

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 19, 2012 at 2.30 p.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:

Ratification of the Company having, in 2011, exceeded the limits specified in subclauses “b” and “d” of Paragraph 7 of Article 11 of the by-laws for the consolidated ratio {Net debt/(Net debt + Stockholders' equity)}, and for the consolidated amount of funds destined to capital expenditure and acquisition of any assets of the Company.

Any stockholder who wishes to be represented by proxy at the said General Meeting of Stockholders should obey the terms 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 June 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 (*Superintendência da Secretaria Geral e Executiva Empresarial*) at Av. Barbacena, 1200 – 19th Floor, B1 Wing, Belo Horizonte, Minas Gerais.

Belo Horizonte, May 24, 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 JUNE 19, 2012.**

Dear Stockholders:

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

– **WHEREAS:**

- a) Paragraph 7 of Clause 11 of the by-laws specifies that in managing the Company and in exercising the right to vote in subsidiaries, affiliated companies and consortia, the Board of Directors and the Executive Board shall faithfully obey and comply with certain targets, including:
 - (subclause b): limiting the consolidated ratio {Net debt / (Net debt + Stockholders' equity)} to 40%; and
 - (subclause d): limiting the consolidated amount of funds destined to capital expenditure and the acquisition of any assets, in each business year, to 40% of the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization);
- b) Paragraph 9 of Article 11 of the by-laws states that such target may be exceeded for reasons related to temporarily prevailing conditions, upon justification by grounds and prior specific approval by the Board of Directors, subject to a limit of 50% for the consolidated ratio {Net debt / (Net debt + Stockholders' equity)};
- c) at the end of 2011, the consolidated {(Net debt) / (Net debt plus stockholders' equity)} was 52.4%; and the consolidated amount of funds allocated to capital expenditure and to the acquisition of any assets was 71.7% of the company's Ebitda;
- d) this exceeding of the limit arose principally from the increase in debt, of R\$ 3.8 billion, to effect the Company's Investment Program in the year 2011, significant elements being acquisition of an interest in the assets of the Abengoa group, in the amount of R\$ 1.2 billion, and investments, also of R\$ 1.2 billion, in the concession of Cemig Distribuição S.A.;

– **now proposes to you:**

Ratification of the Company having exceeded, in 2011, the limits specified in subclauses "b" and "d" of Paragraph 7 of Article 11 of the by-laws, to the extent of: the consolidated ratio {Net debt/(Net debt + Stockholders' equity)} being 52.4%; and the consolidated amount of funds destined to capital expenditure and acquisition of any assets of the Company being equivalent to 71.7% of the Company's Ebitda (Earnings before interest, taxes, depreciation and amortization).

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 you, the stockholders, will approve it.

Belo Horizonte, May 24, 2012

Dorothea Fonseca Furquim Werneck – Chair
Djalma Bastos de Moraes – Vice-Chairman
Antônio Adriano Silva – Member
Eduardo Borges de Andrade – Member
Guy Maria Villela Paschoal – Member
João Camilo Penna – Member

Paulo Roberto Reckziegel Guedes – Member
Saulo Alves Pereira Junior – Member
Adriano Magalhães Chaves – Member
Fernando Henrique Schüffner Neto – Member
Franklin Moreira Gonçalves – Member
Newton Brandão Ferraz Ramos – Member