

## SHAREHOLDERS' MEETING PARTICIPATION MANUAL

180<sup>th</sup> Extraordinary Shareholders' Meeting  
October 14, 2010



**TABLE OF CONTENTS**

<b>1. Message from the Administration.....</b>	<b>3</b>
<b>2. Guidance for Participation in the Extraordinary Shareholders' Meeting .....</b>	<b>4</b>
2.1. Attending Shareholder.....	4
2.2. Shareholder Represented by Proxy.....	4
<b>3. Call Notice .....</b>	<b>5</b>
<b>4. Information on the matters to be examined and discussed at the Extraordinary Shareholders' Meeting (ESM).....</b>	<b>6</b>
4.1. Replacement of Company's Fiscal Council Member:.....	6
4.2. Voting right.....	6
4.3. Replacement of Company's Board of Directors Member .....	6
4.4. Voting right.....	7
4.5. ANNEX I.....	8
4.6. ANNEX II.....	11

**ANNEX**

**I** – item 12.6 to 12.10 of CVM's Reference Form (annex 24 to the Instr. 480/2009)  
– Fiscal Council Member

**II** – Item 12.6 to 12.10 of CVM's Reference Form (annex 24 to the Instr. 480/2009)  
– Board of Directors Member.

## 1. Message from the Administration

Dear Shareholder:

It is with immense pleasure that I present to you this Manual for Participation in the Extraordinary Shareholders' Meeting of *Companhia Paranaense de Energia – Copel*, with general guidance for an effective participation and exercise of the vote.

This manual has been prepared based on Copel's Corporate Governance policy, which is founded on transparency and equity.

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

Copel's 180<sup>a</sup> Extraordinary Shareholders' Meeting (ESM) was called for October 14<sup>th</sup> 2010, at 2:30 pm, at the Company's headquarters at *Rua Coronel Dulcídio nº 800*, in the city of *Curitiba*.

The matters to be presented in the ESM for resolution of shareholders are described in the Call Notice and in this manual. In items 4.2 and 4.4 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 Shareholders' Meetings.

The CEO will attend the Shareholders' Meeting and will be able to provide further clarification required on any matter included in the ESM's agenda.

Your participation is very important, considering that will be dealt in the meeting issues relevant to the Company.

Sincerely,

Ronald Thadeu Ravedutti  
Copel's CEO and  
Executive Secretary of the Board of Directors

## 2. Guidance for Participation in the Extraordinary Shareholders' Meeting

Copel's shareholders may take part in the Shareholders' 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 Shareholders' Meeting 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.

### 2.2. Shareholder Represented by Proxy

The shareholder who is not able to attend the meeting and wishes to take part in the ESM 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 ESM.

The documents required are the following:

- Power of attorney with special powers for representation at Copel's Shareholders' Meeting, bearing a notarized signature of the grantee (shareholder);
- Bylaws 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.

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

### 3. Call Notice

#### EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

*This Call Notice replaces the previous one, filed on the Securities and Exchange Commission - SEC on September 10<sup>th</sup>, due to the addition of the second item on the agenda.*

The Shareholders of Companhia Paranaense de Energia - COPEL are hereby invited to attend an **Extraordinary Shareholders' Meeting** at the Company's headquarters at Rua Coronel Dulcídio nº 800, in the city of Curitiba, state of Paraná on **October 14<sup>th</sup> at 2:30 pm**, to deliberate on the following agenda:

1. **Replacement of Company's Fiscal Council Member; and**
2. **Replacement of Company's Board of Directors Member.**

**Notes:**

- a) *The documents related to the agenda of the Extraordinary Shareholders' Meeting, including the Shareholders' Meeting Participation Manual, are available to shareholders at the Company's headquarters; and*
- b) *The powers of attorney for the Shareholders' Meeting should be delivered to Copel's headquarters at the Shareholders' Department of the Financial and Investor Relations Area at Rua Coronel Dulcídio, 800, 3<sup>o</sup> floor, Curitiba, not later than 48 hours prior to the Meeting.*

Curitiba, September 17<sup>th</sup>, 2010

LÉO DE ALMEIDA NEVES  
Chairman of the Board of Directors

**Publication**

This Call Notice was published, pursuant to the Brazilian Corporation Law, in the Official Gazette of the State of Paraná and in the newspapers *Gazeta do Povo* and *Diário Comércio, Indústria & Serviços de São Paulo*, on September 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> 2010 editions and republished on September 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> at the same newspapers, being also available on the Company's website ([www.copel.com/ir](http://www.copel.com/ir)).





#### **4. Information on the matters to be examined and discussed at the Extraordinary Shareholders' Meeting (ESM)**

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

##### **4.1. Replacement of Company's Fiscal Council Member:**

Copel's Fiscal Council operates on a permanent basis and its main duties are overseeing the managers' acts, examining and giving an opinion on the Financial Statements and reporting its conclusions to the Company's shareholders.

