

## **COPEL COMERCIALIZAÇÃO S.A.**

# **CORPORATE BYLAWS**

Approved and consolidated by the 19th Extraordinary Shareholders Meeting, of December 13, 2017.

Registration as Corporate Taxpayer (CNPJ): 19.125.927/0001-86

Municipal Registration: 680.361-5

Commercial Registry Number: 41300088284

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**ABBREVIATIONS:**

**SM** - Shareholders Meeting

**ASM** - Annual Shareholders Meeting

**CRSP** - Commercial Registry of The State of Paraná

**ONS PR** - Official Newspaper of The State of Paraná

**ONU** - Official Newspaper of The Union

**Note:**

The alteration of the name of the Company from Copel Participações S.A. to Copel Comercialização S.A. was approved at the 8th Extraordinary Shareholders Meeting, of January 28, 2016. The original text of Copel Participações S.A. Bylaws has been granted by Companhia Paranaense de Energia - Copel on October 11, 2013, at the registry of Copel Participações S.A. — through a public deed (filed on pages 049/056 of registry book no. 70-N) - at the 15th Registry Office in Curitiba and also filed at the Commercial Registry of the State of Paraná - CRSP under number 41300088284, on October 15, 2013.

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## CHAPTER I - NAME, HEAD OFFICE, OBJECTS AND LIFE TERM

**Article 1** Copel Comercialização S.A., abbreviated Copel COM, is a wholly-owned subsidiary of Companhia Paranaense de Energia - Copel, with the object of trading power and providing related services, including:

- I. buying and selling of conventional and incentivized power;
- II. import and export of power;
- III. trade of carbon credits;
- IV. lease and sell of equipment for distributed micro and mini generation according to Resolução Aneel 482/2012;
- V. providing engineering, consulting, and technical advisory services related to power trading, including adaptation projects to the metering system;
- VI. providing engineering, consulting, and technical advisory services related to distributed micro and mini generation, according to Resolução Aneel 482/2012;
- VII. providing mediation services between power buyers and sellers from conventional and/or incentivized sources;
- VIII. development of tangible and financial products related to power which cater to the specific needs of market agents, including swaps and hedge operations;
- IX. representation of market agents before the Chamber of Electric Energy Commercialization (*Câmara de Comercialização de Energia Elétrica - CCEE*) for their acceptance, modeling, recording and metering procedures;
- X. carrying out purchasing auctions to final consumers and selling auctions to power generators and suppliers;
- XI. electric power retailing, according to Aneel REN nº 570/2013 e REN nº 654/2015 resolutions.

**Paragraph 1** The company may take part in other associations or equity investment funds.

**Paragraph 2** To further the purpose as stated above, as well as to meet technical, marketing and payback goals, Copel COM shall establish with Companhia Paranaense de Energia - Copel a corporate management contract.

**Article 2** The Corporation shall have its principal office and legal domicile at Rua Coronel Dulcídio, 800, Batel, in the city of Curitiba, State of Paraná, and may open or close branch offices.

**Article 3** The Company is incorporated for an unlimited period of time.

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## CHAPTER II - EQUITY AND SHARES

**Article 4** Underwritten paid-up capital is R\$66,288,933.64 (sixty-six million, two hundred and eighty-eight thousand, nine hundred and thirty-three *reals* and sixty-four cents), represented by 66,288,933 (sixty-six million, two hundred and eighty-eight thousand, nine hundred and thirty-three) common shares with no par value.

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## CHAPTER III - MANAGEMENT OF THE COMPANY

### SECTION I

#### MANAGEMENT

- Article 5** The management of the Company shall be entrusted to the Board of Directors and to the Executive Board.
- Article 6** The Company representation shall be vested exclusively in the Executive Board.

### SECTION II

#### THE BOARD OF DIRECTORS

- Article 7** The Board of Directors shall consist of 3 (three) members, including, at least, the Chief Executive Officer and one Officer from Companhia Paranaense de Energia - Copel.

**Sole Paragraph** The unified term of office of the members of the Board of Directors shall be of two years, reelection being permitted.

- Article 8** The chairman of the Board of Directors shall be appointed by Companhia Paranaense de Energia - Copel. Should his or her absence or any impediment occur, he or she shall be replaced by a Board member appointed by his or her peers.

- Article 9** The Board of Directors shall hold an ordinary meeting once every three months. Extraordinary meetings shall be convened whenever necessary. Both ordinary and extraordinary meetings shall be called by the Board Chairman with a minimum 72-hour notice. The Board of Directors shall operate with the presence of simple majority of its members.

