



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

**MANUAL FOR PARTICIPATION  
IN GENERAL MEETINGS**

**57<sup>th</sup> Annual General Meeting  
183<sup>rd</sup> Extraordinary General Meeting**

**April 26, 2012**



## TABLE OF CONTENTS

<b>1. Message from the Chairman of the Board of Directors.....</b>	<b>3</b>
<b>2. Guidance for Participation in the Joint General Meeting .....</b>	<b>4</b>
Attending Shareholder.....	4
Shareholder Represented by Proxy.....	4
Holders of ADRs.....	4
<b>3. Call Notice .....</b>	<b>5</b>
ANNUAL GENERAL MEETING.....	5
EXTRAORDINARY GENERAL MEETING.....	5
<b>4. Information on the matters to be examined and discussed at the 57<sup>th</sup> Annual General Meeting .....</b>	<b>7</b>
Analysis, discussion and voting on the Annual Management Report, balance sheet and other financial statements for fiscal year 2011 .....	7
Election of the members of the Fiscal Council due to end of term of office .....	11
Establishment of the compensation of the Management and members of the Fiscal Council .....	12
<b>5. Information on the matters to be analyzed and discussed at the 183<sup>rd</sup> Extraordinary General Meeting.....</b>	<b>13</b>
Filling of vacant position on the Company's Board of Directors .....	13
Creation of the New Energies Department .....	13
Amendment to the Company's Bylaws .....	14
Restatement of the Company's Bylaws .....	15

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

Dear Shareholder:

It is with immense pleasure that I present to you this Manual for Participation in the Annual General Meeting of the 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 brief way, the information related to the Company's Annual General 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 57<sup>th</sup> Annual General meeting (AGM) and 183<sup>rd</sup> Extraordinary General Meeting (EGM) is to be held on April 26, 2012, at 2:30 p.m., at the Company's headquarters located at Rua Coronel Dulcídio 800, in the city of Curitiba.

The matters to be presented in the AGM for resolution of shareholders are described in the Call Notice and in this manual. In items 4 and 5 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.

The CEO, one representative of the Fiscal Council and one representative of the independent auditors will attend the Joint General Meeting, who will be able to provide further clarification required on any matter included in the agenda.

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

Sincerely,

Mauricio Schulman  
Chairman of the Board of Directors

## 2. Guidance for Participation in the Joint General Meeting

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

### Attending Shareholder

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

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

### Shareholder Represented by Proxy

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

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);
- Bylaws or Article 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 depository 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.

### Holders of ADRs

The financial depository 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 Joint General Meeting.

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 Joint General Meeting 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**

The Shareholders of Companhia Paranaense de Energia - Copel are invited to attend the Annual and Extraordinary General Meeting to be held on **April 26, 2012**, at **2:30 p.m.** at the Company's head office located at Rua Coronel Dulcídio, 800, Curitiba, to decide on the following agenda:

#### **ANNUAL GENERAL MEETING**

1. To analyze, discuss and vote the 2011 Annual Management Report, the balance sheet and other financial statements related to fiscal year of 2011;
2. To resolve on the Board of Executive Officers' proposal for allocation of the 2011 net income in the amount of R\$1,157,689,773.52 — including profit sharing payment — and the subsequent payment to shareholders as follows:

Interest on equity replacing dividends, in the gross amount of R\$421,090,944.19, of which R\$225,813,823.19 were declared and paid in advance on September 15, 2011, and the remaining R\$195,277,121.00 to be allocated as follows: R\$0.68030 per common share (ON); R\$1.65801 per class A preferred share (PNA); and R\$0.74840 per class B preferred share (PNB).

3. To amend the caput of Article 4, according to the provision set forth in paragraph 1 of Article 7, both of them in the Company's Bylaws, due to the conversion of PNA shares into PNB shares, as per shareholders' request;
4. To elect the members of the Fiscal Council due to end of term of office;
5. To establish the compensation for the Management and members of the Fiscal Council;
6. Information on the publications required by Law 6,404/76.