Pursuant to Article 31 of the Company's Bylaws, the shareholders elect the members of the Fiscal Council for a unified term of office of one year, which, in this case, expires at the Ordinary General Meeting (OGM) of April 2011.

According to Brazilian Corporation Law 6,404/1976, specifically under the terms of paragraph 1<sup>st</sup> on article 161, Copel's Fiscal Council comprises five sitting members and an equal number of alternate members, with re-election authorized.

The Major Shareholder, in the exercise of its legal right, indicates for replacement of Mr. Wilson Portes, a Member appointed by the first and elected in the 55<sup>th</sup> OGM held on April 27<sup>th</sup> 2010, the name of Mr. Ney Amilton Caldas Ferreira, keeping the alternate in office.

Annex I: item 12.6 to 12.10 of CVM's Reference Form

According to Brazilian Corporation Law 6,404/1976 in order to taking office, all members of the Fiscal Council shall sign a statement validating the information that they are not impeded by any crimes provided for by law from performing business activities, and they shall also execute the Investiture Instrument and the Instruments of Adhesion to the Policies for Disclosure of Material Information and Maintenance of Confidentiality and for Trading of Securities issued by Copel itself, set forth by CVM Instruction 358/2002, through which they undertake to comply with the rules therein.

##### **4.2. Voting right**

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

##### **4.3. Replacement of Company's Board of Directors Member**

The Board of Directors is the deliberative body of the Company mainly responsible for setting the overall direction of business, taking its form of action and powers in Copel's Bylaws and Board of Directors specific Bylaws. It is considered the main component of the Corporate Governance system of a company as it operates as a link between shareholders and managers, guiding and supervising the Administration's relationship with other stakeholders.

According to Brazilian Corporation Law 6,404/1976, specifically under the terms of items I to III article 140, Copel's Board of Directors comprises seven or nine sitting members elected by the Ordinary General Meeting for a two years term with re-election authorized.

The Major Shareholder, in the exercise of its legal right, indicates for replacement of Mr. Munir Karam, a Member appointed by the first and elected in the 54<sup>th</sup> OGM held on April 23<sup>th</sup> 2009, the name of Mr. Sylvio Sebastiani.

Annex II: item 12.6 to 12.10 of CVM's Reference Form



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

According to Brazilian Corporation Law 6,404/1976 in order to taking office, all members of the Board of Directors shall sign a statement validating the information that they are not impeded by any crimes provided for by law from performing business activities, and they shall also execute the Investiture Instrument and the Instruments of Adhesion to the Policies for Disclosure of Material Information and Maintenance of Confidentiality and for Trading of Securities issued by Copel itself, set forth by CVM Instruction 358/2002, through which they undertake to comply with the rules therein.

#### **4.4. Voting right**

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



INSTRUÇÃO CVM No 480, DE 7 DE DEZEMBRO DE 2009  
FORMULÁRIO DE REFERÊNCIA

**MANUAL FOR PARTICIPATION IN THE GENERAL ANNUAL MEETING  
180<sup>TH</sup> EXTRAORDINARY GENERAL MEETING**

**4.5. ANNEX I**

**12.6.** For each of the **Director**, Alternate Director and Executive Officer of the Issuer, state in table below:

Fiscal Council Composition									
Name	Age	Occupation	CPF/ National identification Number	Current Position	Election date	Inauguration date	Term of office	Other positions held in the Issuer	Nominated by the Issuer
Ney Amilton Caldas Ferreira	56	Business Administrator	213.894.469-72	Fiscal Council Member	14/10/2010	14/10/2010	2010/2011	None	Yes

**12.7.** Provide the information specified in item 12.6 in respect of members of statutory committees, as well as audit committees, risk and financial compensation, even if such committees or structures are not statutory:

**Not applied**



INSTRUÇÃO CVM No 480, DE 7 DE DEZEMBRO DE 2009  
FORMULÁRIO DE REFERÊNCIA

**12.8.** For each of the Directors and Fiscal Council Members, provide:

a. Curriculum

**NEY AMILTON DE CALDAS FERREIRA**

DATE OF BIRTH: 26/08/1954

CURRENT POSITION:

Chief Secretary of State Govern's Civil House

MAIN ACTIVITIES

Former Chairman of Guarapuava's Knights Order; Trainee at *Caixa Econômica Federal* in *Curitiba*; Scribe at *MADEBRÁS S.A. - Madeireiros Exportadores* in *Curitiba*; Bonded Warehouse Manager of *Paraná* in *Curitiba* and *Paranaguá*; Planning State Secretary for the National Institute of Social Security; Executive Secretary of *Guarapuava* City, *COPASA's* Staff Chief, Agent of Social Security in *Guarapuava*, Vice Mayor of *Guarapuava*. Over the past seven years he served as Managing Director of the Agricultural Development Company of *Paraná - CODAPAR*.

