

## EXECUTIVE BOARD'S CHARTER

Considering the legal and statutory provisions and competences and aiming at establishing the duties of each Chief Officer, and in order to organize the Company's internal work, the Board of Directors, at its 159<sup>th</sup> Ordinary Meeting, held on October 20, 2016, decided to review and amend the present Charter, originally approved at the Executive Board's 1669<sup>th</sup> Meeting, held on February 6, 2006, and reviewed on 1900<sup>a</sup> Meeting, held on June 8, 2010, and on 2147<sup>th</sup> Meeting, held on January 13, 2015, according to the following terms:

### GENERAL PROVISIONS

**Sec. 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 Executive Board.

### DUTIES AND OBLIGATIONS

**Sec. 2** Besides the statutorily established competences, the **Chief Executive Officer** shall be responsible for:

- I. directing and coordinating matters related to the integrated corporate planning and to the integrated management of the corporate performance;
- II. executively managing and coordinating matters related to the internal audit;
- III. directing and coordinating matters related to the corporate governance of Copel (Holding) and of its wholly-owned subsidiaries and to the business correspondences of the Company's Chief Officers and of its wholly-owned subsidiaries' officers;
- IV. setting policies and strategies of Research, Development and Innovation for the Company, as well as coordinating R&D+i projects within Copel (Holding) and following up R&D+i projects of its wholly-owned subsidiaries;
- V. setting policies and guidelines, and coordinating matters related to corporate marketing and communication of the Company and of its wholly-owned subsidiaries;
- VI. calling and chairing the Executive Board's Meetings, deciding upon possible questions of order or submitting them to the Executive Board's analysis; and
- VII. forwarding to the Board of Directors the issues within their scope after due analysis of that Executive Board.

**Art. 3<sup>o</sup>** The **Chief Business Management Officer** shall be responsible for:

- I. setting policies, guidelines and regulations, besides enforcing them in the Company and in its wholly-owned subsidiaries, in connection with:
  - a) people management and corporate education;
  - b) service and supply logistics and corporate security;
  - c) information technology;
  - d) process management and organizational development.
- II. coordinating and promoting relations between the Company and its wholly-owned subsidiaries and Fundação Copel;
- III. conducting relations between Copel and its its wholly-owned subsidiaries and trade unions.

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**Art. 4º** The **Chief Financial and Investor Relations Officer** shall be responsible for:

- I. managing and coordinating matters related to economic, financial, taxation, accounting, budgeting and cost management, to asset insurance and applications and investments in the financial market, for the Company and its wholly-owned subsidiaries;
- II. representing the Company in its relations with the Comissão de Valores Mobiliários - CVM and the Securities and Exchange Commission - SEC, shareholders, investors, stock exchanges, the Central Bank of Brazil and other agencies or entities operating in the domestic and international capital markets;
- III. defining the economic and financial policies as to govern acquisition and participation of the Company and of its wholly-owned subsidiaries in businesses of their interest;
- IV. providing the financial resources required for the operation and expansion of the Company and of its wholly-owned subsidiaries;
- V. managing and coordinating the economic and financial activities of companies in which Copel and its wholly-owned subsidiaries directly or indirectly own equity interest;
- VI. managing information and documents for the corporate and administrative monitoring of companies in which Copel and its wholly-owned subsidiaries own equity interest;
- VII. supporting the Executive Board, after hearing the involved areas, in its deliberations of votes in General Assemblies of companies in which Copel and its wholly-owned subsidiaries own equity interest;

**Sole paragraph.** Copel's Chief Financial and Investor Relations Officer shall fulfil the role of Chief Financial Officer of the wholly-owned subsidiaries without any additional compensation, unless specific legislation determines an exclusive Chief Officer to perform such role.

