**PROPOSAL**  
**BY THE BOARD OF DIRECTORS**  
**TO THE**  
**EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON**  
**DECEMBER 18, 2012.**

**Dear Stockholders:**

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

**– WHEREAS:**

a) an Extraordinary General Meeting of Stockholders of Cemig will be held to change the composition of the Board of Directors;

b) Clause 11, Paragraph 1, of Cemig's by-laws states:

“The structure and composition of the Board of Directors and of 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 subsidiary Cemig Distribuição S.A. shall have a Chief Energy Distribution and Sales Officer and the respective Department, and only the subsidiary Cemig Geração e Transmissão S.A. shall have a Chief Energy Generation and Transmission Officer and the respective Department.”;

c) Clause 8 of the by-laws of Cemig D and of Cemig GT states:

“The Company's Board of Directors shall be made up of 14 (fourteen) members and an equal number of substitute members. One of the members shall be its Chairman and another its Vice-Chairman, all being elected and subject to dismissal at any time by the General Meeting of Stockholders, for a period of office of 3 (three) years, and able to be reelected.

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

**– now hereby proposes to you that:**

Orientation should be given to the representatives of Cemig in the Extraordinary General Meetings of Stockholders of Cemig Distribuição S.A. (“Cemig D”) and Cemig Geração e Transmissão S.A. (“Cemig GT”), to be held on the same day for which this EGM of Cemig is called, to vote in favor of the alteration of the composition of the Boards of Directors of those companies, if there is a change in the composition of the Board of Directors of Cemig.

Belo Horizonte, November 13, 2012

Dorothea Fonseca Furquim Werneck  
Djalma Bastos de Moraes  
Antônio Adriano Silva  
Arcângelo Eustáquio Torres Queiroz

Francelino Pereira dos Santos  
Guy Maria Villela Paschoal  
João Camilo Penna  
Joaquim Francisco de Castro Neto

Saulo Alves Pereira Junior  
Bruno Magalhães Menicucci  
Luiz Augusto de Barros  
Newton Brandão Ferraz Ramos  
Tarcísio Augusto Carneiro

## APPENDIX

### 12.6. Information on the Board of Directors member pointed by the controlling stockholder

**Name:** Wando Pereira Borges

**Age:** 76

**Profession:** Economist

**CPF:** 000.289.756-34

**Data nascimento:** 03-16-1936

**Elected position sought:** Effective Member

**Date of election:** To be elected on 12-18-2012

**Date sworn in:** To be sworn on 12-18-2012

**Period of office:** until the Annual General Meeting to be held in 2014.

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

**Whether was elected by the controlling stockholder or not:** Yes

### 12.8.a. Résumé, containing the following information:

#### 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 experience took place, highlighting the companies or organizations that comprise (i) the economic group of the issuer, or (ii) of partners with direct or indirect interests of 5% or more of a single class or type of securities of the issuer
- Member of the Board of Directors of BOZEL Mineração S/A (April/2008 to February/2010);
  - CEO of ELEJA – Elétrica Jacuí S/A (May/2008 to October/2009);
  - Manager of Powerbras Energia Holding Ltda (October/2008 to October/2009);
  - Manager of Powerbras Leão II Mineração Ltda and Riomaggiore Mineração Ltda (February to October/2009)

#### 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 BOZEL Mineração S/A  
CEO of ELEJA – Electrical Jacuí S/A

### 12.8.b. Description of any of the following events that have taken place during the last 5 years:

- i. Any criminal conviction: *None*
- ii. Any guilty judgment in an administrative proceeding of the CVM, and the penalties applied: *None*
- 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. *None*

### 12.9. Conjugal relationship, stable union or family relationship up to the second degree between:

- a. managers of the Company *None*

- b. (i) managers of the Company and (ii) managers of the Company's direct or indirect subsidiaries *None*
- c. managers of the Company or of its directly or indirectly controlled subsidiaries and (ii) parties that directly or indirectly control the Company *None*
- d. (i) managers of the Company and (ii) managers of any of the Company's direct or indirect parent companies *None*

**12.10. State any relationships of subordination, provision of service or control maintained, in the last 3 business years, between the proposed manager of the Company and:**

- a. any company directly or indirectly controlled by the Company. *None*
- b. any direct or indirect parent company of the issuer. *None*
- c. If material: supplier, client, debtor or creditor of the issuer, of its subsidiary, or parent companies or subsidiaries of any of these parties. *None*

**13.5. Number of shares or quotas issued by Cemig, company (s) control (s) or under common control, on 12/31/2010 held, directly or indirectly, in Brazil or abroad. *None***

**13.14. Indicate the amounts received from Cemig in 2009, 2010, 2011 and/or 2012 as compensation for any reason other than the adviser/ diretor, such as commissions and Consulting or advisory services.**

<b>2009</b>	<i>None</i>
<b>2010</b>	<i>None</i>
<b>2011</b>	<i>None</i>
<b>2012</b>	<i>None</i>

**13.15. Indicate the amounts received in 2009, 2010, 2011 and/or 2012 of the State of Minas Gerais, companies under common control and/or subsidiaries from Cemig, specifying that such amounts were allocated.**

<b>2009</b>	<i>None</i>
<b>2010</b>	<i>None</i>
<b>2011</b>	<i>None</i>
<b>2012</b>	<i>None</i>