EDUCATION

Bachelor in Business Administration and Foreign Trade from *Faculdades Positivo*, in *Curitiba, Paraná*. Post-Graduate in Management from *Universidade Católica do Paraná*, in *Curitiba, Paraná*.

b. Description of any of the following events that might had occurred during last 5 years:

i. Any criminal condemnation

**R.: None.**

ii. Any condemnation in CVM's administrative process and penalties applied

**R.: None.**

iii. Any condemnation passed into adjudged, in the judicial or the administrative, that had discontinued the Member from his/her occupation or disqualified him/her for any professional or commercial activities

**R.: None.**

**12.9.** Inform the existence of marital relationship, marriage or stable relationship up to the second degree between:

a. Directors of the Issuer:

**R.: None.**

b. (i) Directors of the Issuer and (ii) Directors of direct or indirect controlled companies from the Issuer:

**R.: None.**

INSTRUÇÃO CVM No 480, DE 7 DE DEZEMBRO DE 2009  
FORMULÁRIO DE REFERÊNCIA

- c. (i) Director of the Issuer or direct or indirect controlled companies and (ii) direct or indirect executive personnel from the Issuer:

**R.: None.**

- d. (i) Executive personnel from the issuer and (ii) Managers of the direct and indirect controlled companies from the Issuer:

**R.: None.**

**12.10.** Report on reporting relationships, service delivery or control maintained in the past 3 fiscal years, between the Issuer and administrators and:

- a. Controlled company, directly or indirectly, by the Issuer:

**R.: None.**

- b. Direct or indirect controller of the Issuer:

**R.: None.**

- c. whenever relevant, supplier, customer, debtor or creditor of the Issuer, its subsidiary or controlling or controlled in some of these people

- d. **R.: None.**



INSTRUÇÃO CVM No 480, DE 7 DE DEZEMBRO DE 2009  
FORMULÁRIO DE REFERÊNCIA

**MANUAL FOR PARTICIPATION IN THE GENERAL ANNUAL MEETING  
180<sup>TH</sup> EXTRAORDINARY GENERAL MEETING**

**4.6. ANNEX II**

**12.6.** For each of the Director, Alternate Director and Executive Officer of the Issuer, state in table below:

Fiscal Council Composition									
Name	Age	Occupation	CPF/ National identification Number	Current Position	Election date	Inauguration date	Term of office	Other positions held in the Issuer	Nominated by the Issuer
Sylvio Sebastiani	81	Writer	008499019-87	Board of Directors Member	14/10/2010	14/10/2010	2009/2011	None	Yes

**12.7.** Provide the information specified in item 12.6 in respect of members of statutory committees, as well as audit committees, risk and financial compensation, even if such committees or structures are not statutory:

**Not applied**

INSTRUÇÃO CVM No 480, DE 7 DE DEZEMBRO DE 2009  
FORMULÁRIO DE REFERÊNCIA

**12.8.** For each of the Directors and Fiscal Council Members, provide:

a. Curriculum

**SYLVIO SEBASTIANI**

DATE OF BIRTH: 02/08/1929

CURRENT POSITION:

Chairman of the Retired Employees of Legislative Assembly of Parana State

MAIN ACTIVITIES

City Councilman on *Toledo – Paraná*, elected on 1956

Fiscal of the *Instituto Brasileiro do Café – IBC*, from 1960 to 1962

Employee of Legislative Assembly of *Paraná* State

Parliamentary Advisor from 2003 to 2010, when the term ends.

EDUCATION

Graduated from *Colégio Santa Maria – Curitiba – PR*, in 1946

b. Description of any of the following events that might had occurred during last 5 years:

i. Any criminal condemnation

**R.: None.**

ii. Any condemnation in CVM's administrative process and penalties applied

**R.: None.**

iii. Any condemnation passed into adjudged, in the judicial or the administrative, that had discontinued the Member from his/her occupation or disqualified him/her for any professional or commercial activities

**R.: None.**

**12.9.** Inform the existence of marital relationship, marriage or stable relationship up to the second degree between:

e. Directors of the Issuer:

**R.: None.**

f. (i) Directors of the Issuer and (ii) Directors of direct or indirect controlled companies from the Issuer:

**R.: None.**



COPEL

COMPANHIA PARANAENSE DE ENERGIA

CNPJ: 76.483.817/0001-20

Código CVM: 1431-1

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INSTRUÇÃO CVM No 480, DE 7 DE DEZEMBRO DE 2009  
FORMULÁRIO DE REFERÊNCIA

- g. (i) Director of the Issuer or direct or indirect controlled companies and (ii) direct or indirect executive personnel from the Issuer:

**R.: None.**

- h. (i) Executive personnel from the issuer and (ii) Managers of the direct and indirect controlled companies from the Issuer:

**R.: None.**

**12.11.** Report on reporting relationships, service delivery or control maintained in the past 3 fiscal years, between the Issuer and administrators and:

- a. Controlled company, directly or indirectly, by the Issuer:

**R.: None.**

- b. Direct or indirect controller of the Issuer:

**R.: None.**

- c. whenever relevant, supplier, customer, debtor or creditor of the Issuer, its subsidiary or controlling or controlled in some of these people

- d. **R.: None**