

# COMPANHIA ENERGÉTICA DE MINAS GERAIS- CEMIG

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

## EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

### CONVOCATION

Stockholders are hereby called to an Extraordinary General Meeting of Stockholders to be held on June 3, 2014 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:

- 1- Change in the Company's by-laws, altering the drafting of the head paragraph of Clause 12, which establishes the composition of the Board of Directors.
- 2- Orientation of vote by the representatives of the Company in the Extraordinary General Meetings of Stockholders of Cemig Distribuição S.A. and Cemig Geração e Transmissão S.A., also to be held on June 3, 2014, as to alteration of the drafting of Article 8 of their respective by-laws, which in both cases establishes the Board of Directors.

Any stockholder who wishes to be represented by proxy at the said General Meeting of Stockholders should obey the precepts of Article 126 of Law 6406 of 1976, as amended, and of the sole paragraph of Clause 9 of the Company's by-laws, by exhibiting at the time, or depositing, preferably by May 29, 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 (*Superintendência da Secretaria Geral e Executiva Empresarial*) at Av. Barbacena, 1200 – 19<sup>th</sup> Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, April 30, 2014.

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

Luiz Fernando Rolla  
Stockholder, 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**

Dear Stockholders:

The stockholders present at the Ordinary and Extraordinary General Meetings of Stockholders of Companhia Energética de Minas Gerais – **Cemig** held, concurrently, on April 30, 2014,

– in view of the following facts and considerations –

- a) at the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 30, 2014, a total of 15 (fifteen) sitting members and their respective substitute members were elected to the Company’s Board of Directors, in accordance with §7 of Article 141 of Law 6404 of December 15, 1976 as amended;
- b) §1 of Article 11 of the Company’s by-laws specifies that the structure and composition of the Board of Directors and the Executive Board of the Company shall be identical 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 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 21, §4, Sub-Clause “g”, of the by-laws of Cemig states:

“Clause 21 - ...

§4 The following decisions shall require a decision by the Executive Board: ... 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.”;

- f) Clause 8, §1, of the by-laws of Cemig D and of Cemig GT, also, establishes 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
- g) Cemig D and Cemig G will hold Extraordinary General Meetings of Stockholders on June 3, 2013, to change their by-laws;

– now proposes to you as follows:

- 1) Change in the Company’s by-laws, for the head paragraph of Clause 12 to read as follows: “Clause 12 - The Company’s Board of Directors shall be made up of 15 (fifteen) members and an equal number of substitute members. One of the members shall be its Chair and another its Vice-Chair, and all shall be elected for the same concurrent period of office of 2 (two) years, may be dismissed at any time by the General Meeting of Stockholders, and may be reelected.”; and
- b) that the representatives of the Company should vote in favor of the agenda at the General Meetings of Stockholders of Cemig Distribuição S.A. and of Cemig Geração e Transmissão S.A. that decide on change of the drafting of the head paragraph of Article 8 of their by-laws, so that those Companies shall also have 15 (fifteen) sitting members and 15 substitute members on their Boards of Directors.

Belo Horizonte, April 30, 2014.

Luiz Fernando Rolla

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

## Appendix 2

### 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 12 of the by-laws:

##### Justifications:

- a) at the Ordinary and Extraordinary General Meetings of Stockholders held, concurrently, on April 30, 2014, a total of 15 (fifteen) sitting members and their respective substitute members were elected to the Company's Board of Directors, in accordance with §7 of Article 141 of Law 6404 of December 15, 1976 as amended;
- b) §1 of Article 11 of the Company's by-laws specifies that the structure and membership of the Board of Directors and the Executive Board of the Company 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 21, §4, Sub-Clause "g", of the by-laws of Cemig states:  
"Clause 21 - ...  
§4 The following decisions 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.";
- f) 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
- g) Cemig D and Cemig G will hold Extraordinary General Meetings of Stockholders on June 3, 2014, to change their by-laws.

##### Economic and legal effects:

None