

# **CORPORATE BYLAWS**

of

# **COPEL TELECOMUNICAÇÕES S.A.**

Approved and consolidated by the 55th Extraordinary Shareholders' Meeting, of April 30, 2019.

Registration as Corporate Taxpayer (CNPJ): 04.368.865/0001-66

State Registration: 90.233.099-28

Commercial Registry Number: 41300019274

Municipal Registration: 00423672-9

Address: Rua José Izidoro Biazetto, 158 - bloco A

Curitiba - Paraná - Brazil

Postal Code: 81200-240

e-mail: [copel@copel.com](mailto:copel@copel.com)

Website: <http://www.copel.com>

Phone: + 55 41 3331-4141

Fax: +55 41 3331-4112

## CONTENTS

<b>CHAPTER I</b>	<b>NAME, LIFE TERM, HEAD OFFICE AND CORPORATE PURPOSE</b> .....	03
<b>CHAPTER II</b>	<b>CAPITAL STOCK AND SHARES</b> .....	03
<b>CHAPTER III</b>	<b>SHAREHOLDERS' MEETING</b> .....	04
<b>CHAPTER IV</b>	<b>MANAGEMENT</b> .....	05
	<b>Section I BOARD OF DIRECTORS</b> .....	05
	Number, nomination and term of office .....	05
	Vacancies and replacements .....	05
	Procedure .....	06
	Powers and duties .....	06
	<b>Section II EXECUTIVE BOARD</b> .....	09
	Number, term of office, powers and duties .....	09
	Vacancies and replacements .....	10
	<b>Section III EXECUTIVE BOARD MEETING</b> .....	11
	Procedure .....	11
	Powers and duties .....	11
	Representation of Copel Telecom .....	13
<b>CHAPTER V</b>	<b>STATUTORY COMMITTEES</b> .....	14
<b>CHAPTER VI</b>	<b>SUPERVISORY BOARD</b> .....	14
	Vacancies and replacements .....	14
<b>CHAPTER VII</b>	<b>COMMON RULES APPLICABLE TO STATUTORY BODIES</b> .....	14
	Taking office, impediments and prohibitions .....	14
	Compensation .....	16
<b>CHAPTER VIII</b>	<b>FINANCIAL YEAR, FINANCIAL STATEMENTS, PROFITS, RESERVES AND DISTRIBUTION OF RESULTS</b> .....	16
<b>CHAPTER IX</b>	<b>DISSOLUTION AND LIQUIDATION</b> .....	17
<b>CHAPTER X</b>	<b>DEFENSE MECHANISMS</b> .....	17
<b>CHAPTER XI</b>	<b>CONFLICT RESOLUTION</b> .....	18
<b>CHAPTER XII</b>	<b>GENERAL PROVISIONS</b> .....	18

### APPENDIXES:

<b>I</b>	<b>AMENDMENTS TO THE BYLAWS</b> .....	19
<b>II</b>	<b>CHANGES IN THE CAPITAL STOCK (ARTICLE 5)</b> .....	20

<p><b>ABBREVIATIONS:</b></p> <p><b>SM:</b> SHAREHOLDERS' MEETING</p> <p><b>JUCEPAR:</b> COMMERCIAL REGISTRY OF THE STATE OF PARANÁ</p> <p><b>DOE PR:</b> OFFICIAL NEWSPAPER OF THE STATE OF PARANÁ</p>
--

### Notes:

The original Bylaws of Copel Telecomunicações S.A. were passed by Companhia Paranaense de Energia - Copel, on March 20, 2001, upon the incorporation of Copel Telecomunicações S.A., by means of a public deed filed on the same date at the 10th Notary Public of Curitiba, according to record on pages 138 to 141 of Registry Book no. 612-N, and at the Commercial Registry of the State of Paraná (Jucepar) under no. 41300019274, on April 4, 2001.

---

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

**Article 1** Copel Telecomunicações S.A., hereinafter referred to as "Copel Telecom" or "Company", is a privately-held company, wholly-owned subsidiary of Companhia Paranaense de Energia - Copel, legal entity under private law. The Company was incorporated by State Law no. 12.355/1998, as authorized by the Brazilian Electricity Regulatory Agency (Aneel) through Resolutions no. 558/200 and no. 258/2001, being governed by these Bylaws, Federal Laws no. 6,404/1976 and no. 13,303/2016, and further applicable legal provisions.

**Article 3** The Company's term is indefinite.

**Article 2** Copel Telecom is headquartered in and subject to the jurisdiction of the city of Curitiba, in the state of Paraná, Brazil, at Rua José Izidoro Biazetto, 158, Bloco C, Mossunguê, 81200-240.

**Article 4** The Company's corporate purposes are:

- I** exploring and providing telecommunications, communications and related services, with and without the supply of materials, providing solutions for sustainable development;
- II** studying, planning, designing, implementing, operating and maintaining telecommunication, communication and related systems;
- III** intermediating and mediating transactions, businesses and services in general, between users of telecommunication services and third parties;
- IV** providing advisory and engineering services, as well as leasing or trading of materials, within the Company's areas of expertise;
- V** exploring and providing value-added services related to access, storage, presentation, transferring or recovering of information or any related activity;
- VI** participating in technical, scientific and business associations and organizations; and
- VII** providing consultancy, development, implementation and maintenance services of software solutions, infrastructure, operation, user support services, security and related services in the scope of Information and Communications Technology (ICT).

**Paragraph 1** To further the purposes stated above, as well as to meet technical, marketing and return goals, Copel Telecom shall sign a corporate management contract with Companhia Paranaense de Energia - Copel.

**Paragraph 2** In order to achieve its corporate purposes, and within its area of operations, Copel Telecom may open, install, maintain, transfer or extinguish branches, facilities, offices, representations or any other establishments, as well as appoint representatives, in compliance with the applicable laws and regulations.