#### **EXTRAORDINARY GENERAL MEETING**

1. To fill the vacant position on the Company's Board of Directors;
2. To create the New Energies Department;
3. To amend the Company's Bylaws, as follows:
  - a) Article 1 – alignment with the Company's Strategic Planning and insertions to comply with the minimum requirements of Level 1 Listing Rules of BM&Fbovespa - Securities, Commodities and Futures Exchange;
  - b) Article 6 – adjustment to the wording related to minimum mandatory dividends, pursuant to Law 6,404/76;
  - c) Article 11 – adjustment to comply with the minimum requirement of Level 1 Listing Rules of BM&Fbovespa - Securities, Commodities and Futures Exchange;
  - d) Article 15 – change in the duties of the Board of Directors;
  - e) Article 7 – changes in the composition of the Board of Directors;
  - f) Article 20 – alignment with the Company's Strategic Planning;
  - g) Articles 21 to 28 – change in the duties of the Executive Officers for internal restructuring;
  - h) Article 29 – insertion of an article to create a new department and the consequent renumbering of the other articles;
  - i) Articles 32 and 33 – insertions to comply with the minimum



requirements of Level 1 Listing Rules of BM&Fbovespa - Securities, Commodities and Futures Exchange and the consequent renumbering of the other articles; and

j) Article 43 - adjustment to the wording related to minimum mandatory dividends, pursuant to Law 6,404/76.

**4. To restate the Company's Bylaws.**

**Notes:** a) Documents referring to the matters to be discussed at the Ordinary Shareholders' Meeting, in addition to the Manual for Attendance in Meetings, are available for shareholders' consultation at the Company's headquarters; b) Powers-of-attorney for the Ordinary Shareholders' Meeting should be filed with the Shareholders' Section of the Financial, IR and Attendance Control Department at the Company's head office, at Rua Coronel Dulcídio, 800, 3º andar, Curitiba, at least forty-eight hours prior to the meeting; and c) Pursuant to CVM Rule 282, as of June 26, 1998, the minimum attendance of the voting capital necessary to request multiple vote to elect the members of the Board of Directors is 5% (five per cent).

Curitiba, March 27, 2012

**Mauricio Schulman**  
**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 newspaper *Gazeta do Povo*, on March 27, 28 e 29, 2012 editions, being also available on the Company's website ([www.copel.com](http://www.copel.com)).

#### **4. Information on the matters to be examined and discussed at the 57<sup>th</sup> Annual General Meeting**

Below the Company's Management presents some clarifications related to each item for resolution at the Annual General Meeting for the exercise of a conscious vote:

##### **Analysis, discussion and voting on the Annual Management Report, balance sheet and other financial statements for fiscal year 2011**

#### **4..1. Clarifications**

The Management accounts are presented through the Annual Management Report and the Financial Statements prepared by Copel's Board of Executive Officers.

The Annual Management Report presents information on the macroeconomic scenario and the Company's financial performance and operations, with comments on the main accounts of the statement of income for the year, in addition to information related to employees, social responsibility, the capital markets, corporate governance, etc.

On the other hand, the Financial Statements express the Company's economic situation and equity changes in the fiscal year. By analyzing the Financial Statements, it is possible to assess the equity situation, liquidity indexes, profitability level and the degree of indebtedness of the Company.

It is worth mentioning that the Company's financial statements have been prepared pursuant to the accounting practices set forth by the corporate laws and the supplementary rules issued by the Brazilian Securities Commission (CVM). Copel's Financial Statements mainly consolidate electric power companies and, accordingly, are presented in compliance with the recommendations of the specific legislation applied to the electric power public utility concessionaires.

The Annual Report and the Financial Statements have been approved by the Board of Executive Officers, the Audit Committee and the Board of Directors. In addition, the Fiscal Council issued an opinion on them, and they were deemed adequate for submission to the shareholders.

Furthermore, the Company's Financial Statements were audited and received a favorable opinion by KPMG Auditores Independentes, the Company's independent auditors.

The analysis of the Fiscal Council and the opinions of the Fiscal Council and of the External Audit are attached to the Financial Statements.

#### **4..2. Availability of Information**

The Annual Report and the Financial Statements will be published in the Official Gazette of the State of Paraná, in the newspaper *Gazeta do Povo* on April 18, 2012, pursuant to the applicable laws, being also available at the Company's headquarters, at BM&Fbovespa - Securities, Commodities and Futures Exchange, and on Copel's website ([www.copel.com](http://www.copel.com)).

#### **4..3. Voting right**

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

vote.