- Article 10** The Board of Directors shall:

- I. make sure that Company's actions are taken to guarantee adjusted results via management contracts with Companhia Paranaense de Energia - Copel;
- II. lay down the overall strategy for the Company business;
- III. elect, discharge, accept resignations, and replace Company officers, as well as prescribe their duties, in accordance with the provisions in these Bylaws;
- IV. oversee the officers' performance, examine books, documents, and obligations of the Company;
- V. give its opinion on the reports of the management and on the accounts rendered by the Executive Board;
- VI. set down criteria for the transfer and/or loan for use of permanent assets, the creation of charges in rem and guarantees for liabilities whenever the amount of the operation exceeds two per cent of the Company's net worth;
- VII. deliberate on other affairs submitted to them by the Executive Board; and
- VIII. call Shareholders' Meetings, either by its chairman or the executive secretary.

**Paragraph 1** The deliberations of the Board of Directors shall pass by simple majority of votes.

**Paragraph 2** The minutes of the Board of Directors' meetings containing resolutions intended to affect third parties shall be filed at the Commercial Registry and published afterwards.

- Article 11** It is incumbent upon the chairman of the Board of Directors to grant leave of absence to its members, to preside over meetings, to set work directives, and to hold the casting vote, besides his or her own. The chairman's leaves of absence shall be granted by the Board.

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**SECTION III**

**THE EXECUTIVE BOARD**

**Article 12** The Company shall have an Executive Board with executive duties and it shall be composed of four members all residing in the country, Brazilians or a majority of Brazilians, who shall be elected by the Board of Directors for a two-year term, reelection being permitted up to three consecutive times. The Chief Officers shall be: a Chief Executive Officer; a Chief Financial Officer; a Chief Legal and Institutional Relations Officer and a Chief Assistant Officer.

**Sole Paragraph** The positions of Chief Financial Officer and Chief Legal and Institutional Relations Officer shall be occupied exclusively, and respectively, by the Chief Financial and Investor Relations Officer and the Chief Legal and Institutional Relations Officer of Companhia Paranaense de Energia - Copel, with no additional remuneration.

**Article 13** Should decease, resignation, or permanent impediment of any Officer occur, the Board of Directors shall elect within thirty days after the event a replacement who shall serve for the remainder of the term of office. The Chief Executive Officer may appoint a temporary replacement until the election is held. Nevertheless, the election may be dispensed with if the vacancy occurs in a year in which the Executive Board's term of office should expire.

**Article 14** In case of temporary impediment or leave of absence of any Officer, the Chief Executive Officer may appoint another officer to replace him or her.

**Article 15** The duties of the Executive Board are prescribed as follows:

- I. managing all Company businesses in order to pursue sustainable development;
- II. observing the policies and guidelines set forth by Companhia Paranaense de Energia - Copel, under its coordination concerning matters defined in its Bylaws;
- III. comply with the management contract signed with Companhia Paranaense de Energia - Copel;
- IV. advising the Board of Directors on acquisition of properties, transfer and loan for use of Company's assets, creation of charges in rem, or guarantees for liabilities in operations exceeding two per cent of the Subsidiary's net worth; deliberating on those which are under that limit, submitting reports to all the members of Board of Directors and Fiscal Council every time the accrued value of these operations reaches 5%;
- V. being represented at the Annual Shareholders' Meeting by its Chief Executive Officer or another Officer appointed by the former; and
- VI. granting leave of absence to its members.

**Paragraph 1** The Company shall be bound by the joint signature of two officers, one of which shall be the Chief Executive Officer.

**Paragraph 2** The duties referred to in articles 16 to 18 of these Bylaws may be expanded by the Board of Directors.

**Paragraph 3** Each Officer may represent the Company by signing agreements, granting loans for use, renting and purchasing goods and services, provided that such acts are in compliance with internal regulations approved by the Executive Board. For the performance of those acts, the Company may appoint delegates from its staff.

**Paragraph 4** The Company may appoint attorneys with clearly defined powers for specific acts and operations, and also attorneys "ad negotia" to sign any documents of corporate responsibility, provided the period of their appointment is specified in the document of appointment.

**Paragraph 5** Notwithstanding the provisions in article 16, item IV, of these Bylaws, the Company may also be represented in court by personal deposition of a lawyer or by an employee appointed by the Chief Executive Officer.

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**Paragraph 6** The resolutions of the Executive Board shall be passed by a majority of votes. Should the Chief Executive Officer dissent from any decision, he or she may stay the effects of such decision and call a meeting of the Shareholders' Meeting within five days to rule on the matter.

