



**COPEL**  
**Companhia Paranaense de Energia**

## **MANUAL FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING**

**176<sup>th</sup> Extraordinary General Meeting**  
**July 23, 2009**



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## 1. Message from the Chairman of the Board of Directors

Dear Shareholder:

I am glad to present you this Manual for Participation in the Extraordinary General Meeting of Companhia Paranaense de Energia - Copel, with general guidance for an effective participation and exercise of the vote.

The development of this manual is based on Copel's Corporate Governance policy, which is oriented by transparency and equity.

The manual's purpose is to present, in a clear and brief way, information related to the Company's Extraordinary General Meeting, seeking thereby to contribute for the understanding of the proposals for resolution and to encourage shareholders' participation in the annual corporate agenda events of the Company.

Copel's 176<sup>th</sup> Extraordinary General Meeting (EGM) was called for June 23, 2009, at 2:30 pm, at the Company's headquarters at Rua Coronel Dulcídio nº 800, in Curitiba.

The matters to be presented in the EGM for resolution of shareholders are described in the Call Notice and in this manual.

Your participation is very important, considering relevant issues to the Company are dealt with in the meetings.

The CEO, who will be able to provide further clarification required on any matter included in the EGM agenda, will attend the 176<sup>th</sup> EGM.

Sincerely yours,

João Bonifácio Cabral Júnior  
Chairman of the Board of Directors

## **2. Message from the Chief Executive Officer**

Dear Shareholder:

We are pleased to present you the Manual for Participation in the Extraordinary General Meeting of Companhia Paranaense de Energia - Copel. In this manual you will find information on the date, time and place of the Extraordinary General Meeting and on the matters of the agenda, in addition to guidelines to ensure your voting right is fully exercised.

The quorum for the installation of General Meetings is established according to the matters to be examined.

For the Extraordinary General Meeting, in which the Company criteria for application of the annual rate adjustment index - IRT/2009 and the Electricity Tariffs Reduction Program for Swine Raising will be examined, the attendance of one quarter of holders of common shares is required.

In item 5 of this manual are specified the types of shares granting the right to vote on the items of the agenda. Given the current number of Company shareholders, this manual seeks to encourage and enable participation in the General Meetings.

Counting on your presence at the 176<sup>th</sup> EGM, we take this opportunity to acknowledge the trust placed on Copel and its managers, renewing, on behalf of the Executive Board, our purpose to continue acting so as to fully observe the Company's Corporate Governance guidelines, based on the principles of ethics, transparency, management excellence and responsibility in conducting our business. These factors are essential for the Company to grow and promote sustainable development, maintaining a fair balance between the interests of the shareholders and those of the Company.

Warm regards,

Rubens Ghilardi  
Chief Executive Officer

### **3. Guidance for Participation in the Extraordinary General Meeting**

Copel's shareholders may take part in the General Meeting by attending it at the Company's headquarters and voting, or by appointing a proxy to represent them, as described below:

#### **3.1. Attending Shareholder**

The shareholder wishing to take part in the EGM shall arrive a few minutes before the time indicated in the Call Notice and bear the following documents:

- Identity card (RG), or Alien's Identity Card (RNE), or Brazilian Driver's License (CNH), or an accreditation card issued by an official professional organization;
- Proof as Company shareholder issued by a depositary financial institution or a custodian agent or through the shareholding position issued by Copel.

#### **3.2. Shareholder Represented by Proxy**

The shareholder who is not able to attend the meeting and wishes to take part in the EGM may appoint a proxy with powers to represent him/her.

Pursuant Article 126, paragraph 1, of the Brazilian Corporation Law 6,404/1976, the proxy shall be a shareholder, lawyer or manager of the Company or of a financial institution/investment fund. The proxy shall have been appointed not more than one year before the date of the EGM.

The documents required are the following:

- Power of attorney with special powers for representation at Copel's General Meeting, bearing a notarized signature of the grantee (shareholder);
- Bylaw or Articles of Incorporation and instrument of election/appointment of the managers in the event the grantee is a legal entity; and
- Proof of ownership of the shares issued by the Company, conferred by the depositary financial institution and/or custodian.