**Art. 5º** The **Chief Legal and Institutional Relations Officer** shall be responsible for:

- I. managing, leading and coordinating the political and institutional relations of the Company and of its wholly-owned subsidiaries with government and private bodies;
- II. defining and coordinating policies and guidelines for the Company, its wholly-owned subsidiaries and other of its holdings in regard to the enforcement and development of strategies concerning corporate regulatory matters, as well as carrying out their correlating activities;
- III. coordinating and promoting relations between the Company and its wholly-owned subsidiaries with Ministries, Secretariats, Regulatory Agencies, Boards and Sector Associations;
- IV. defining, coordinating and promoting policies and guidelines concerning legal assistance and protection of the interests of the Company, its wholly-owned subsidiaries and controlled companies;
- V. directing and coordinating the execution of legal assistance and protection of the Company and of its wholly-owned subsidiaries' interests, comprising, among his or her activities: assistance, consulting, litigation, legal management, besides giving out orientation and final and binding legal positioning;
- VI. deciding over the hiring of professionals, contracting external legal services and supporting services to the legal area of the Company and of its wholly-owned subsidiaries;
- VII. defining and coordinating policies, guidelines and regulatory matters related to social and environmental, climate change and social responsibility issues for the Company and its wholly-owned subsidiaries;
- VIII. defining and coordinating the social and environmental corporate programs and social responsibility corporate programs of the Company and of its wholly-owned subsidiaries;

**§ 1º** Considering the specific legal attributions, the Chief Officer shall be a lawyer, duly registered at the Brazilian Bar Association, according to the Statute of the Practice of Law and of the Brazilian Bar Association;

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§ 2º Copel's Chief Legal and Institutional Relations Officer shall fulfil the role of Chief Legal and Institutional Relations Officer of the wholly-owned subsidiaries without any additional compensation.

§ 3º Should the Chief Legal and Institutional Relations Officer's absence or any impediment occur he or she shall be replaced by other Chief Officer who is not a lawyer, who shall act, exclusively, managing the administrative activities resulting of the duties of the replaced.

**Art. 6º** The **Chief Business Development Officer** shall be responsible for:

- I. managing and coordinating the prospecting of businesses in fields related to the Company's objects, in alignment with its strategic planning;
- II. managing and coordinating multidisciplinary analysis and studies, aiming at evaluating the potential of businesses to be developed by the Company, referred to in the item above, together with the Chief Officers and companies in which Copel owns equity interest;
- III. managing and coordinating, within the Company and its wholly-owned subsidiaries, the negotiations and structuring of partnerships required to the development of businesses, as well as their respective contract negotiation and corporate documents;
- IV. coordinating the participation of the Company in the bidding processes for grants or in trade auctions in all of its business areas;
- V. directing the studies related to the planning of the expansion of the power sector in generation and transmission;
- VI. submitting to the Executive Board matters related to the exercise of preemptive rights, right of first offer, tag along and drag along in companies and in consortia in which the Company and its wholly-owned subsidiaries participate;
- VII. coordinating the analysis and submitting to the Executive Board the processes for divestiture of shares held by the Company and its wholly-owned subsidiaries, observing the dispositions of the current legislation and regulation;
- VIII. monitoring the fulfilment of the business plans of controlled and affiliated companies of Copel and of its wholly-owned subsidiaries, within good corporate governance criteria, observing the dispositions of this Charter.

**Art. 7º** The **Chief Governance, Risk and Compliance Officer** shall be responsible for:

- I. defining and coordinating corporate governance and corporate sustainability policies and guidelines for the Company and its wholly-owned subsidiaries;
- II. managing and publishing the performance of the Company and of its wholly-owned subsidiaries in corporate sustainability;
- III. defining and coordinating the implementation of guidelines, policies and practices of internal control and corporate risk management, as well as of compliance of Copel and of its controlled companies;
- IV. structuring, implementing, maintaining, promoting and disseminating the Code of Conduct and the Integrity Program in the Company and in its wholly-owned subsidiaries;
- V. assisting in the analysis of the structures and processes of the Company and of its wholly-owned subsidiaries, its products and services, aiming at aligning them to the legislation, to the regulations of the regulatory agencies and to the internal regulatory structure, acting with enough independence to the execution of his or her activities;
- VI. elaborating periodic reports pertaining to his or her activities in the Company and its controlled companies, reporting to the Executive Board, to the Audit Committee, to the Board of Directors and to other related committees, as applicable;
- VII. reporting to the Board of Directors and to the Executive Board the incidence of act that constitutes administrative, civil or penal violation.

**Art. 8º** The **Chief Assistant Officer** shall be responsible for performing the duties specifically assigned to him or her according to this Charter.

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## MEETINGS, MINUTES, AND REGULATORY DOCUMENTS

**Sec. 9** The Executive Board shall hold Ordinary Meetings once every two weeks, preferably on Tuesday mornings, and Extraordinary Meetings either at the Chief Executive Officer's call, by their own decision or upon another Chief Officer's request.

