

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 an Ordinary and an Extraordinary General Meeting of Stockholders, to be held, concurrently, on April 30, 2014 at 11 a.m., at the company's head office, Av. Barbacena 1200, 21st floor, in the city of 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, 2013, and their complementary documents.
- 2 Allocation of the Net profit for the 2013 business year, in the amount of R\$ 3,103,855,000, and of the balance of retained earnings, in the amount of R\$ 109,056,000.
- 3 Decision on the form and date of payment of dividends, and Interest on Equity, in the amount of R\$ 1,655,602,000.
- 4 Election of the sitting and substitute members of the Audit Board, due to the 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 their current period of office.
- 6 Setting of the remuneration of the Company's Managers.
- 7 Orientation of the vote of the Company's representative(s) in the Ordinary and Extraordinary General Meetings of Stockholders of Cemig Distribuição S.A. ("Cemig D"), also to be held on April 30, 2014, as to the following:
 - a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2013, and their complementary documents.
 - b) Proposal for allocation of the net profit for 2013, in the amount of R\$ 490,254,000.
 - c) Decision on the form and date of payment of dividends and Interest on Equity, in the amount of R\$ 263,600,000.
 - c) Election of the sitting and substitute members of the Board of Directors, if there is alteration in the composition of the Board of Directors of Cemig.
 - e) Election of the sitting and substitute members of the Audit Board, due to the completion of their period of office.
- 8 Orientation of the vote(s) of the Company's representative in the Ordinary and Extraordinary General Meetings of Stockholders of Cemig Geração e Transmissão S.A ("Cemig GT"), also to be held on April 30, 2014 as to the following:

- a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2013, and their complementary documents.
- b) Allocation of
 - the net profit for the business year 2013, in the amount of R\$ 1,811,374,000, and
 - the balance of retained earnings in the amount of R\$ 94,008,000.
- c) Decision on the form and date of payment of
 - dividends, and Interest on Equity, in the amount of R\$ 986,522,000.
- d) Capital increase:
Authorization, verification and approval of an increase in the share capital of Cemig GT:
 - from: R\$ 893,192,096.76
 - to: R\$ 1,700,000,000.00 ,without issuance of new shares, through capitalization of
 - R\$ 806,807,903.24,
 - comprising: R\$ 419,870,518.58 from the balance of the Legal Reserve;
 - and R\$ 386,937,384.66 from part of the Earnings Retention Reserve;and consequent alteration of the head paragraph of Clause 5 of the by-laws of Cemig GT.
- e) Election of the sitting and substitute members of the Board of Directors, if there is any change in the composition of the Board of Directors of Cemig.
- f) Election of the sitting and substitute members of the Audit Board, due to the completion of their period of office.

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 the said General Meetings of Stockholders should obey the terms of Article 126 of Law 6406/1976, as amended, and of the sole paragraph of Clause 9 of the Company's Bylaws, depositing, preferably by April 28, 2014, 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 1200, 19th floor, B1 Wing, Belo Horizonte, MG, Brazil.

Belo Horizonte March 13, 2014.

Dorothea Fonseca Furquim Werneck
Chair, Board of Directors

PROPOSAL
BY THE BOARD OF DIRECTORS
TO THE
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF STOCKHOLDERS
TO BE HELD, CONCURRENTLY, BY
APRIL 30, 2014

Dear Stockholders:

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

– *whereas:*

- a) Article 192 of Law 6404 of 15-12-1976 as amended, and Clauses 27 to 31 of the by-laws, govern the holding of an annual meeting;
- b) the Financial Statements for 2013 present net profit of R\$ 3,103,855,000, and a balance of retained earnings of R\$ 109,056,000 arising from realization of the Reserve for Adjustments to Stockholders' Equity, and 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;
- c) Cemig Distribuição S.A. ("**Cemig D**") and Cemig Geração e Transmissão S.A. ("**Cemig GT**") are wholly-owned subsidiaries of Companhia Energética de Minas Gerais ("**Cemig**");
- d) Cemig D is scheduled to hold Ordinary and Extraordinary General Meetings of Stockholders, together, on or before April 30, 2014;
- e) Cemig G is scheduled to hold Ordinary and Extraordinary General Meetings of Stockholders, together, on or before April 30, 2014;
- f) Clause 21, § 4 sub-Clause "g", of the by-laws of Cemig states:
- g) "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:*