---

## CHAPTER II - CAPITAL STOCK AND SHARES

**Article 5** The Company's stock capital is R\$483,321,899.88 (four hundred and eighty-three million, three hundred and twenty-one thousand, eight hundred and ninety-nine reais and eighty-eight centavos) fully subscribed and paid up, divided into 483,321,899 (four hundred and eighty-three million, three hundred and twenty-one thousand, eight hundred ninety-nine) common shares with no par value.

**Sole Paragraph.** All shares shall be registered.

---

## CHAPTER III - SHAREHOLDERS' MEETING

- Article 6** The Shareholders' Meeting is the Company's highest decision-making body, with power to decide upon all matters related to its corporate purpose, and shall be governed by current legislation.
- Article 7** The Shareholders' Meeting shall be convened by the Board of Directors or, when authorized by law, by the Executive Board, by the Supervisory Board or by shareholders.
- Article 8** The minimum notice for a Shareholders' Meeting shall be thirty days. Should there be no quorum for its opening, there shall be a second calling at least eight days prior to the meeting, pursuant to Federal Law no. 6,404/1976. All documents concerning the agenda for the meeting shall be made available to shareholders on the date of its calling, including electronically.
- Paragraph 1** In order to be brought before the Shareholders' Meeting, a matter must be properly specified in the notice of meeting, the inclusion of general subjects in the agenda of the Shareholders' Meeting not being permitted.
- Paragraph 2** Notice of Shareholders' Meetings may be waived under article 124, paragraph 4, of Federal Law no. 6,404/1976.
- Paragraph 3** The Shareholders' Meeting shall be composed of the shareholders duly called with observance of the required legal quorum, who shall sign the Attendance Book, in compliance with further provisions in the law.
- Article 9** The Shareholders' Meeting shall be opened and presided over by the Chairman of the Board of Directors, or by a deputy appointed by him or her, or by a shareholder elected at that time by his or her peers.
- Paragraph 1** The quorum required for the opening and passing of resolutions at the Shareholders' Meetings shall be the one established by current legislation.
- Paragraph 2** The Chairman of the Meeting shall select from those present one shareholder to act as secretary.
- Article 10** The Annual Shareholders' Meeting shall be held every year within the first four months subsequent to the end of the financial year, in order to decide on matters set in accordance with legal provisions. Extraordinary Shareholders' Meetings may be called whenever necessary.
- Article 11** The Shareholders' Meeting minutes shall be drawn up pursuant to current legislation.
- Article 12** Unless otherwise required by law, the Shareholders' Meeting shall be held to decide on the following matters:
- I** increase in capital stock;
  - II** valuation of assets contributed by the shareholder for the capital stock;
  - III** transformation, merger, incorporation, spin-off, dissolution and liquidation of the Company;
  - IV** amendment of Corporate Bylaws;
  - V** election and removal, at any time, of the members of the Board of Directors;
  - VI** election and removal, at any time, of the members of the Supervisory Board and their alternates;
  - VII** establishment of compensation for managers and of members of the Supervisory Board;
  - VIII** approval of financial statements, allocation of net income for the financial year, and payout of dividends, according to the Company's dividend policy;
  - IX** authorization for Copel Telecom to file a civil action against managers for damages caused to its assets;

- 
- X** sale of capital assets directly connected to the rendering of services and the granting of liens on them;
  - XI** swap of shares or other securities;
  - XII** issuance of convertible debentures, including those of partially owned subsidiaries;
  - XIII** issuance of any other securities convertible into shares, in the country or abroad; and
  - XIV** election and removal, at any time, of liquidators, having inspected their liquidation accounts.
- 

## **CHAPTER IV - MANAGEMENT**

**Article 13** The management of the Company shall be entrusted to the Board of Directors and to the Executive Board.

**Article 14** Representation of Copel Telecom shall be vested exclusively in the members of the Executive Board, in accordance with the provisions in these Bylaws.

### **SECTION I - BOARD OF DIRECTORS**

**Article 15** The Board of Directors is the strategic decision-making body in charge of the direction of Copel Telecom's businesses.

#### **Number, nomination and term of office**

**Article 16** The Board of Directors shall consist of three members, including, at least, the Chief Executive Officer of Copel Telecom and one Chief 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, reappointment being permitted for three consecutive times.

**Article 17** Members of the Board of Director shall be elected and removed from office by the Shareholders' Meeting, in accordance with the applicable legislation.

**Paragraph 1** Upon election at the Shareholders' Meeting, the Chief Executive Officer of Copel Telecom may serve as Executive Secretary of the Board of Directors.

**Paragraph 2** The positions of Chairman of the Board of Directors and Chief Executive Officer shall not be simultaneously occupied by the same person.

**Paragraph 3** The Chairman of the Board of Directors shall be appointed by the controlling shareholder and designated by the Shareholders' Meeting at which such member is elected. Should this member be absent or impeded, he or she shall be replaced by a Board member appointed by the peers.

**Article 18** The nomination of members of the Board of Directors shall comply with all requirements set forth in the applicable law.

#### **Vacancies and replacements**

**Article 19** In the event of vacancy of a position in the Board of Directors, before term expiration, the Board of Directors shall call a Shareholders' Meeting to elect a replacement to serve for the remainder of the term of office.

**Paragraph 1** Provided that all applicable requirements are met and prohibitions are imposed, the shareholder who had previously appointed an exiting Director shall appoint a temporary replacement, who may then be nominated by the Board of Directors to serve until a Shareholders' Meeting is held to fill the vacant position.

---

**Paragraph 2** Should all the positions of the Board of Directors fall vacant, a Shareholders' Meeting shall be convened by the Executive Board.

**Paragraph 3** In the event of vacancy of a position in the Board of Directors filled through cumulative voting, a Shareholders' Meeting shall be called to elect replacements for all the positions filled through this system, to serve for the remainder of the term of office.

