

# **CORPORATE BYLAWS OF COPEL GERAÇÃO E TRANSMISSÃO S.A.**

Approved and consolidated by the 106th Extraordinary Shareholders' Meeting, of November 18, 2019.

Registration as Corporate Taxpayer (CNPJ): 04.370.282/0001-70

State Registration: 90.233.068-21

Municipal Registration: 00423994-1

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### ABBREVIATIONS:

**SM** - SHAREHOLDERS' MEETING

**JUCEPAR**: COMMERCIAL REGISTRY OF THE STATE OF PARANÁ

**DOE PR** - OFFICIAL NEWSPAPER OF THE STATE OF PARANÁ

### Notes:

- The original Bylaws of Copel Geração e Transmissão S.A. were passed by Companhia Paranaense de Energia - Copel upon the incorporation of Copel Geração S.A., on March 20, 2001, by means of a public deed filed on the same date at the 10th Notary Public of Curitiba, according to record on pages 146 to 149 of Registry Book no. 612-N, and filed at Jucepar under no. 41300019240, on April 04, 2001; and upon incorporation of Copel Transmissão S.A., on March 20, 2001, by means of a public deed filed on the same date at the 10th Notary Public of Curitiba, according to record on pages 130 to 133 of Registry Book no. 612-N, and filed at Jucepar under no. 41300019258, on April 04, 2001.
- Total spin-off and extinction of Copel Transmissão S.A. are registered on the minutes of the 8th Extraordinary Shareholders' Meeting of Copel Transmissão S.A., of November 30, 2007. The alteration of the corporate name of Copel Geração S.A. into Copel Geração e Transmissão S.A. and the amendment of the company's corporate purposes, in order to allow for activities in the power transmission area, are registered in the minutes of the 10th Extraordinary Shareholders' Meeting of Copel Geração S.A., also of November 30, 2007.

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## CHAPTER I - NAME, LIFE TERM, HEAD OFFICE AND CORPORATE PURPOSES

- Article 1** Copel Geração e Transmissão S.A., hereinafter referred to as "Copel GeT" or "Company", is a 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 2** The Company's term is indefinite.
- Article 3** Copel GeT 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 A, Mossunguê.
- Article 4** The Company's corporate purposes are:
- I** generating, transmitting and commercializing power and providing related services,
  - II** studying, planning, designing, implementing, operating and maintaining electric power generation and transmission systems, providing solutions that foster sustainable development;
  - III** providing advisory and engineering services in the Company's areas of expertise, as well as providing administrative, communication and information technology services, and leasing of related equipment, to its controlled and affiliated companies and to companies with which it shares a common parent company; and
  - IV** participating in technical, scientific and business associations and organizations.
- Paragraph 1** To further the purposes as stated above, as well as to meet technical, marketing, and return goals, Copel GeT shall sign a corporate management contract with Companhia Paranaense de Energia - Copel.
- Paragraph 2** Copel GeT may, in order to achieve its corporate purposes, establish subsidiaries, take control of a company and hold stocks of other companies related to its corporate purposes, in accordance with state law, upon approval by the Board of Directors.
- Paragraph 3** In order to achieve its corporate purposes, and within its area of operations, Copel GeT 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 law and regulations.

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## CHAPTER II - CAPITAL STOCK AND SHARES

- Article 5** The Company's stock capital is R\$5,765,226,052.02 (five billion, seven hundred and sixty-five million, two hundred and twenty-six thousand, fifty-two reais and two cents), fully subscribed and paid up, divided into 5,765,226,052 (five billion, seven hundred and sixty-five million, two hundred and twenty-six thousand, fifty-two) common shares with no par value.
- Sole Paragraph.** All shares shall be registered.

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## 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 purposes and shall be governed by the 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, all in compliance with further provisions in the law.

**Article 9** The Shareholders' Meeting shall be presided over by the Chairman of the Board of Directors of the Board of Directors, 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 Chair 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 of 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 GeT 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.

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## CHAPTER IV - MANAGEMENT OF THE COMPANY

**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 GeT shall be vested exclusively in the members of the Executive Board, in accordance with the provisions in these Bylaws.

