



BOARD OF DIRECTORS' CHARTER

Considering the legal and statutory provisions and competences and in order to organize the Company's internal work, Copel's Board of Directors, at its 130th Ordinary Meeting, held on October 01, 2010, decided to approve the present Charter.

GENERAL PROVISIONS

Article 1 The provisions of this charter complement and/or regulate the rules established in the Bylaws and in the legislation that rules the activities of the Company and its Board of Directors.

NATURE, CONSTITUTION, AND FUNCTIONS

Article 2 The Board of Directors is a collegiate deliberation body, and shall consist of seven or nine members, all of them Brazilian citizens, shareholders, residing in the country, elected at a Shareholders' Meeting, in accordance with the Brazilian Corporate Act (Federal Law no. 6404/76).

Paragraph 1 The new members shall be granted access to the Company's facilities and information, in compliance with the rules established in the introduction program created by Copel's Corporate Governance Office.

Paragraph 2 The term of office shall be valid from the date of the election of the Board of Directors by the Shareholders' Meeting until an Annual Shareholders' Meeting is held with the purpose of electing new members for the present Body.

Paragraph 3 According to the Sarbanes-Oxley Act (SOx), a minimum of three independent members of the Board of Directors shall take part in the Company's Audit Committee, which is ruled by specific regulations, and at least one of them shall be qualified as a "financial expert" under SOx terms.

Article 3 The members shall take office by signing an inauguration term, on the Board of Directors' Minute Book, being subject to the application of the provisions set forth in the Company's "Policy for Disclosure of Material Information and Confidentiality" and "Share Trading Policy", as well as to the duties, obligations, prerogatives, and responsibilities established by the Brazilian Corporate Act.

COMPETENCES

Article 4 The Board of Directors shall:

- I** oversee the Executive Board's evaluation process, carried out on an annual basis and led by the Company's Chief Executive Officer, as to the activities performed the year before, in accordance with legal, statutory, and regimental rules, with focus on the officers' obligations and other relevant aspects.
- II** conduct annual evaluations of the performance of the Company's Chief Executive Officer and Directors, as well as self-evaluations of the performance of the Board of Directors considered as a Body, as to the activities performed the year before, in accordance with legal, statutory, and regimental rules, with focus on the officers' obligations and other relevant aspects.

Article 5 The Chairman of the Board of Directors shall be responsible for:

- I** decide upon questions of order of the Board of Directors;
- II** call for attendance at meetings, through the Corporate Governance Office, people who can contribute to the clarification of matters to be discussed, including the members of the Fiscal Council;
- III** authorize the debate and deliberation of issues not included in the agenda;
- IV** request formal opinions from specialized advisors or consulting companies whenever dealing with complex or controversial subject, after decision of the Body;
- V** receive and evaluate written requests of documents and information from the other members (mail, fax or e-mail), and forward them to the Company's Chief Executive Officer, and, whenever necessary, communicate the reply to all the members in the Board, in compliance with article 16 of the present Charter; and
- VI** call the Annual Shareholders Meetings by choosing an appropriate venue, date, and time in order to encourage the attendance of as many shareholders as possible.

MEETINGS, MINUTES, AND REGULATORY DOCUMENTS

Article 6 The Board of Directors shall meet at the Company's headquarters every three months and whenever necessary at the Chairman's call by letter, telegram, fax or e-mail.

Article 7 In accordance with legal and statutory provisions, the agenda of the Board of Directors' meetings shall be drawn up to the Board of Directors' Chairman by the Executive Board or any other Director at least 15 business days prior to the meeting.

Paragraph 1 The notices for the meetings – after being duly approved by the Board of Directors' Chairman, together with the documents related to the items on the agenda – are sent to members with a minimum 15-day notice.

Paragraph 2 Urgent issues may exceptionally be included in the agenda, as long as properly justified, and the meetings may be called with a minimum 72-hour notice. In such cases, the related documents, required for the analysis of the subject, shall still be submitted to the members before the meeting.

Paragraph 3 Whenever the items proposed by the Executive Board involve the issuing of Official Resolutions or other regulatory acts, they shall be accompanied by their respective drafts and other related documents before being included in the agenda.

Paragraph 4 Further information on the subjects to be discussed at the meetings may be requested by any Director, upon written request to the Chairman, up to five days after their receiving of the invitation to the specific meeting. The Company shall then provide the information or send complementary documents within five days.

Article 8 The meetings may be held provided the majority of Directors are present.

Sole Paragraph – The Chairman may postpone the meeting for as long as it takes to ensure that all the Directors have access to the information and documents concerning the issues on the agenda.

Article 9 Minutes of the meetings are recorded on a specific minute book and signed by the Directors who attended it. From those minutes, the Resolutions of the Board of Directors are extracted and forwarded to the area responsible for the operationalization of the decisions.