**Article 20** The role of member of the Board of Directors is personal and does not allow for alternates. Should any of the members of the Board of Directors be absent or temporarily unable to attend meetings, resolutions shall be passed by the remaining members of the group.

### **Procedure**

**Article 21** Ordinary meetings of the Board of Directors shall be held every three months. Extraordinary meetings shall be convened whenever necessary, as provided for in Article 24 of these Bylaws.

**Article 22** The meetings of the Board of Directors shall be called by its Chairman, or by the majority of its members, by letter, sent to all Directors by post or electronic mail, with the meeting's agenda, containing all matters to be brought before the Board.

**Paragraph 1** The meeting notices sent to Directors' electronic addresses shall be considered valid, being incumbent upon the members of the Board to keep their registration with Copel Telecom up to date.

**Paragraph 2** Ordinary meetings shall be convened at least ten days prior to the meeting date.

**Paragraph 3** The Chairman of the Board of Directors shall adopt all necessary measures to guarantee that each member of the Board of Directors receives, in advance of the date of the meeting, the documents containing all the information required for the discussion and decision-making process regarding all business to be brought before the meeting, including, when applicable, the proposal of the Executive Board, as well as technical and legal reports.

**Paragraph 4** A majority of the total number of Directors shall constitute a quorum for the opening of the meetings of the Board of Directors, which shall be presided over by the Chairman of the Board of Directors, or, in the absence of such member, by another appointed by the majority of the peers.

**Article 23** Members of the Board of Directors may, if necessary, attend ordinary and extraordinary meetings remotely, through conference call or videoconference, provided that effective participation and authenticity of Director's vote is secured. The member of the Board of Directors who participates remotely of a meeting shall be considered present, and the vote of such member shall be taken into account for all legal purposes, being it recorded on the minutes of such meeting.

**Article 24** Should it be extremely urgent, the Chairman of the Board of Directors may convene extraordinary meetings at any time, provided that formally justified before the members of the Board of Directors, and with a minimum 48-hour notice prior to the date of the meeting, by letter, sent to all Directors by post, electronic mail or other means of communication. Members of the Board may participate through conference call or videoconference, or any other suitable means of expressing the absent Director's will, whose vote shall be considered valid for all legal purposes, without prejudice to the recording and signing of the meeting minutes.

**Sole Paragraph.** All other extraordinary meetings shall be called according to the provisions contained in this article, with a minimum 72-hour notice, for matters not considered urgent, yet not allowing for the summoning of an ordinary meeting to be brought before the Board of Directors.

---

**Article 25** The vote of a majority of members of the Board of Directors present at a meeting shall be the act of the Board of Directors. In the event of a tie, the member of the Board of Directors presiding the meeting shall hold the casting vote.

**Article 26** The Chairman of the Board of Directors shall appoint someone responsible for the secretary services and all resolutions shall be recorded on the meeting minutes, which shall be duly entered in the minutes book, in accordance with the Board of Directors' Rules of Procedure.

**Sole Paragraph.** 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 pursuant to current legislation, except for confidential matters, which shall be recorded on a separate document, not to be disclosed.

### **Powers and duties**

**Article 27** In addition to the powers and duties set forth by law, the Board of Directors shall:

- I** ensure that Copel Telecom takes actions to meet result goals set forth in the management contract entered into with Companhia Paranaense de Energia - Copel;
- II** elect, discharge, accept resignations, and replace Chief Officers of Copel Telecom, as well as assign their duties;
- III** oversee Chief Officers' performance, examine, at any time, Copel Telecom's books and documents, request information about contracts signed or under negotiation, as well as any other transactions;
- IV** approve and revise the Company's business plan, as well as its strategic and investment plans, containing action guidelines, result goals and performance assessment indicators, which shall be presented by the Executive Board;
- V** approve and revise annual and multiannual plans and programs, indicating respective projects;
- VI** approve and revise the corporate budget for Copel Telecom's expenditures and investments, indicating origin and use of resources;
- VII** lay down the overall strategy for Copel Telecom's businesses, setting goals and determining priorities within its area of operations which are compatible with its corporate purpose, pursuing sustainable development;
- VIII** give its opinion on the reports of the management and on the accounts rendered by the Executive Board;
- IX** approve equity contributions which result in increasing the investee's shareholder equity;
- X** authorize the issuance and approve the subscription of new shares, as provided for in these Bylaws, establishing the conditions under which they shall be issued;
- XI** set the maximum debt limit of Copel Telecom;
- XII** decide on the payment of interest on shareholders' equity or the payout of dividends on account of the results for the current financial year, for the financial year ended or profit retention reserve, without prejudice to the subsequent ratification by the Shareholders' Meeting;
- XIII** authorize accounting provisions exceeding two percent of the Company's capital stock, upon proposal by the Executive Board;
- XIV** previously authorize the signing of any legal business, subject to the limits established in the current state legislation and regulation, including the acquisition, sale or encumbrance of assets, the hiring of loans and financing, the assumption