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

**Article 15** The Board of Directors is the strategic decision-making body in charge of the direction of Copel GeT'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 GeT 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 General Meeting, in accordance with the applicable legislation.

**Paragraph 1** Upon election at the Shareholders' Meeting, the Chief Executive Officer of Copel GeT 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 once a month. 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 GeT 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 GeT takes actions to meet result goals set forth in the management contract entered into with Companhia Paranaense de Energia - Copel;

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- II** elect, discharge, accept resignations, and replace Company officers, as well as prescribe their duties, in accordance with the provisions in these Bylaws;
  - III** oversee the officers' performance, examine, at any time, Copel GeT's books and documents, request information about contracts made 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 GeT's expenditures and investments, indicating origin and use of resources;
  - VII** lay down the overall strategy for Copel GeT'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 GeT;
  - 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 that of the Executive Board's;
  - XVII** approve the hiring of a civil liability insurance to cover the members of the Statutory Bodies, employees and managers of Copel GeT;
  - XVIII** approve Copel GeT's Sustainability Report;
  - 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 GeT'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 GeT'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;
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- XXVI** implement and oversee risk management and internal control systems, in order to prevent and mitigate the main corporate risks to which Copel GeT 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 GeT;
  - XXXII** 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;
  - XXXIII** authorize the issuance of securities, including public offerings, in the domestic or foreign markets, to raise funds, such as debentures, promissory notes, commercial papers, and others, pursuant to the law, observing the provisions in XIV of this article; and
  - XXXIV** resolve cases not covered by these Bylaws, in accordance with the applicable provisions in law.
- Paragraph 1** 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.
- Paragraph 2** Pursuant to article 59, paragraphs 1 and 2, of Federal Law no. 6,404/1976, the power to authorize the issuance of securities, including public offerings by the Board of Directors provided for in XXXIII of this article is conditioned to the obtaining, by Copel GeT, of the registration as a publicly-held company at the Securities and Exchange Commission of Brazil (CVM). Until such registration as a publicly-held company is obtained, the Shareholders' Meeting shall have such power.

**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 GeT, 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 three members, at least, or five members, at most, 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 and Investor Relations Officer; a Chief Legal and Institutional Relations Officer, a Chief Legal and Institutional Relations Officer, a Chief Generation and Transmission Operations and Maintenance Officer and a Chief Business Management and Shareholdings Officer.

**Paragraph 1** 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, who shall not be entitled to additional compensation.

**Paragraph 2** The Chief Generation and Transmission Operations and Maintenance Officer and the Chief Business Management and Shareholdings Officer shall simultaneously hold the unpaid positions of Chief Technical Officer and Chief Business Officer in the Company's wholly-owned subsidiaries.

**Paragraph 3** 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 4** 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 5 succeeding years.

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

- I directing and coordinating Copel GeT;
- II managing the setting up of new generation and transmission assets.
- III proposing the Executive Officers' duties to the Board of Director;
- IV representing the Company, 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 39 of these Bylaws;
- V directing and coordinating matters related to the Company's business plan and performance;
- VI ensuring the achievement of Copel GeT's goals, established in accordance with the general guidelines of the Shareholders' Meeting and the Board of Directors;
- VII submitting Copel GeT's annual report to the Annual Shareholders' Meeting, after consulting with the Board of Directors;
- VIII directing and coordinating the work of the Executive Officers;
- 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 31-A** The Chief Generation and Transmission Operations and Maintenance Officer shall:

- I direct the operations and maintenance activities of hydroelectric power plants, wind power plants and thermoelectric power plants under Copel GeT's responsibility; direct activities and coordinate matters related to accounting and energy trading;
- II direct the operations and maintenance activities of transmission lines and substations comprising transmission assets under Copel GeT's responsibility; and
- III manage the activities and processes of energy trading and accounting; the activities of pre and post-operation in real time; and management of the generation and transmission assets under Copel GeT's responsibility.