**Resolution on the Board of Executive Officer's proposal for the allocation on net income for fiscal year 2011 in the amount of R\$1,157,689,773.52 — including profit sharing payment — and the subsequent distribution of shareholders' payment, as follows:**

Interest on equity replacing dividends, in the gross amount of R\$421,090,944.19, of which R\$225,813,823.19 were declared and paid in advance on September 15, 2011, and the remaining R\$195,277,121.00 to be allocated as follows: R\$0.68030 per common share (ON); R\$1.65801 per class A preferred share (PNA); and R\$0.74840 per class B preferred share (PNB)

#### **4.4. Clarifications**

The allocation of net income consists in determining the portions of net income to be appropriated to the legal and statutory revenue reserves, or to be distributed.

The Company has been maintaining its policy for distribution of the minimum mandatory dividend set forth in the Bylaws (25% of net adjusted income). For fiscal year 2011, the amount of said distribution is equivalent to 35% of net adjusted income as interest on equity replacing the dividends, based on annual proposals from the Board of Executive Officers approved by the Board of Directors.

#### **4.5. Allocation**

##### **4.5.1. Appropriation**

From the net income for fiscal year 2011, calculated in accordance with the Brazilian Corporation Law, the amount of one billion, one hundred fifty-seven million, six hundred eighty-nine thousand, seven hundred seventy-three reais and fifty-two centavos (**R\$1,157,689,773.52**) — corresponding to four reais and twenty-three centavos (R\$4.2305) per share of the paid-in capital stock — the Board of Executive Officers proposes the following appropriations:

- a)** fifty-seven million, eight hundred eighty-four thousand, four hundred eighty-eight reais and sixty-eight centavos (**R\$57,884,488.68**), equivalent to 5% of the net income, for creating the Legal Reserve, in accordance with Article 40, item II, of the Bylaws;
- b)** one hundred ninety-five million, two hundred seventy-seven thousand, one hundred and twenty-one reais (R\$195,277,121.00) to pay for additional interest on capital, which are increased to two hundred twenty-five million, eight hundred thirteen thousand, eight hundred twenty-three reais and nineteen centavos (R\$225,813,823.19), already declared and paid in advance on September 15, 2011, totaling four hundred twenty-one million, ninety thousand, nine hundred forty-four reais and nineteen centavos (**R\$421,090,944.19**), in compliance with Articles 192 and 202 of Law 6,404/76, Article 9, paragraph 7, of Law 9,249 of December 26, 1995, and Article 6 and its paragraphs of the Bylaws:
  - Pursuant to the above-mentioned provisions set forth by the law and the Company's Bylaws, the dividends are calculated based on the net income less the allocation to legal reserve. Nevertheless, this calculation basis is added by the realization of equity valuation adjustments, which is addressed by item 28 of ICPC no. 10, so as to offset the impacts on the income from higher expenses with



depreciation, resulting from the adoption of new accounting standards established by it, as well as by the CPC Accounting Standard no. 27 – Fixed Assets – which amounted to one hundred and three million, three hundred eleven thousand, six hundred ninety-eight reais and fifty-six centavos (**R\$103,311,698.56**) in 2011. This procedure reflects the Company's policy for remuneration of shareholders, proposed by the 1943<sup>rd</sup> Board of Executive Officers' Meeting held on March 12, 2011, ratified by the 132<sup>nd</sup> Annual Board of Directors' Meeting held on March 23, 2011, and approved by the 56<sup>th</sup> Annual General Meeting held on April 28, 2011. Therefore, this policy will be adopted during the realization of the equity valuation adjustments reserve.

- Pursuant to items 8 and 11 of ICPC no. 08 – Booking of the Proposal for Payment of Dividends – and item V of CVM Resolution 207 of December 13, 1996, the portion of the interest on equity herein proposed exceeding from the minimum mandatory dividends in the amount of eighty-four million, eight hundred seventy-four thousand, four hundred eighty-three reais and thirty-five centavos (R\$84,874,483.35) will remain in reserve in the Company's net equity under the line "Addition dividend proposed" until the resolution of the proposal by the 57<sup>th</sup> Annual General Meeting, when it will, if approved, be transferred to the "Current liabilities" line.

- c) Seven hundred eighty-two million, twenty-six thousand, thirty-nine reais and twenty-one centavos (**R\$782,026,039.21**), corresponding to the balance of net income for the year added by the realization of the equity valuation reserve, as Profit Retention Reserve, aiming to ensure the Company's investment program, pursuant to Article 196 of Law 6,404/76. The amount of establishment of the profit retention reserve corresponds to the balance of net income for the year (after legal reserve and interest on equity) added by the retained earnings account resulting from the realization of the equity valuation adjustments verified in fiscal year 2011, which is addressed in item 28 of ICPC no. 10, in the amount of one hundred and three million, three hundred eleven thousand, six hundred ninety-eight reais and fifty-six centavos (R\$103,311,698.56);

Below is a breakdown of the allocations proposed herein.