- 
- of obligations in general, waivers, transactions or the association with other legal entities;
- XV** decide on projects of investment in new businesses, the holding of partnership in new ventures and other companies, as well as approval on incorporating, closing or altering any companies, ventures or consortia, upon proposal by the Executive Board;
- XVI** establish the issues and values to fall under the Board of Director's purview, and those of the Executive Board's;
- XVII** approve the hiring of civil liability insurance to cover the members of the Statutory Bodies, employees and managers of Copel Telecom;
- XVIII** approve the Rules of Procedure of the Executive Board and of the Board of Directors;
- XIX** approve transactions among related parties, in compliance with the Transactions with Related Parties Policy and the Risk Management Policy, relying on the support of the Statutory Audit Committee for that purpose;
- XX** previously express an opinion on proposals by the Executive Board or on any matter to be brought before the Shareholders' Meeting;
- XXI** call a Shareholders' Meeting whenever deemed appropriate or in the cases provided for under current legislation;
- XXII** introduce regulation for Copel Telecom's activities, and, at its own discretion, claim for itself any issue not comprised in the powers and duties of the Shareholders' Meeting or the Executive Board;
- XXIII** grant leave of absence to Copel Telecom's Chief Executive Officer and to the Chairman of the Board of Directors;
- XXIV** set up unpaid committees for internal advising, with specific assignments of analysis and recommendation on specific matters;
- XXV** appoint and discharge members of the Board of Directors' advising committees;
- XXVI** implement and oversee risk management and internal control systems, in order to prevent and mitigate the main corporate risks to which Copel Telecom is exposed, including those regarding integrity of accounting and financial information, as well as fraud and corruption;
- XXVII** analyze, based on first-hand report from the Chief Officer in charge of compliance issues at Companhia Paranaense de Energia - Copel, situations in which the Chief Executive Officer is suspected of involvement in irregularities, or when he or she fails in the duty to take the necessary measures regarding a claim made to him or her;
- XXVIII** carry out the annual assessment of its own performance;
- XXIX** assess the individual and collective performance of the members of the Board of Directors and of the Executive Board annually, with observance of the provisions of Federal Law no. 13,303/2016, relying on methodological and procedural support from the Nomination and Evaluation Committee for that purpose;
- XXX** approve and oversee the fulfillment of specific goals and results to be met by the members of the Executive Board;
- XXXI** review annually the fulfillment of the targets and results in the business plan and the long-term strategy, disclosing its conclusions and reporting them to the State Legislative Assembly and the State Court of Accounts, except for strategic information whose disclosure may be proved harmful to the interests of Copel Telecom;
-

---

**XXXII** establish criteria for the sale and/or loan for use of capital assets, the granting of liens on them and their use as collateral, when the value of the transaction exceeds two percent of the net equity; and

**XXXIII** resolve cases not covered by these Bylaws, in accordance with the applicable provisions in law.

**Sole Paragraph.** The Board of Directors may delegate the approval of legal businesses to the Executive Board, within limits duly set, respecting the exclusive purview provided for by law.

**Article 28** 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, as well as to coordinate the process of performance assessment of each member of the Board of Directors and of the Board as a whole, as provided for in these Bylaws.

## **SECTION II - EXECUTIVE BOARD**

### **Number, term of office, powers and duties**

**Article 29** The Executive Board is the executive body for the administration and representation of Copel Telecom, in charge of ensuring the regular operation of the Company in accordance with the general guidelines set forth by the Board of Directors.

**Article 30** The Executive Board shall be composed of four members, all residing in the country, who shall be elected by the Board of Directors for a two-year term, reelection being permitted for no more than three consecutive times. The Chief Officers shall be: a Chief Executive Officer; a Chief Financial Officer; and a Chief Wholesale Business and Operations Officer.

**Paragraph 1** In order to take office, members of the Executive Board are required to commit to achieving specific corporate goals and results, as approved by the Board of Directors, which is in charge of supervising their attainment.

**Paragraph 2** Until the last ordinary meeting of the Board of Directors of the previous year, the Executive Board shall submit the following for due approval by the Board of Directors:

- I** annual business plan for the following financial year; and
- II** updated long-term strategy, assessing the risks and opportunities for no less than the five succeeding years.

**Article 31** The powers and duties of the Chief Executive Officer are:

- I** directing and coordinating Copel Telecom;
- II** managing the Company's business in a sustainable manner, considering economic, social, environmental, climate change and corporate governance factors, as well as related risks and opportunities, in all activities under its responsibility;
- III** proposing the Executive Officers' duties to the Board of Directors;
- IV** representing Copel Telecom, actively and passively, in court or out of court. For this purpose, the Chief Executive Officer may appoint an attorney in fact with limited powers, including powers to receive initial summons and notices, pursuant to article 40 of these Bylaws;
- V** directing and coordinating matters related to the Company's business plan and performance;
- VI** ensuring the achievement of Copel Telecom's goals, established in accordance with the general guidelines of the Shareholders' Meeting and the Board of Directors;
- VII** submitting Copel Telecom's annual report to the Annual Shareholders' Meeting, after consulting with the Board of Directors;
- VIII** coordinating and setting work directives for the Executive Board;

- 
- IX** convening and presiding over meetings of the Executive Board;
  - X** granting leave of absence to the other members of the Executive Board; and
  - XI** resolving issues of conflict of interest or conflict of competence between members of the Executive Board.

**Article 32** The powers and duties of the remaining Chief Officers are:

- I** managing the activities of their area;
- II** attending the meetings of the Executive Board, contributing to the definition of policies to be followed by Copel Telecom and reporting on the matters of their area of activity; and
- III** complying with and enforcing the general guidelines for business of Copel Telecom established by the Board of Directors in their management area.

**Paragraph 1** The remaining individual duties of Chief Officers shall be set forth in the Rules of Procedure of the Executive Board, approved by the Board of Directors.

**Paragraph 2** The Executive Board has competence to enter into any legal businesses, including the acquisition, sale or encumbrance of assets, the hiring of loans and financing, waivers, transactions and the taking on of obligations in general, provided that it complies with the limits set forth in the legislation and in the Rules of Procedure of the Executive Board, approved by the Board of Directors.

**Paragraph 3** In addition to the duties established in these Bylaws, it is the responsibility of each Chief Officer to ensure cooperation and support to other Chief Officers in the management of their areas, in order to achieve the goals and interests of Copel Telecom.

**Paragraph 4** Chief Officers shall occupy their positions at Copel Telecom, being allowed to simultaneously hold unpaid management positions in wholly and partially owned subsidiaries.