**Sole Paragraph** - Meetings with the Chief Officers from the subsidiaries shall be held quarterly.

**Sec. 10** The issues to be examined at the Meeting shall be forwarded via electronic means to the Corporate Governance Office - *SEC* until three business days before the date of the meeting, together with the documents regarding the subject, that is, the summary and eventual supporting material.

**Paragraph 1** The agenda of the Ordinary Meetings shall be approved by the Chief Executive Officer and sent to the other Executive Officers through *SEC*, until two days before the meeting.

**Paragraph 2** The subjects in the agenda whose related documents are not forwarded by the Chief Offices to *SEC* within the period specified in Section 10 hereof shall be removed from the agenda.

**Sec. 11** Each Chief Office shall provide the summary according to the specific template, duly completed, signed and stamped by the Chief Official responsible for the subject in the agenda and by a responsible person in the Chief Office (the Chief Officer, his Assistant or Advisor), which original version shall be submitted to *SEC* to be scanned and made available to the Chief Officers.

**Paragraph 1** Urgent issues may occasionally be included on the agenda and Extraordinary Meetings may be called at shorter notice, by exception, as long as proper justifications are provided and with the Chief Executive Officer's approval. This exception, however, does not exempt the instruction of the subject.

**Paragraph 2** Issues solely for information purposes shall not be liable to the formal procedures set forth in this Section, except when necessary to register in the minutes.

**Sec. 12** The Meetings may be held provided the majority of Officers are present.

**Sec. 13** The Executive Board shall reach its decisions by a simple majority voting.

**Paragraph 1** In case of disagreement with the decision taken, the Chief Executive Officer may suspend its effect and appeal to the Board of Directors within five days, in accordance to the terms of the Company's Bylaws.

**Paragraph 2** The Executive Board's decisions shall be formalized by:

- a) the issuing of Resolutions, which shall be forwarded to its receivers by electronic means, in accordance with Sections 12 and 13 of the present Charter; and
- b) Circular Letters, which shall convey the policies and guidelines defined by the Senior Management, the Executive Board's resolutions or the Chief Executive Office's decisions, in compliance with Copel's internal regulations (NAC - 030201).

**Paragraph 3** Individual addresses by the Officers shall be formalized by means of official notices, in which orders, decisions, instructions or other information provided by specific Chief Offices, including the Chief Executive Office, on issues under their responsibility or

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within their functional competence, are conveyed, in compliance with Copel's internal regulations (NAC - 030201).

**Sec. 14** Executive Board's members shall request to examine the documents related to the matter under analysis, which shall be conceded for no longer than the date of the next Ordinary Meeting.

**Sec. 15** At the meeting, the works shall proceed in the following order:

- I installation of the meeting by checking attendance and quorum;
- II agenda and deliberations:
  - a) reading, approving, and signing of previous Meetings' minutes, in case it is still pending;
  - b) presentation of the subjects, debate, disclosure of votes apart from the Chief Officer, if necessary, and voting of issues;
  - c) short communications and general addresses;
  - d) reading and signing of the minutes; and
  - e) closing.

**Sole Paragraph** -- Upon request from any member of the Executive Board, the Chief Executive Officer may authorize the inclusion of urgent or important matters or the exclusion of matters.

**Sec. 16** The Board may invite persons who may contribute to the clarification of subjects on the agenda, upon authorization of the Chief Executive Officer.

**Sole Paragraph** - The invited persons shall remain at the meeting solely for the time required for the presentation of the specific subject.

**Sec. 17** The activity defined in letter b, item II, of Section 9 shall be performed as follows:

- I Chief Officers, or any other person appointed by them, shall present the subject for no longer than the time allocated for the matter on the agenda.
- II After the presentation, the Chief Executive officer shall speak, being followed by the Chief Officers who ask for permission to speak, to whom shall be given five minutes, respecting the order of request.
- III Chief Officers shall not address the Board until granted with the right to speak by the Chief Executive Officer, neither shall Chief Officers interrupt whoever may be speaking, short asides being permitted by the speaker as long as previously requested.
- IV After the first address defined in item II of this Section, a single opportunity to speak shall be offered to the person presenting the subject, as well as to any Chief Officer, for three minutes, in order of request.
- V Once the addresses are concluded, the matter shall be submitted to vote by the Chief Executive Officer.
- VI If the result is not a unanimous decision, the Chief Officers who have voted contrarily may, at their own discretion, register declarations of vote on the minutes.
- VII At any time, Chief Officers may raise points of order, i.e., may point out doubts concerning interpretation or application of the rules set forth in the present Charter, according to the following:
  - a) points of order shall only be raised by indicating the rule or the subject in doubt;



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- b) after the point of order is formally presented and the Chief Officer is granted with the right to speak, the question shall be conclusively decided by the Chief Executive Officer or, at his/her discretion, submitted to the Board for debate at the same or at the next meeting; and
  - c) points of order not related to the matter under discussion shall not be raised.