Net income for the year	<b>R\$1,157,689,773.52</b>
Realization of equity valuation adjustments	103,311,698.56
Legal reserve (5%)	(57,884,488.68)
Interest on equity	(421,090,944.19)
Profit retention reserve for investments	(782,026,039.21)

#### 4.5.2. Payment of profit sharing and productivity incentives:

Law 10,101 of December 19, 2000 regulates profit sharing as a tool to integrate capital and labor and stimulate productivity, pursuant to Article 7, item XI, of Brazil's constitution.

In compliance with the above-mentioned law, the Board of Executive Officers proposes the payment, as profit sharing, of forty-seven million reais (R\$47,000,000.00) to employees of wholly-owned subsidiaries. This amount is recorded in the Financial Statements under the "Personnel expenses" line, pursuant to item 26.2 of CVM/SNC/SEP Letter no. 1 of February 14, 2007.



#### **4.6. Management's Opinion**

The Management of the Company considers that the propositions addressed herein are in compliance with the laws in force and the Bylaws and they fulfill the interests of the Company. For this reason, said propositions should be fully approved by the General Meeting.

#### **4.7. Approvals**

This matter was submitted to the analysis and approval of the Board of Executive Officers at its 1,989<sup>th</sup> meeting held on March 19, 2012, as well as by the Board of Directors at its 136<sup>th</sup> annual meeting held on March 21, 2012, and received a favorable opinion from the Fiscal Council in its 344<sup>th</sup> meeting held on March 20, 2012.

#### **Fiscal Council Report**

The Fiscal Council of Companhia Paranaense de Energia - Copel, in compliance with the legal requirements and the Company's Bylaws, examined the proposal for amendment to the caput of Article 4, pursuant to paragraph 1 of Article 7, both of the Company's Bylaws. The Fiscal Council is of the opinion that the above proposal is in accordance with the applicable legal requirements and the Company's Bylaws, and is therefore ready to be submitted to the Shareholders' analysis and subsequent resolution.

Board members Jorge Michel Lepeltier and Wancler Ferreira da Silva presented their votes separately, which are attached to this Manual.

#### **4.8. Approvals**

The Fiscal Council's opinion was issued at its 344<sup>th</sup> meeting, held on March 20, 2012, and was analyzed and approved by the Board of Directors at its 136<sup>th</sup> annual meeting, held on March 21, 2012.

#### **4.9. Voting right**

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

**Amendment to the caput of Article 4, in accordance with the provision set forth in paragraph 1 of Article 7, both of the Company's Bylaws, due to the conversion of preferred shares classes A and B, as per shareholders' request.**

#### **Clarifications**

Whereas according to the privilege provided for in paragraph 1 of Article 7 of the Bylaws of the Company, there was conversion of Preferred A shares in Preferred B shares, at the request of shareholders, and that this would also lead to adjustments in the main clause of Article 4, it is proposed that the same article, before these two settings, should read as follows:

"Article 4 - Underwritten paid up capital is R\$6,910,000,000.00 (six billion, nine hundred and ten million reais represented by 273,655,375 (two hundred seventy-three million, six hundred and fifty-five thousand, three hundred and seventy-five) shares, with no par value, composed of 145,031,080 (one hundred and forty-five million, thirty-one thousand and eighty) ordinary shares, and 128,624,295 (one hundred and twenty-eight million, six hundred and twenty-four thousand and two hundred and ninety-five) preferred shares, of which 384,139 (three hundred and eighty-four thousand, one hundred and thirty-nine) shares are class "A" shares



and 128,240,156 (one hundred twenty-eight million, two hundred forty thousand, one hundred and fifty-six) shares are class “B” shares.”

#### Voting right

In this item 3 of the agenda, only holders of common shares are entitled to vote.

### **Election of the members of the Fiscal Council due to end of term of office**

#### **4..10. Clarifications**

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 the case of this Council, expires at the Joint General Meeting of April 2012.

In accordance with the Brazilian Corporation Law (Law 6,404/1976), in order to take office, all members of the Fiscal Council shall sign a clearance certificate declaring 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 Rule 358/2002, through which they undertake to comply with the rules therein.