**Paragraph 5** 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.

**Paragraph 6** The Chief Wholesale Business and Operations Officer shall be responsible for:

- I** directing the activities and representing the Company in all matters related to trading and provision of services related exclusively to wholesale business, including those related to the competition regulation issued by the National Telecommunications Agency;
- II** direct the company's operations related to customer activation, maintenance and network operation activities.

#### **Vacancies and replacements**

**Article 33** In vacancies, absences or temporary impediments of any Chief Officer, the Chief Executive Officer shall appoint another member of the Executive Board to replace such Chief Officer, in combination with his or her original position.

**Paragraph 1** In his or her absence and temporary impediments, the Chief Executive Officer shall be replaced by the Chief Officer appointed by him or herself. Should there be no appointment, the other Chief Officers shall elect, at the time, a replacement.

**Paragraph 2** Chief Officers shall not leave their position for more than thirty consecutive days, except in the case of medical leave or when authorized by the Board of Directors.

---

**Paragraph 3** Chief Officers may request the Board of Directors for an unpaid leave, not exceeding three months, which shall be recorded on the minutes of the meeting in which such leave is approved.

**Article 34** Should decease, resignation, or permanent impediment of any Chief Officer occur, the Board of Directors shall elect, within thirty days of 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.

### SECTION III - EXECUTIVE BOARD MEETING

#### Procedure

**Article 35** Ordinary meetings of the Executive Board shall be held every month. Extraordinary meetings shall be convened whenever necessary, by the Chief Executive Officer or two other Chief Officers.

**Paragraph 1** A majority of the total number of Chief Officers shall constitute a quorum for the opening of the meetings of the Executive Board. The vote of a majority of members of the Executive Board present at a meeting shall be the act of the Executive Board. In the event of a tie, the Chief Executive Officer shall hold the casting vote.

**Paragraph 2** Each Chief Officer present shall be granted the right to a single vote, even when combining two or more Chief Officer positions. The proxy vote shall not be accepted.

**Paragraph 3** The resolutions of the Executive Board shall be recorded on the meeting minutes, being duly entered in the minutes book and signed by all those present at the meeting.

**Article 36** Members of the Board of Directors may, if necessary, attend ordinary and extraordinary meetings remotely, through conference call or videoconference, provided that effective participation and authenticity of Director's vote is secured. The Chief Officer who participates remotely of a meeting shall be considered present, and the vote of such member shall be taken into account for all legal purposes, being it recorded on the minutes of such meeting.

**Article 37** The Chief Executive Officer shall appoint someone responsible for the secretary services and the minutes of the Executive Board meetings shall contain all resolutions, being duly entered in the minutes book.

#### Powers and duties

**Article 38** In addition to the powers and duties established by law, the Executive Board is responsible for:

- I** managing all of Copel Telecom's businesses in a sustainable manner, considering economic, social, environmental, climate change and corporate governance factors, as well as related risks and opportunities, in all activities under its responsibility;
- II** observing the policies and guidelines set forth by Companhia Paranaense de Energia - Copel, under its coordination concerning matters defined in its Bylaws;
- III** complying with the management contract entered into with Companhia Paranaense de Energia - Copel;
- IV** advising the Board of Directors on the acquisition, sale, loan for use of or encumbrance on Company's capital assets, or their use as collateral, when such operations exceed two per cent of the Subsidiary's net worth; deciding on those operations which are under that limit; and submitting reports to all members of the

- 
- Board of Directors and the Supervisory Board whenever the value of such operations reaches five per cent;
- V** being represented at the Annual Shareholders' Meeting by its Chief Executive Officer or another Chief Officer appointed by the former;
- VI** complying with and enforcing these Bylaws and the resolutions of the Shareholders' Meeting and of the Board of Directors;
- VII** drawing up and submitting for the approval of the Board of Directors:
- a)** the basis and guidelines for the development of the strategic plan and the annual and multiannual programs;
  - b)** the strategic plan containing the annual expenditure and investment programs with their corresponding projects, expected outcomes and performance evaluation indexes;
  - c)** the Company's budget, indicating the source and application of resources, as well as its amendments;
  - d)** projects of investment in new businesses, the holding of partnership in new ventures and other companies, as well as approval on incorporating, closing or altering any companies, ventures or consortia;
  - e)** the assessment of Copel Telecom's performance results;
  - f)** quarterly, the Company's reports along with its financial statements;
  - g)** annually, the management report, along with the balance sheet and other financial statements and their notes, accompanied by the independent auditors' report and the proposal for allocation of the financial year's results;
  - h)** Copel Telecom's rules and policies.
- VIII** approving:
- a)** the technical and economic assessment criteria for investment projects with the respective responsibility delegation plans for their implementation;
  - b)** the chart of accounts;
  - c)** Copel Telecom's annual insurance plan; and
  - d)** residually, within statutory limits, all of the activities of Copel Telecom which do not fall under the exclusive purview of the Chief Executive Officer, of the Board of Directors or of the Shareholders' Meeting.
- IX** authorizing, subject to the limits and guidelines established by law and by the Board of Directors:
- a)** waivers or judicial or extrajudicial transactions to settle disputes or resolve pending matters. A value threshold may be set for the delegation of such powers to the Chief Executive Officer or any other Chief Officer; and
  - b)** the signing of any legal business, in compliance with Copel Telecom's internal rules and the applicable law, without prejudice to the powers and duties of the Board of Directors set forth in these Bylaws, including the acquisition, sale or encumbrance of assets, the hiring of loans and financing, the assumption of obligations in general, or the association with other legal entities.
- X** establishing the organizational structure and the internal assignment of administrative tasks of Copel Telecom, of its wholly and partially owned subsidiaries and special purpose companies;
- XI** negotiating and entering into management agreements between Copel Telecom and its wholly and partially owned subsidiaries and special purpose companies;

- 
- XII** activities related to the provision of products and services related to Copel Telecom's corporate purposes, which fall under the Executive Board's purview, shall be performed by companies in which Copel Telecom holds a stake, their duties being:
- a)** planning, organizing, coordinating, leading and controlling Copel Telecom's business under their responsibility;
  - b)** meeting technical, marketing and return targets agreed upon with the Executive Board through the use of management tools; and
  - c)** abiding by the Company's policies, mainly those governing internal corporate management and technical, financial and accounting procedures, as well as by the requirements set forth in the related management agreements.
- XIII** authorizing the opening, establishment, transference and extinction of branches, facilities, offices or any other units of the company.