**Article 31-B** The Chief Business Management and Shareholdings Officer shall:

- I direct activities related to financial and administrative support, human resources and workplace safety within Copel GeT;
- II direct and coordinate corporate and technical management and financial controlling practices of companies in which Copel GeT holds ownership interest, either directly or

indirectly, of its controlled companies, affiliated entities and special purpose companies;

- III monitor the compliance of guidelines, policies and practices of companies in which Copel GeT holds ownership interest with Copel's policies and practices, in proportion to the relevance, materiality and level of risk involved in the venture; and
- IV direct activities related to environmental licensing and real estate management of generation and transmission assets.

**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 GeT and reporting on the matters of their area of activity; and
- III complying with and enforcing the general guidelines for business of Copel GeT established by the Board of Directors in their management area.

**Paragraph 1** 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 2** 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 GeT.

**Paragraph 3** Chief Officers shall occupy their positions at Copel GeT, being allowed to simultaneously hold unpaid management positions in wholly and partially owned subsidiaries.

**Paragraph 4** 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 investments in the financial market, as well as representing the Company before shareholders, investors, stock markets, the Securities and Exchange Commission of Brazil (CVM), the Central Bank of Brazil, and all other entities taking part in the national financial market.

**Paragraph 5** The Chief Legal and Institutional Relations Officer shall be responsible for managing, leading and coordinating the political and institutional relations of Copel GeT with government and private organizations, as well as for defining and coordinating all activities of a legal nature, including the hiring of external legal services.

**Paragraph 6** Due to the competences involved, the Chief Legal and Institutional Relations Officer shall hold a bachelor's degree in Law and shall be regularly registered in the Brazilian Bar Association (OAB), as established in the Law Practice Statute and in OAB's Bylaws.

#### **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, provided that for a period 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 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.

### **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 GeT'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, and submitting to the coordination of that Company in relation to the 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;

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- 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 GeT'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)** the Rules of Procedure for the Executive Board, Company's regulations and general 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 GeT's annual insurance plan; and
    - d)** residually, within statutory limits, all of the activities of Copel GeT 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 GeT 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 GeT, of its wholly and partially owned subsidiaries and special purpose companies;
  - XI** negotiating and entering into management agreements between Copel GeT and its wholly and partially owned subsidiaries and special purpose companies;
  - XII** appointing the Company's representatives to the statutory bodies of companies in which Copel or its wholly-owned subsidiaries hold or might come to hold a corporate interest, either directly or indirectly;
  - XIII** appointing the Company's representatives to the statutory bodies of companies in which Copel or its wholly-owned subsidiaries hold or might come to hold a corporate interest, either directly or indirectly;
  - XIV** Activities related to the creation of products and services, in connection with the objects of the Company and under the Executive Board's responsibility, shall be performed by companies in which Copel GeT holds a stake, their duties being:
    - a)** planning, organizing, coordinating, leading and controlling Copel GeT business under their responsibility;

- b) meeting technical, marketing and return targets agreed upon with the Executive Board through the use of management tools; c)
  - 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 documents.
- XV** 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 GeT, upon previous approval within the limits established in these Bylaws.

### **Representation of Copel GeT**

**Article 39** Copel GeT 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 duties referred to in articles 31 to 32 of these Bylaws may be increased by the Board of Directors.
- VI** each Chief Officer may represent Copel GeT 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 GeT may also be represented in court, through personal testimony, by a lawyer or by another employee appointed by the Chief Executive Officer; and
- VIII** 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.

**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 GeT 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.

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**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.

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## **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 GeT.

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### **Chapter IV - The Fiscal Council**

**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 Fiscal Council shall be elected by his or her 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 GeT.

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## **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** In order to take office, members of the Board of Directors and of the Executive Board shall sign 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, 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 GeT.

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**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 GeT 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 GeT 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.

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### 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 statutory bodies of Copel GeT.
- 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 GeT may choose between the compensation he or she is entitled to as Chief Officer or his or her salary as a company employee.

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

- Article 60** At the end of each financial year, Copel GeT 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 reserves may be built by the Company, 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 GeT so allows.
- Paragraph 4** 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.

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## 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 GeT 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.

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## 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 GeT 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 GeT 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 GeT 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 GeT of all costs and expenses incurred with legal assistance, in addition to any damages or losses arising from their actions.