#### **4..11. Vacant positions and right to vote**

Copel’s Fiscal Council comprises five sitting members and an equal number of alternates, with re-election authorized, as follows:

- a) three members and their respective alternates appointed by the state of Paraná (only holders of common shares have voting rights);
- b) one member and his respective alternate appointed by the minority holders of common shares - the election is carried out separately (controlling shareholders may not vote), and only the minority holders of common shares are entitled to vote. The candidate elected shall be the one who obtains the highest representative percentage of the capital stock of the Company, with no minimum limit; and
- c) one member and his respective alternate appointed by the holders of preferred shares – the election is carried out separately (controlling shareholders may not vote), and only the holders of preferred shares are entitled to vote. The candidate elected shall be the one who obtains the highest representative percentage of the capital stock of the Company, with no minimum limit.

#### **4..12. Appointments**

Pursuant to CVM Rule 481 of December 7, 2009, the majority shareholder shall appoint, at the Annual General Meeting, to fill the vacant positions to which he is entitled, for reelection, the following members of the Fiscal Council:

**Sitting members:**

Joaquim Antonio Guimarães de Oliveira Portes  
Luiz Eduardo da Veiga Sebastiani  
José Tavares da Silva Neto  
Jorge Michel Lepeltier  
Wancler Ferreira da Silva

**Alternates (respectively):**

Osni Ristow  
Vacant position (to be filled at the next General Meeting)  
Roberto Brunner  
Marcelo Cerize  
José Luiz Montans Anacleto Jr.

As the law does not make mandatory the early submission of the proposed names for election, the other shareholders may nominate, at this Joint General Meeting, their candidate during the analysis of the matter, if they have the right to do so, according to the criteria specified in item 4.11.

Annex I - item 12.6 to 12.12 of the Reference Form.

**Establishment of the compensation of the Management and members of the Fiscal Council**

**4..13. Clarifications**

The Annual General Meeting shall determine the annual compensation of the members of the Company's Board of Directors and Fiscal Council.

Traditionally, the policy and the percentages of compensation are set forth at the General Meeting, in accordance with the proposal submitted by the majority shareholder, which envisages:

- a) the maintenance, for the Executive Officers, of the same type of compensation already adopted by the Company;
- b) for each sitting member of the Fiscal Council, monthly compensation up to fifteen percent (15%) of the compensation that, on average, is assigned to each Executive Officer, including the 13<sup>th</sup> salary;

Annex II – item 13 (Management Compensation)

**4..14. Voting right**

In this item 5 of the agenda, only holders of common shares are entitled to vote.

**Ratification of the newspapers in which the Company will make the publications required by Law 6,404/76 and CVM Rule 207/1994.**

**Clarifications**

Pursuant to Article 68 of CVM Rule 480/09, which revoked several rules, particularly



CVM Rule 202/93, CVM Rule 207/94 and CVM Rule 232/95, as from this date, the publications required in Article 289 of Law 6,404/76 will be made in the Official Gazette of the State of Paraná and in the newspaper *Gazeta do Povo*, headquartered in Curitiba, PR.

### **Voting right**

In this item 6 of the agenda, only holders of common shares are entitled to vote.

## **5. Information on the matters to be analyzed and discussed at the 183<sup>rd</sup> Extraordinary General Meeting**

Below the Company's Management presents some clarifications related to each item for resolution at the Extraordinary General Meeting for the exercise of a conscious vote:

### **Filling of vacant position on the Company's Board of Directors**

#### **Clarifications**

Copel's Board of Directors is a decision-making body, composed of 7 (seven) or 9 (nine) members, Brazilian, shareholders, residing in the country and elected by the General Assembly, pursuant to the Brazilian Corporation Law (Law 6,404/76).

In compliance with the deadlines set by the Securities and Exchange Commission - CVM, in its Rule 481 of December 17, 2009, the documents and information relating to matters to be resolved at the General Meeting, including the member appointed by BNDES Participações S.A. - BNDESPAR, shall be available to the market until the date of publication of the Call of Notice, which must be available at least 30 days before the Meeting.

In accordance with the Internal Regulations of Copel's Board of Directors, whose provisions are complementary and/or regulate the norms included in the Bylaws and the legislation that governs the Company's activities, the appointment of Mr. Ney Amilton Caldas Ferreira, representative of BNDES Participações S.A. – BNDESPAR, to compose the Company's Board of Directors, for the term of office related to the 2011/2013 three-year period, is submitted to analysis and voting of the Shareholders at this Extraordinary General Meeting.