**Sole Paragraph.** The Executive Board may delegate to other officials within the Company the power to perform specific activities which fall under the purview of a Chief Officer, including the signature of contracts, agreements, terms of cooperation or any other legal instruments incurring obligations to Copel Telecom, upon previous approval within the limits established in these Bylaws.

### **Representation of Copel Telecom**

**Article 39** Copel Telecom shall be committed to third parties by:

- I** the signature of two Chief Officers, one of them being the Chief Executive Officer;
- II** the signature of one Chief Officer and one attorney in fact, in accordance with the power conferred to such agent by the corresponding power of attorney;
- III** the signature of two attorneys in fact, in accordance with the power conferred to such agents by the corresponding power of attorney;
- IV** the signature of one attorney in fact, in accordance with the power conferred to such agent by the corresponding power of attorney, for the performance of certain specified acts;
- V** the powers and duties referred to in articles 31 and 32 of these Bylaws may be increased by the Board of Directors;
- VI** each Chief Officer may represent Copel Telecom 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;
- VII** without prejudice to the provisions of article 31, IV, of these Bylaws, Copel Telecom may also be represented in court, through personal testimony, by a lawyer or by another employee appointed by the Chief Executive Officer.
- VIII** the vote of a majority of members of the Executive Board present at a meeting shall be the act of the Executive Board. Should the Chief Executive Officer dissent from a decision made by the Executive Board, he or she may stay the effects of such decision and call a meeting of the Board of Directors within five days to rule on the matter.

**Paragraph 1** Power of attorney shall be granted for a limited duration and shall specify the scope of the agent's authority; only general power of attorney shall be granted for an indefinite term.

**Paragraph 2** Under article 39, III, of these Bylaws, the power of attorney shall be signed by two Chief Officers.

**Paragraph 3** The power of attorney shall clearly specify the scope of authority, acts and business transactions granted to agent, within the powers and duties of the Chief

Officer issuing it and its validity. The attorney in fact shall not appoint a substitute agent, except for legal representation before a court of law. In such case, the power of attorney may be granted for an indefinite term, with power of substitution, under the conditions set in the corresponding instrument.

**Paragraph 4** Upon authorization of the Executive Board, Copel Telecom may be individually represented by any member of such Board, when individual representation is specifically required by the act to be performed, and when the electronic signature of the same document by two or more members of the Board cannot be applied.

**Paragraph 5** The power of attorney should clearly specify prior authorization by the Executive Board or the Board of Directors for acts requiring such authorization.

---

## **CHAPTER V - STATUTORY COMMITTEES**

**Article 40** The Statutory Audit Committee and the Nomination and Evaluation Committee of Companhia Paranaense de Energia - Copel shall perform its duties and responsibilities towards Copel Telecom.

---

## **CHAPTER VI - SUPERVISORY BOARD**

**Article 41** The Company shall have a permanent Supervisory Board, which shall act collectively and individually, with the powers and duties set forth by Federal Laws no. 6,404/1976 and no. 13, 303/2016, and further applicable legal provisions.

**Article 42** The Supervisory Board shall consist of three members and an equal number of alternates, appointed by the majority shareholder of Companhia Paranaense de Energia - Copel, the State of Paraná, and elected by the Annual Shareholders' Meeting, whose unified term of office shall be of two years, reelection being permitted for no more than two consecutive times.

**Paragraph 1** The Chairman of the Supervisory Board shall be elected by the peers.

**Paragraph 2** The powers and duties, and the procedures of the Supervisory Board shall comply with the current legislation and shall be laid down in the Rules of Procedure of the Supervisory Board of Companhia Paranaense de Energia - Copel.

### **Vacancies and replacements**

**Article 43** In the event of vacancy, resignation or removal of a member of the Supervisory Board, the alternate shall take over until a replacement to serve for the remainder of the term of office is elected by a Shareholders' Meeting held for that purpose.

**Article 44** Ordinary meetings of the Supervisory Board shall be held once a month. Extraordinary meetings shall be convened whenever deemed necessary by any of its members or by the Executive Board, meeting minutes being duly entered in the minutes book.

**Article 45** The members of the Supervisory Board shall not receive any additional compensation for the performance of their duties and responsibilities towards Copel Telecom.

---

---

## CHAPTER VII - COMMON RULES APPLICABLE TO STATUTORY BODIES

### Taking office, impediments and prohibitions

**Article 46** In order to take office, members of the statutory bodies shall meet the requirements and prohibitions set forth in the applicable legislation, as well as comply with the Company's Appointment Policy.

**Article 47** Members of the statutory bodies shall take office by signing the declaration of office, being duly entered in the minutes book.

**Paragraph 1** The declaration of office must be signed within thirty days of the election or nomination of the members of the statutory bodies, under penalty of being declared void, unless justified by the body to which the member has been elected. Such declaration shall contain one address, for the purpose of receiving summons and subpoenas of administrative and judicial proceedings related to management acts of such members, being only one alteration of such address allowed, through written communication to Copel Telecom.

**Paragraph 2** In order to take office, members of the statutory bodies shall submit a declaration of assets, pursuant to current legislation, which shall be updated annually and upon expiration of their term of office.