I) Allocation of

- the net profit for the business year 2013, in the amount of R\$ 3,103,855, and of
- the balance of retained earnings, in the amount of R\$ 109,056,000 as to:

a) R\$ 1,655,602,000 as dividends, to the Company's stockholders, comprising:

- 1) R\$ 533,149,000 in the form of Interest on Equity, as per Board Spending Decisions CRCA 099/2013 of October 11, 2013, and CRD 452/2013 of December 6, 2013, to those stockholders whose names were on the company's Nominal Share Register on December 5, 2013;
- 2) R\$ 1,122,453,000 in the form of dividends for 2013, to those stockholders whose names are on the company's Nominal Share Register on the day on which the Ordinary General Meeting of Stockholders is held;

b) R\$ 1,557,309,000 to be held in Stockholders' equity in the account Reserve under the by-laws, provided for by sub-clause "c" of the sole sub-paragraph of Clause 28 and by Clause 30 of the said by-laws.

– the payments of dividends to be made in two equal installments, by June 30 and December 30, 2014, in accordance with the availability of cash and at the option of the Executive Board.

Appendix 1 summarizes the calculation of the dividends proposed by Management, in accordance with the Bylaws.

II) That the representative(s) of Cemig in the Ordinary and Extraordinary General Meetings of stockholders of **Cemig GT** and **Cemig D**, both to be held by April 30, 2014, should vote in favor of the matters on the agenda, that is to say the following:

Cemig D:

a) Examination, debate and voting on the Report of Management and the Financial Statements for the year ended December 31, 2013, and the respective complementary documents.

Allocation of the net profit for 2013, in the amount of R\$ 490,254,000.

Decision on the form and date of payment of dividends, and of Interest on Equity, in the amount of R\$ 263,600,000.

Election of the sitting and substitute members of the Board of Directors, if there is a change in the composition of the Board of Directors of Cemig.

e) Election of the sitting and substitute members of the Audit Board, due to the completion of their 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, 2013, and the respective complementary documents.
- b) Allocation of
 - the net profit for the business year 2013, in the amount of R\$ 1,811,374,000, and of
 - the balance of retained earnings in the amount of R\$ 94,008,000.
- c) Decision on the form and date of payment of dividends, and of Interest on Equity, in the amount of R\$ 986,522,000.
- d) Capital increase:

Authorization, verification and approval of an increase in the share capital of Cemig GT:

– from: R\$ 893,192,096.76
– to: R\$ 1,700,000,000.00 ,
without issuance of new shares, through capitalization of
R\$806,807,903.24,

comprising: R\$ 419,870,518.58 from the balance of the Legal Reserve;
and R\$386,937,384.66 from part of the Earnings Retention Reserve;

- e) Consequent redrafting of the Head paragraph of Clause 5 of the by-laws of Cemig GT, to the following:

“Clause 5 The Company’s registered capital is R\$ 1,700,000,000.00 (one billion seven hundred million Reais), represented by 2,896,785,358 (two billion, eight hundred ninety six million, seven hundred eighty five thousand, three hundred fifty eight) nominal common shares without par value.”
- g) Election of the sitting and substitute members of the Board of Directors, if there is a change in the composition of the Board of Directors of Cemig.
- h) Election of the sitting and substitute members of the Audit Board, due to the completion of their period of office.

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.

Belo Horizonte, March 13, 2014.

Dorothea Fonseca Furquim Werneck
Djalma Bastos de Moraes
Arcângelo Eustáquio Torres Queiroz
Eduardo Borges de Andrade
Guy Maria Villela Paschoal
Joaquim Francisco de Castro Neto

Paulo Roberto Reckziegel Guedes
Tadeu Barreto Guimarães
Wando Pereira Borges
Bruno Magalhães Menicucci
José Augusto Gomes Campos
Newton Brandão Ferraz Ramos