**Sec. 18** Minutes of the Meetings are recorded on a specific minutes book and signed by the Chief Officers who attended them. From those minutes, the Resolutions of the Executive Board are extracted and forwarded to the area responsible for the operationalization of the decisions.

**Paragraph 1** Whenever the items proposed for the meeting 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 2** At the Board's discretion, the presentations and other documents presented at the Meetings may be visaed by the Chief Officers, and later filled at *SEC*.

**Sec. 19** Once the minutes are approved and signed, the Resolutions are disclosed by *SEC* through specific electronic means. Such documents 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 for compliance, if applicable; and
- e) a concise description of the object of the Resolution.

**Paragraph 1** Occasional amendments on the Resolutions shall be made:

- a) with the full reproduction of the new text, in case of major alterations; and
- b) with the substitution on the original text of the item subjected to change, or with the addition of new contents. In both cases the acronym "*NR*" (new wording) shall be included.

**Paragraph 2** Resolutions shall be forwarded to:

- a) Chief Officers and/or his Assistants and Advisors and/or Chief Officials from the area related to the Resolution, who shall then forward them to the employees in charge of the implementation of the decision expressed by that specific Resolution;
- b) Any person specifically mentioned in the Resolution; and/or
- c) The Coordinator of working groups, special committees or the like, whenever such groups have been appointed by the Executive Board through a Resolution or Circular Letter.

**Paragraph 3** After receiving the Resolution, the employee in charge of the subject shall have thirty days to inform about the work progress, unless differently specified by the Executive Board.

**Sec. 20** The Minutes shall be numbered according to a sequential and chronological order, registering the date of the Meeting, and shall be recorded as extracts, with a summary of the presentations and the decisions concerning each subject.

**Sec. 21** The issues to be submitted to the Board of Directors shall be presented at Executive Board's Meetings at least 20 days prior to the meeting of the former or at least 96 hours before, for urgent and extraordinary matters, according to the Company's Bylaws.

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**Paragraph 1** The presentation shall encompass all aspects involved in the matter, and shall be accompanied by related reports and documents.

**Paragraph 2** Once the matter is approved by the Executive Board, *SEC* shall immediately include it in the agenda for the next Board of Directors' meeting, which shall still be approved by the Board of Directors' Chairman.

**Sec. 22** The Corporate Governance Office - *SEC* shall be in charge of writing the minutes and procedure acts necessary for the dissemination of the Executive Board's deliberations and shall keep such documents under its custody.

**Sole Paragraph** - *SEC* may disclose the content of such documents to persons inside or outside the Company with the permission of the Chief Officer responsible for the matter to be disclosed, except to the person responsible for the action on the respective Resolution, to whom *SEC* shall necessarily send the document.

## **CONFLICTS OF INTERESTS**

**Sec. 23** In case Chief Officers identify a conflict of interest as to a specific issue on the agenda, they shall immediately make it public.

**Paragraph 1** If Chief Officers do not express their conflict of interest, any other person at the meeting who is aware of the fact shall communicate it to the Board.

**Paragraph 2** Chief Officers involved in a conflict of 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**

**Sec. 24** Any case not provided for in this Charter shall be decided by the Executive Board, within its competence.

**Sec. 25** This Charter shall come into effect on the date of its approval by the Executive Board, all provisions to the contrary being hereby revoked.

Curitiba, October 20, 2016.

ORIGINAL DOCUMENT SIGNED BY: **LUIZ FERNANDO LEONE VIANNA**, Chief Executive Officer; **CRISTIANO HOTZ**, Chief Institutional Relations Officer; **GILBERTO MENDES FERNANDES**, Chief Corporate Governance Officer; **LUIZ EDUARDO DA VEIGA SEBASTIANI**, Chief Financial and Investor Relations Officer; **JONEL NAZARENO IURK**, Chief Business Development Officer.

Approved at the 159<sup>th</sup> Ordinary Board of Directors Meeting.

**FERNANDO XAVIER FERREIRA**  
Chairman of the Board of Directors