Paragraph 1 The extract of the minutes shall be prepared by the Corporate Governance Office, approved by the Board's Executive Secretary, and forwarded to the Brazilian Securities and Exchange Commission – CVM, and to the US Securities and Exchange Commission – SEC, on the same day the meeting is held.

Paragraph 2 All the minutes of the Board of Directors' Meetings shall be fully filled at the Brazilian Commercial Registry, and at the Brazilian Securities and Exchange Commission – CVM, and also made available on Copel's homepage and intranet website. Their respective extracts shall be published on newspapers in accordance with the Brazilian Corporate Act.

Paragraph 3 At the Board's discretion, the presentations and other documents presented at the meetings may be visaed by the Directors and later filed at the Corporate Governance Office.

Article 10 Once the minutes are approved and signed, the Resolutions shall be disclosed by the Corporate Governance Office through specific electronic means and shall contain the following items:

- a) the identification of the issuing body;
- b) the type and date of the meeting where the decision was made;
- c) a sequential number, according to the numbers on the minutes and to the number of the item on the agenda, followed by the expedition date;
- d) a deadline, if applicable; and
- e) a concise description of the object of the Resolution.

Sole Paragraph – Occasional amendments on the Resolutions shall be made:

- a) with the full reproduction of the new text, in case of a major alteration; and
- b) with the substitution, on the original text, of the item that needs to be changed, or with the addition of new contents. In both cases, the acronym “*NR*” (new wording) shall be included.

Article 11 The minutes shall be numbered according to sequential and chronological order and classified as either ordinary or extraordinary. In both cases, the date of the meeting shall be registered. The issues debated at the meeting shall be fully recorded, along with descriptions of the presentations and decisions concerning each subject.

Article 12 At the meeting, the works shall proceed in the following order:

- I installation of the meeting by checking attendance and quorum; and
- II agenda and deliberations:
 - a) presentation, debate and voting of issues;
 - b) short communications and general addresses; and
 - c) closing.

Sole Paragraph – Issues not included in the agenda shall not be voted or debated.

Article 13 The Board may invite persons who may contribute to the clarification of subjects on the agenda.

Paragraph 1 At least one member of the Fiscal Council shall attend the meetings of the Board of Directors.

Paragraph 2 The invited persons shall remain at the meeting solely for the time required for the analysis of the specific subject.

Article 14 The Corporate Governance Office shall be in charge of taking the minutes of the meetings and of adopting the internal procedures required for the disclosure of the Board of Directors’ deliberations, and shall keep such documents in its custody.

Sole Paragraph –The contents of these documents are public and can be available both internally and externally by the Corporate Governance Office, upon written request (mail, fax or e-mail).

Article 15 The Corporate Governance Office is responsible for issue annually a Monitoring Report of Themes and Time used for discussion during the meetings of the Board, which must be formally assessed by the Directors.

Sole Paragraph - Balancing the time spent and the topics covered in the Board are divided into: analysis of both recent financial and/or operation performance; and long-term strategic issues and related risks and opportunities, including environmental, social and corporate governance aspects.

CONFLICTS OF INTERESTS

Article 16 In case a Board member identifies a conflict of interest or a specific interest on an agenda issue, that member shall immediately make it public.

Paragraph 1 If a Board member does not express his/her conflict of interest, any other person at the meeting who is aware of the fact shall communicate it to the Body.

Paragraph 2 The Board member involved in a conflict of interest or private interest shall not take part in debates and deliberations, and may, at the Board's discretion, leave the meeting until the matter is closed.

FINAL PROVISIONS

Article 16 The members of the Board of Directors shall have access to all documents and information required for the fulfillment of their duties, including documents of companies controlled by Copel.

Sole Paragraph – The documents referred to in the heading of this section shall be provided upon written request to the Board of Directors' Chairman (mail, fax or e-mail), who shall analyse the request and forward it to the Company's Chief Executive Officer. After receiving a reply, the Chairman shall communicate it, if necessary, to all the Board members.

Article 17 Any case not provided for in this Charter shall be decided by the Board of Directors, within its competence.

Article 18 This Charter shall come into effect on the date of its approval by the Board of Directors, all provisions to the contrary being hereby revoked.

Curitiba, October 1st, 2010.

Original Charter signed by: LÉO DE ALMEIDA NEVES - Chairman, RONALD THADEU RAVEDUTTI – Executive Secretary, JOÃO CARLOS FASSINA, JORGE MICHEL LEPELTIER, LAURITA COSTA ROSA, LUIZ ANTONIO RODRIGUES ELIAS, ROGÉRIO DE PAULA QUADROS, SYLVIO SEBASTIANI.