

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

**177<sup>th</sup> Extraordinary General Meeting  
October 30, 2009**

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

Dear Shareholder:

We are pleased to present you the Manual for Participation in the 177th Extraordinary General Meeting of Companhia Paranaense de Energia - Copel, called for 30 October, 2009, at 2:30 p.m., at the Company headquarters (Rua Coronel Dulcídio, 800, in Curitiba).

The installation quorum for General Meetings is set depending on the matters to be examined.

The preparation of this manual is based on the policy of Copel's Corporate Governance, which has transparency and equity as pillars.

To the Extraordinary General Meeting - EGM in question, on which newspapers in which the Company will make the publications required by Federal Law no. 6,404/76 and CVM Instruction no. 207/1994, the attendance of one quarter of the holders of common shares is required.

In item 4 of this manual are specified the types of shares granting the right to vote on the item 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 177<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 Paraná society.

We will attend the 177<sup>th</sup> EGM and expect we are able to provide additional clarification needed on the agenda's matter.

Sincerely yours,

João Bonifácio Cabral Júnior  
Chairman of the Board of Directors

Rubens Ghilardi  
Chief Executive Officer

## 2. 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:

### 2.1. 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 of Company shareholding issued by a depositary financial institution or a custodian agent or through the shareholding position issued by Copel.

### 2.2. 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 no. 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 longer 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 available at 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. Call Notice**

The Shareholders of Companhia Paranaense de Energia - Copel are summoned to attend the Extraordinary General Meeting to be held on October 30, 2009, at 2:30 p.m., at the Company's headquarters at Rua Coronel Dulcídio nº 800, in Curitiba, to approach the following matter:

1. Approval of the newspapers in which the Company will make its publications required by Federal Law no. 6,404/1976 and CVM Instruction no. 207/1994, as decided at the 54th Annual General Meeting, held on 23.04.2009, and according to the outcome of the Bidding Process conducted, whose winner was the company F. Lopes Publicidade, for publication in newspapers: a) Gazeta do Povo (Lote 1 - Curitiba) and b) DCI - Diário Comércio, Indústria & Serviços, (Lote 2 - Sao Paulo).

#### **Notes:**

- a) *Documents related to the matter to be discussed at the General Meeting and the Manual for Participation in the Meeting are at the shareholders' disposal at the Company's headquarters.*
- b) *Powers of attorney 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, no later than 48 hours prior to the meeting.*

Curitiba, September 25, 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 editions of O Estado do Paraná and Diário de São Paulo, of September 29 and 30, 2009 and October 1, 2009, being also available on the Company's website ([www.copel.com/ir](http://www.copel.com/ir)).

#### **4. Information on the matter to be examined and discussed at the Extraordinary General Meeting**

Below, the Company's Management presents some clarifications related to the matters to be dealt with at the EGM, with a view to the exercise of a conscious vote.

##### **4.1. Approval of the newspapers in which the Company will make the publications required by Federal Law no. 6,404/1976 and CVM Instruction No. 207/1994, as decided at the 54th Annual General Meeting, held on April 23, 2009.**

###### **4.1. 2. Clarifications**

Considering the provisions of the third paragraph of art. 289 of the *Lei das Sociedades Anônimas* (Federal Law no. 6,404/1976) and the provisions of CVM instruction no. 207/1994, it is necessary that the Annual General Meeting set the newspapers in which the Company must make the publications required by that same Law. However, as Copel is subject to Federal Law no. 8,666/1993, a Bidding Process took place, which could not be completed until the date of the Ordinary General Meeting - OGM held on April 23, 2009. Thus, that OGM proposed that that matter, as soon as the bidding process had been concluded, was submitted to an Extraordinary General Meeting, procedure unanimously approved by the voters present then.

The Bidding Process COPEL SLS/DCSEA no.157529/2009, electronic auction mode, was established in January 3, 2009, the auction being held on August 18, 2009, in Curitiba, with the presence of *Pirâmide Publicações Ltda., Editora O Estado do Paraná S.A., F. Lopes Publicidade Ltda., Panorama Diário Comercial e Publicidade Ltda., e Chá com Nozes Propaganda Ltda.*

Such Bidding Process was won by *F. Lopes Publicidade Ltda.* for publication in: a) *Gazeta do Povo (Lote 1 - Curitiba)* and b) *DCI - Diário Comércio, Indústria & Serviços (Lote 2 - Sao Paulo)*.

Prices proposed by *F. Lopes Publicidade Ltda.*, in accordance with the provisions of the Bidding Process COPEL SLS/DCSEA No.157529/2009 were:

Lote 1 - Curitiba: R\$ 34.87 per cm/column layout, amounting to a total of R\$ 522.213,12; and

Lote 2 - São Paulo: R\$ 39.98 per cm/column layout, amounting to a total of R\$ 249.475,20.

###### **4.1.2. Voting right**

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