Note: the documents mentioned in the first and second items above shall be forwarded to Copel's headquarters, *Diretoria de Finanças, Relações com Investidores e de Controle de Participações*, at Rua Coronel Dulcício nº 800 – 3<sup>rd</sup> floor, preferably 48 hours prior to the Meeting.

#### **3.3. Holders of ADRs**

The financial depositary institution of American Depositary Receipts (ADRs) in the United States, The Bank of New York Mellon, will send the powers of attorney to the holders of ADRs, so that they exercise their voting right at the EGM.

The participation shall take place through Banco Itaú, representative of The Bank of New York Mellon in Brazil.

Should there be any doubt concerning the EGM procedures and deadlines, please contact the Shareholders and Custody Department (*Departamento de Acionistas e Custódia*) at (55 41) 3331-4269 or through the email [acionistas@copel.com](mailto:acionistas@copel.com)

#### **4. Call Notice**

The Shareholders of Companhia Paranaense de Energia - Copel are summoned to attend the Extraordinary General Meeting to be held on June 23, 2009, at 2:30 pm, at the Company's headquarters at Rua Coronel Dulcídio nº 800, in the city of Curitiba, to resolve on the following agenda:

1. Criteria for application of the annual Rate Adjustment Index - IRT/2009;
2. Programa de Suinocultura Noturna (Electricity Tariffs Reduction Program for Night Swine Raising).

**Notes:**

- a) *Documents related to the matters to be discussed at the General Meeting along with the Manual for Participation in the Meeting are at the shareholders' disposal at the Company's headquarters.*
- b) *Powers of attorneys for representation at the General Meeting shall be deposited at Copel's headquarters, "Diretoria de Finanças, Relações com Investidores e de Controle de Participações, Departamento de Acionistas", at Rua Coronel Dulcídio, 800, 3<sup>rd</sup> floor, in the city of Curitiba, up to 48 hours prior to the meeting.*

Curitiba, June 19, 2009

João Bonifácio Cabral Júnior  
Chairman of the Board of Directors

#### **Publication**

This Call Notice was published, pursuant to the Brazilian Corporation Law, in the Diário Oficial do Estado do Paraná and in the newspapers O Estado do Paraná and Diário de São Paulo, on 23, 24 and 25 of June 2009 editions, being also available on the Company's website ([www.copel.com/ir](http://www.copel.com/ir)).

## **Information on the matters to be examined and discussed at the Extraordinary General Meeting**

Below, the Company's Management presents some clarifications related to each item for resolution at the EGM for the exercise of a conscious vote.

### **4.1. Criteria for application of the annual Rate Adjustment Index - IRT/2009;**

#### **4.1.1. Clarifications**

Copel, committed to the actions of government and the interests of its shareholders, has made all necessary investments to expand the electrical system; extend the Company's participation in the market; ensure conditions for the continuity of the State Growth Project and increase the Company's business efficiency, without neglecting the social role of public Company.

As the *Agência Nacional de Energia Elétrica - Aneel* (Electrical Energy National Agency) disclose the annual rate adjustment index, with effect from June 24<sup>th</sup> 2009, Copel's Board of Directors, considering the crisis plaguing the global economy, under the guidance of the majority shareholder, recommended the rate adjustment has no effect for the consumer.

Relevant fact was published on the subject by Copel and it is available on the website ([www.copel.com](http://www.copel.com))

#### **5.1.2. Voting right**

In item 1 of the agenda, only holders of common shares are entitled to vote.

### **5.2 Programa de Suinocultura Noturna (Electricity Tariffs Reduction Program for Night Swine Raising).**

#### **5.2.1. Clarifications**

**4.1.2.** In attendance to the majority shareholder proposal and the criteria of *Aneel*, the management of the Company decided to deploy the *Programa de Suinocultura Noturna* (Electricity Tariffs Reduction Program for Night Swine Raising), to be implemented along the lines of the *Programa de Irrigação Noturna – PIN* (Night Irrigation Program), in which the applicant must provide the individualization of electrical installations which assist the swine raising in order to install a special meter, to enable the application of reduced tariffs exclusively for this activity.

#### **4.1.3. Voting right**

In this item 2, only holders of common shares are entitled to vote.