The information and résumé of the appointed member are attached hereto, pursuant to CVM Rule 480/2009.

Annex I - item 12.6 to 12.12 of the Reference Form

In accordance with Law 6,404/1976 (Brazilian Corporation Law), in order to take office, all Board members shall sign a clearance certificate declaring 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 Rule 358/2002, through which they undertake to comply with the rules therein.

### **Voting right**

In this item 1 of the Extraordinary General Meeting's agenda, only holders of common shares are entitled to vote.

### **Creation of the New Energies Department**

#### **Clarifications:**

The Chairman of Copel's Board of Directors received a letter from the Company's majority shareholder proposing the creation of a New Energies department, requesting that the new department be included in the Company's organizational structure, and appointing Mr. Henrique José Ternes Neto as the head of the department, in case the General Meeting approves its creation.

In its 136<sup>th</sup> annual meeting, held on March 21, 2012, the Board of Directors decided that the proposal for the creation of the New Energies Department may be submitted to the General Meeting, whose call was subsequently authorized for April 26, 2012. After presenting the résumé and clearance certificate of Mr. Henrique José Ternes Neto, the Board members decided to elect him for the appointed position, for the 2012-2014 term of office. The election is conditioned to the approval of the creation of said department by the General Meeting. The term of office of Mr. Henrique will begin immediately after the General Meeting is held.

### **Voting right**

In this item 2 of the Extraordinary General Meeting's agenda, only holders of common shares are entitled to vote.

Annex I - item 12.6 to 12.12 of the Reference Form

## **Amendment to the Company's Bylaws**

### **Clarifications:**

Copel's Board of Directors, at its 136<sup>th</sup> annual meeting, held on March 21, 2012, in view of the need to make amendments to the Company's Bylaws and the consequent amendments to the Bylaws of Copel's wholly-owned subsidiaries due to the insertion of an article to create a new department, and the consequent adjustments, proposed other changes in the Bylaws, which envisage, in addition to the creation of said article, adjustments to the Executive Officers' duties, the alignment of articles with the Company's strategic planning, the insertion of articles addressing the compliance with the minimum requirements set forth by the Level 1 Listing Rules of BM&FBOVESPA - Securities, Commodities and Futures Exchange, which Copel has joined, and the adjustment to the wording related to the minimum mandatory dividends in accordance with Law 6,404/76, having approved the submission of the proposed amendments to the Bylaws and the consequent amendments to the Bylaws of Copel's wholly-owned subsidiaries, as presented, to the Extraordinary General Meeting of April 26, 2012 that will resolve on the matter, and the drafts of the Bylaws under consideration.

Therefore, the proposal for amendment to the Company's Bylaws is submitted to the analysis and approval of the Extraordinary General Meeting as follows:

- a)** Article 1 – alignment with the Company's Strategic Planning and insertions to comply with the minimum requirements of Level 1 Listing Rules of BM&Fbovespa - Securities, Commodities and Futures Exchange;
- b)** Article 6 – adjustment to the wording related to minimum mandatory dividends, pursuant to Law 6,404/76;
- c)** Article 11 – adjustment to comply with the minimum requirement of Level 1 Listing Rules of BM&Fbovespa - Securities, Commodities and Futures Exchange;
- d)** Article 15 – change in the duties of the Board of Directors;
- e)** Article 7 – changes in the composition of the Board of Directors;



- f)** Article 20 – alignment with the Company’s Strategic Planning;
- g)** Articles 21 to 28 – change in the duties of the Executive Officers for internal restructuring;
- h)** Article 29 – insertion of an article to create a new department and the consequent renumbering of the other articles;
- i)** Articles 32 and 33 – insertions to comply with the minimum requirements of Level 1 Listing Rules of BM&Fbovespa - Securities, Commodities and Futures Exchange and the consequent renumbering of the other articles; and
- j)** Article 43 - adjustment to the wording related to minimum mandatory dividends, pursuant to Law 6,404/76.

The Company’s Bylaws with the proposed amendments highlighted are attached hereto (annex III), as well as the proposal for amendment presenting the description of the current articles, the proposed articles and the due justification for their amendment.

### **Voting right**

In this item 3 of the Extraordinary General Meeting’s agenda, only holders of common shares are entitled to vote.

### **Restatement of the Company’s Bylaws**

The Company’s Bylaws, after the approval of the proposed amendments, will be restated at this General Meeting.