**Article 16** The **Chief Executive Officer** shall be responsible for:

- I. directing and coordinating the work of the Executive Officers;
- II. overseeing and running all the Company's businesses;
- III. proposing the Executive Officers' duties to the Board of Directors;
- IV. representing the Company in a court of law or wherever it might be required, and in its relations with third parties. For the performance of such acts attorneys or delegates may be appointed;
- V. signing all documents which entail corporate liabilities in accordance with the provisions of article 15, paragraphs 1 and 3;
- VI. submitting the annual report on the Company's activities to the Annual Shareholders' Meeting accompanied by the opinion of the Board of Directors; and
- VII. carrying out the functions of Executive Secretary of the Board of Directors.

**Article 17** The **Chief Financial Officer** shall be responsible for managing activities and coordinating matters related to economic, financial, taxation, accounting and budgeting management, to asset insurance and applications and investments in the financial market.

**Article 18** The **Chief Legal and Institutional Relations Officer** shall be responsible for managing, leading and coordinating the political and institutional relations of the Company with government and private bodies as well as for defining and coordinating all activities concerning legal assistance, including the hiring of external legal services.

**Sole Paragraph** Due to the competences involved, the Chief Legal and Institutional Relations Officer shall hold a Bachelor of Laws university degree and shall be regularly registered in the Brazilian Bar Association (OAB), as established in the Law Practice Statute and in OAB's by-laws.

**Article 19** The **Chief Assistant Officer** shall be responsible for performing the duties specifically assigned to him or her according to these Bylaws.

#### **SECTION IV**

##### **COMMON RULES APPLICABLE TO THE SENIOR MANAGEMENT**

**Article 20** The senior managers shall submit a statement of their private assets at the beginning and at the end of their term of office in compliance with the law.

**Article 21** The investiture of the senior managers in their respective positions shall occur through the signing of the "investiture term", in a specific book.

**Article 22** The compensation of the senior managers shall be established annually by the Annual Shareholders' Meeting and may be changed upon decision by an Extraordinary Shareholders' Meeting.

**Sole Paragraph** A Chief Officer employed by the Corporation may choose between the remuneration attributed to the other officers or his or her salary as a Corporation employee.

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## CHAPTER IV - THE FISCAL COUNCIL

- Article 23** The Corporation shall have a Fiscal Council composed of 3 (three) members and 3 (three) alternates, that shall be the same indicated by the majority shareholder, elected annually at the Shareholders' Meeting.
- Article 24** The Fiscal Council shall operate permanently and shall meet whenever called by its Chairman.
- Sole Paragraph** The chairman of the Fiscal Council shall be elected by his or her peers.
- Article 25** The Fiscal Council shall operate in compliance with the obligations and functions, duties and responsibilities provided for in the law.

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## CHAPTER V - THE SHAREHOLDERS' MEETING

- Article 26** The Shareholders' Meeting shall be composed of the shareholders duly called with observance of the required legal quorum, who shall sign the Attendance Book, all in compliance with further provisions in the law.
- Article 27** The Annual Shareholders' Meeting shall be held every year during the first four months at a place, day and time previously set in accordance with legal provisions. Extraordinary Shareholders' Meetings may be called whenever necessary.
- Sole Paragraph** The Shareholders' Meeting shall be opened by the Chairman of the Board of Directors or, in case of his or her absence or impediment, by another Board member, and presided over by the Chief Executive Officer of the Company, or by a shareholder appointed at that time by his or her peers. The Chairman of the Meeting shall select from those present one shareholder to compose the Meeting board and act as Secretary.
- Article 28** Notice of Shareholders' Meetings is waived under article 124, paragraph 4, of Law 6,404/76.

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## CHAPTER VI - THE FINANCIAL YEAR

- Article 29** Every year, on December 31, the Company shall close its financial year and, by then, the Annual Balance sheet and other financial statements required by law shall be prepared. As to the proceeds, the following rules shall be observed:
- I. five percent of the income for the year shall be used to form the Legal Reserve, which shall not exceed 20% of the share capital; and
  - II. a reserve for capital expenditure shall be constituted in order to allow the implementation of the corporate Capital Expenditure Program established in the Annual Capital Expenditure Budget, in an amount limited in such a way as to ensure that shareholders may be entitled to receive, every year, a minimum dividend of 30% of the net income duly adjusted as provided for in article 202 and its paragraphs of Law 6,404/76.
- Paragraph 1** The distribution of dividends shall not be mandatory in a financial year in which the management bodies notify the Annual Shareholders' Meeting that its payment would be incompatible with the financial circumstances of the Company, regardless of the Fiscal Council's opinion.
- Paragraph 2** The profits that are not distributed by virtue of the provisions of paragraph 1 shall be attributed to a special reserve and, if they are not absorbed by losses in subsequent financial years, they shall be paid as soon as the financial standing of the Company permits such payment.