**Article 68** Copel GeT 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.

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## CHAPTER XI - CONFLICT RESOLUTION

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

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## 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 GeT 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 Geração e Transmissão S.A. (passed by Companhia Paranaense de Energia - Copel by means of the public deed of incorporation of Copel Geração S.A., of March 20, 2001, at the 10th Notary Public of Curitiba, according to pages 146 to 149 of Registry Book no. 612-N, and filed at Jucepar under no. 41300019240, on April 04, 2001; and upon incorporation of Copel Transmissão S.A., on March 20, 2001, by means of a public deed filed on the same date at the 10th Notary Public of Curitiba, according to record on pages 130 to 133 of Registry Book no. 612-N, and filed at Jucepar under no. 41300019258, on April 04, 2001. Total spin-off and extinction of Copel Transmissão S.A. are registered on the minutes of the 8th Extraordinary Shareholders Meeting of Copel Transmissão S.A., of November 30, 2011, and the alteration of the corporate name from Copel Geração S.A. into Copel Geração e Transmissão S.A. and the amendment of the company's corporate purposes, in order to allow for activities in the power transmission area, are registered in the minutes of the 10th Extraordinary Shareholders' Meeting of Copel Geração S.A., also of November 30, 2007) underwent the amendments listed hereunder:

Minutes of SM of	JUCEPAR		Extract published in the DOE PR on
	FILE NO.	DATE	
08.30.2001	20012563536	10.17.2001	
11.30.2007	20075330164	01.14.2008	01.29.2008
04.17.2008	20081788002	05.02.2008	05.21.2008
11.28.2008	20085325449	02.19.2008	02.03.2009
02.16.2009	20091796946	05.12.2009	
04.23.2009	20091797098	05.12.2009	06.04.2009
10.10.2013	20135772095	10.17.2013	10.28.2013
11.12.2015	20156764873	11.30.2015	12.03.2015
04.28.2016	20162566697	05.17.2016	05.23.2016
07.04.2016	20163555338	07.13.2016	07.20.2016
12.23.2016	20170188302	01.24.2017	02.01.2017
04.27.2017	20172447313	05.25.2017	06.06.2017
06.13.2017	20173840230	07.03.2017	07.05.2017
12.13.2017	20180220896	01.11.2018	01.16.2018
12.22.2017	20180882899	02.16.2018	02.21.2018
02.22.2018	20181012227	03.13.2018	04.13.2018
04.30.2018	20182994147	05.28.2018	06.06.2018

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08.31.2018	20184958415	09.14.2018	09.20.2018
04.17.2019	20192684973	04.24.2019	05.06.2019
04.30.2019	20192818554	05.21.2019	05.23.2019
05.30.2019	20193421534	06.06.2019	06.11.2019
11.18.2019	20197136893	11.26.2019	11.28.2019

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

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

<i>Minutes of SM</i>	NEW CAPITAL (R\$)	JUCEPAR		Extract published in the DOE PR on
		FILE NO.	DATE	
08.30.2001	2,338,931,961.00	20012563536	10.17.2001	
11.30.2007	2,931,042,528.00	20075330164	01.14.2008	01.29.2008
04.17.2008	2,947,018,158.82	20081788002	05.02.2008	05.21.2008
11.28.2008	3,403,784,961.82	20085325449	02.19.2008	02.03.2009
02.16.2009	3,400,378,051.41	20091796946	05.12.2009	
04.23.2009	3,505,994,212.67	20091797098	05.12.2009	06.04.2009
11.12.2015	4,328,677,620.33	20156764873	11.30.2015	12.03.2015
04.28.2016	4,429,898,443.11	20162566697	05.17.2016	05.23.2016
04.27.2017	5,459,598,443.11	20172447313	05.25.2017	06.06.2017
02.22.2018	5,472,682,509.98	20181012227	03.13.2018	04.13.2018
04.30.2018	5,514,427,596.85	20182994147	05.28.2018	06.06.2018
06.22.2018	5,528,226,052.02	20183263359	07.20.2018	07.25.2018
04.30.2019	5,765,226,052.02	20192818554	05.21.2019	05.23.2019