**Article 48** The term of office of the members of the Executive Board, of the Board of Directors and of the Supervisory Board shall be of two years, reelection being permitted for no more than:

- I two consecutive times, for members of the Supervisory Board;
- II three consecutive times, for members of the Executive Board and of the Board of Directors.

**Article 49** The shareholder and the members of the Executive Board, the Board of Directors and the Supervisory Board who, for any reason, have a direct, indirect or conflicting interest with Copel Telecom in the passing of a given resolution shall abstain from discussing and voting it, even as representatives of third parties, the reason for such abstention being duly recorded on the meeting minutes, indicating the nature and extent of such interest.

**Article 50** Members of the statutory bodies may resign voluntarily or be removed ad nutum.

**Article 51** The term of office of the members of statutory bodies shall be automatically extended until such time when newly elected members take office, except in cases of resignation or removal of a former member.

**Article 52** In addition to the cases set forth by law, vacancies shall occur when:

- I a member of the Board of Directors or of the Supervisory Board fails to attend two consecutive meetings or three nonconsecutive meetings out of the last twelve, without proper justification for such absences;
- II a member of the Executive Board is absent from office for a period of more than 30 consecutive days, except in the case of leave of absence or upon due authorization by the Board of Directors.

**Article 53** The collective and individual performance assessment of the members of the Board of Directors, of the Executive Board and of the Supervisory Board of Copel Telecom shall be carried out annually, with the support of the Nomination and Evaluation Committee and an independent institution, if deemed necessary, according to previously established procedures, in compliance with the Company's Assessment Policy and the requirements set forth in Federal Law no. 13,303/2016.

**Article 54** A majority of the total number of members shall constitute a quorum for the meetings of the statutory bodies. The vote of a majority of the members of the statutory body present at a meeting shall be the act of such body. Meeting minutes shall summarize resolutions passed, being duly entered in the minutes book.

---

**Paragraph 1** Should the statutory body fail to reach a unanimous decision, the dissenting vote may be recorded on the meeting minutes, at the discretion of the member casting such vote.

**Paragraph 2** In the event of a tie, the member of the Board of Directors or the Executive Board presiding the meeting shall hold the casting vote, besides his or her own.

**Article 55** A member of a statutory body may, when invited, attend a meeting of another statutory body without voting rights.

**Article 56** The statutory bodies shall hold in-person meetings, participation through conference call or videoconference also being permitted.

**Article 57** The rules regarding the term of office of the members of the Company's statutory bodies as set forth in these Bylaws shall be applicable as established in Federal Law no. 13,303/2016 and further applicable legal provisions.

### **Compensation**

**Article 58** The compensation of members of the statutory bodies shall be established annually by the Shareholders' Meeting. Such members shall not be entitled to additional compensation or benefits resulting from the replacement of another member, owing to vacancies, absences or temporary impediments, in accordance with the provisions in these Bylaws.

**Article 59** Members of the direct or indirect public administration may not receive compensation for participation in more than two Boards of Directors or Supervisory Boards of Copel Telecom.

**Paragraph 1** The Chief Executive Officer shall not receive compensation for his or her position as a member of the Board of Directors.

**Paragraph 2** A Chief Officer employed by Copel Telecom may choose between the compensation he or she is entitled to as Chief Officer or his or her salary as a company employee.

---

## **CHAPTER VIII - FINANCIAL YEAR, FINANCIAL STATEMENTS, PROFITS, RESERVES AND DISTRIBUTION OF RESULTS**

**Article 60** At the end of each financial year, Copel Telecom shall prepare its annual balance sheet and other financial statements as established in the law. The rules listed hereunder shall be observed concerning the results of the financial year:

- I** five percent of the net profit ascertained during the year shall be used to build the legal reserve, which shall not exceed twenty percent of the capital stock;
- II** the interest upon investments made with the Company's own capital in construction work which is in progress may be entered as a special reserve; and
- III** other reserves may be built by Copel Telecom, according to the requirements and up to the limits provided for in the law.

**Article 61** Shareholders shall be entitled to the minimum mandatory dividend, corresponding to twenty-five percent of the net profit of the financial year, adjusted in accordance with the provisions of Law no. 6,404/1976.

**Paragraph 1** The Board of Directors may distribute intermediate dividends based on profits ascertained in the semi-annual balance sheets or pay interest on shareholder's equity, subject to ratification by the Shareholders' Meeting and in accordance with the Company's Dividend Policy.

**Paragraph 2** The mandatory dividend may be suspended in the financial year in which the Company's Management reports at the Annual Shareholders' Meeting, based on

---

the opinion issued by the Supervisory Board, that the distribution would be incompatible with the Company's financial standing.

**Paragraph 3** Profits that are not distributed pursuant to paragraph 2 shall be recorded in a special reserve and, if not absorbed by losses in subsequent financial years, they shall be paid out as dividends, as soon as the financial standing of Copel Telecom so allows.

**Paragraph 4** Each year, the Company's annual report related to the preceding financial year shall be submitted to the State Court of Accounts by April 30, in compliance with the current legislation.

---

## **CHAPTER IX - DISSOLUTION AND LIQUIDATION**

**Article 62** The dissolution of the Company shall be carried out in accordance with the resolutions of the Shareholders' Meeting and in compliance with the law on such matter.

**Article 63** Copel Telecom shall go into liquidation in the cases set forth by law. The Shareholders' Meeting shall, if applicable, establish the form of liquidation and appoint the liquidator, fixing his or her compensation.

---

## **CHAPTER X - DEFENSE MECHANISMS**

**Article 64** The members of the Board of Directors, of the Executive Board and of the Supervisory Board shall be liable for any loss or damages resulting from the performance of their duties, in compliance with the current law.