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**Paragraph 3** Every year, by April 30 and in compliance with the current legislation, the management bodies' statements relating to the preceding financial year shall be submitted to the State's Audit Court.

**Article 30** The Corporation may prepare semiannual balance sheets, and the Management may advance the distribution of interim dividends, "ad referendum" of the Shareholders' Meeting.

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## **CHAPTER VII - GENERAL AND TRANSITIONAL PROVISIONS**

**Article 31** The dissolution and liquidation of the Company shall be carried out according to resolutions passed at a Shareholders' Meeting and in compliance with the provisions in the law.



## APPENDIX 1 - AMENDMENTS TO THE BYLAWS

The original text of Copel Participações S.A. Bylaws (approved by means of a public deed of incorporation, on October 11, 2013, filed at CRSP under no. 41300088284, on October 15, 2013, and published on DOE PR, on November 4, 2013), underwent amendments with references listed hereunder:

Minutes of SM of	Commercial Registry		<i>Extract published in the DOE PR on</i>
	File no.	Date	
Dec. 29, 2014	20150458355	Jan. 01, 2015	Feb. 04, 2015
Apr. 23, 2015	20152627960	May 04, 2015	May 12, 2015
Jan. 28, 2016*	20161160212	Feb. 03, 2016	Feb. 11, 2016
Apr. 28, 2016	20162566719	May 17, 2016	May 23, 2016
Jul. 4, 2016	20163555290	Jul. 13, 2016	Jul. 20, 2016
Dec. 23, 2016	20170188337	Jan. 24, 2017	Feb. 01, 2017
Apr. 13, 2017	20172419956	May 23, 2017	May 26, 2017
Apr. 28, 2017	20172461707	May 26, 2017	Jun 06, 2017
Dec. 13, 2017			

\*Alteration of the name of the Company from Copel Participações S.A. to Copel Comercialização S.A.

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## APPENDIX 2 - CHANGES IN THE CAPITAL STOCK (ARTICLE 4)

Initial capital stock, on October 11, 2013: R\$2,000,000.00

Minutes of SM of	New capital (R\$)	CRSP		<i>Extract published in the DOE PR on</i>
		File no.	Date	
Dec. 29, 2014	231,088,933.64	20150458355	Jan. 29, 2015	Feb. 04, 2015
Apr. 23, 2015	232,788,933.64	20152627960	May 04, 2015	May 12, 2015
Apr. 28, 2016	234,288,933.64	20162566719	May 17, 2016	May 23, 2016
Apr. 13, 2017	64,288,933.64	20172419956	May 23, 2017	May 26, 2017
Apr. 28, 2017	66,288,933.64	20172461707	May 26, 2017	Jun 06, 2017

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**APPENDIX 3 - LEI ESTADUAL Nº 12.355/98\***

*Autoriza o Poder Executivo a implementar a reestruturação societária da COPEL, alienar, dar em caução ou oferecer em garantia ações do Estado no capital daquela Companhia, bem como contratar operações de crédito, financiamento ou outras operações por si ou pela Paraná Investimentos S.A. e adota outras providências.*

(...)

**Art. 1º** - Fica o Poder Executivo autorizado a implementar a reestruturação societária da Companhia Paranaense de Energia – COPEL, através de qualquer dos meios previstos em lei, ou da combinação entre eles, ficando o Estado do Paraná, bem como aquela Companhia, autorizados a promover estudos e criar sociedades coligadas, controladas ou subsidiárias, julgadas necessárias para tal fim.

**Art. 2º** - A composição, organização, atribuições, competências, normas de funcionamento e demais disposições referentes a cada sociedade resultante do disposto no art. 1º da presente Lei, serão definidas e detalhadas nos respectivos Estatutos Sociais, observado o estabelecido na Lei Federal nº 6.404, de 15 de dezembro de 1976.

(...)

Curitiba, 08 de dezembro de 1998

JAIME LERNER  
Governador do Estado

**Giovani Geonédís**  
Secretário de Estado da Fazenda

**José Cid Campêlo Filho**  
Secretário de Estado do Governo

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\*Publicada no DOE PR de 09.12.1998, p. 24, nº. 5392.