**Article 65** Copel Telecom shall ensure, provided no conflict with its own interests arises, legal assistance for members or former members of statutory bodies in judicial and administrative proceedings brought by third parties, during or after their term of office, for the performance of the duties of their office.

**Paragraph 1** The same protection established in the caption of this article shall be extended to employees acting as Company's agents and representatives who shall have been named as defendants in judicial and administrative proceedings exclusively for the performance of acts within the scope of authority granted to them by Copel Telecom or of duties delegated to them by managers.

**Paragraph 2** Legal assistance shall be secured by the legal office of Companhia Paranaense de Energia - Copel or through the corporate legal insurance plan, or, should those be unattainable, by a law firm hired at the discretion of Copel.

**Paragraph 3** Should the Company fail to provide legal assistance, upon formal request by the interested party, as established in paragraph 2, the agent may hire an attorney whom he or she trusts, at his or her own expense, and shall be entitled to reimbursement of reasonable incurred expenses associated with the provision of legal services, fixed within the current market price for such legal counseling, after due approval by the Board of Directors, if, at the end of the legal proceedings, such interested party is acquitted or discharged from any liability.

**Paragraph 4** In the event that an attorney is hired, pursuant to paragraph 3 of this article, the Board of Directors may decide to pay attorney's fees in advance.

**Article 66** Copel Telecom shall ensure timely access to all documentation needed for legal assistance. Additionally, the Company shall meet all court costs, including notary and filing fees of any kind, administrative expenses and court deposits, when legal assistance is provided by Company's legal office.

**Article 67** Should any of the interested parties mentioned in article 66 of these Bylaws be found guilty or liable, by a final and unappealable judgment, for violation of the law or of these Bylaws, or for negligence or willful misconduct, they shall reimburse Copel Telecom of all costs and expenses incurred with legal assistance, in addition to any damages or losses arising from their actions.

---

**Article 68** Copel Telecom may maintain a permanent civil liability insurance for the members of the statutory bodies, pursuant to article 65 of these Bylaws, as established by the Board of Directors and in the Insurance Policy, for the purpose of covering costs of proceedings and attorneys' fees for judicial and administrative proceedings filed against such parties in order to safeguard them from incurring liability arising from the exercise of their duties in the Company throughout their term of office.

---

## **CHAPTER XI - CONFLICT RESOLUTION**

**Article 69** The Company, its shareholder, its managers, and the members of the Supervisory Board may resolve any dispute or conflict that may arise between them through arbitration, particularly regarding the application, validity, effectiveness, interpretation, violation and corresponding effects of the dispositions of these Bylaws and the current law.

---

## **CHAPTER XII - GENERAL PROVISIONS**

**Article 70** In the event of withdrawal of shareholders or of the Company going private, the amount payable to shareholders who exercise withdrawal rights, as prescribed by law, shall correspond to the economic value of such shares, to be established in accordance with the valuation procedure set forth in Federal Law no. 6,404/1976, whenever such price is lower than the equity value of the Company.

**Article 71** Copel Telecom shall comply with the guidelines and procedures provided for in federal, state and municipal law and in regulations and normative instructions issued by state and federal bodies.

## APPENDIX 1 - AMENDMENTS TO THE BYLAWS

The original Bylaws of Copel Telecomunicações S.A. (passed by Companhia Paranaense de Energia - Copel by means of a public deed of incorporation, filed on March 20, 2001, at the 10th Notary Public of Curitiba, according to pages 138 to 141 of Registry Book no. 612-N, and at Jucepar, under no. 41300019274, on April 04, 2011), underwent the amendments listed hereunder:

Minutes of SM	JUCEPAR		Extract published on the DOE PR on
	File no.	Date	
08.30.2001	20012540579	11.23.2001	
01.08.2003	20030147115	01.22.2003	01.29.2003
04.28.2006	20061227889	05.09.2006	05.19.2006
08.22.2006	20063496941	09.29.2006	10.10.2006
04.30.2007	20071918353	06.01.2007	06.12.2007
11.30.2007	20075330180	12.07.2007	
04.18.2008	20081789157	05.02.2008	
03.13.2009	20091796954	05.12.2009	
05.03.2010	20105537896	05.24.2010	
07.09.2010	20107407841	08.26.2010	
04.26.2012	20123192587	05.09.2012	05.15.2012
08.22.2012	20125494564	08.24.2012	08.30.2012
04.23.2015	20152637036	05.13.2015	05.19.2015
04.29.2015	20152927700	05.25.2015	05.29.2015
03.29.2016	20161880134	04.07.2016	04.13.2016
04.28.2016	20162566700	05.17.2016	05.23.2016
12.13.2017	20180221337	01.16.2018	01.23.2018
06.28.2018	20183333659	07.31.2018	08.03.2018
12.21.2018	20190757000	02.11.2019	02.13.2019
02.13.2019	20190826568	02.18.2019	02.07.2019
04.30.2019	20192819488	05.22.2019	05.27.2019

## APPENDIX 2 - CHANGES IN THE CAPITAL STOCK (ARTICLE 5)

Initial capital stock, on March 20, 2001: R\$1,000,000.00

Minutes of SM	NEW CAPITAL (R\$)	JUCEPAR		Extract published on the DOE PR on
		FILE NO.	DATE	
08.30.2001	120,650,010.00	20125404579	11.23.2001	
04.28.2006	187,893,790.32	20061227889	05.09.2006	05.19.2006
04.30.2007	194,053,790.32	20071918353	06.01.2007	06.12.2007
05.03.2010	194,754,541.83	20105537896	05.24.2010	
08.22.2012	240,396,899.88	20125494564	08.24.2012	08.30.2012
04.23.2015	304,196,899.88	20152637036	05.13.2015	05.19.2015
04.28.2016	316,096,899.88	20162566700	05.17.2016	05.23.2016
04.30.2019	483,321,899.88	20192819488	05.22.2019	05.27.2019