



EXECUTIVE BOARD'S CHARTER

Considering the legal and statutory provisions and competences, and in order to organize the Company's internal work, Copel's Executive Board, at its 1931st Meeting, held on January 03, 2011, decided to review and amend the present Charter, originally approved at the Executive Board's 1669th Meeting, held on February 6, 2006, and reviewed on 1900^a Meeting, held on June 8, 2010, 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, it's incumbent upon the Chief Executive Officer to:

- I call and chair the Executive Board's Meetings, deciding upon possible questions of order or submitting them to the Executive Board's analysis; and
- II forward to the Board of Directors the issues within their scope after duly analysis of the Executive Board.

MEETINGS, MINUTES, AND REGULATORY DOCUMENTS

Sec. 3 The Executive Board shall hold Ordinary Meetings once a week, on Mondays' mornings, and Extraordinary Meetings either at the Chief Executive Officer's call, by their own decision or upon another Chief Officer's request.

Sec. 4 The issues to be examined at the Meeting shall be forwarded to the Corporate Governance Office - SEC until the Thursday before the meeting by drafting a summary.

Sec. 5 Each Chief Office shall provide the summary according to the specific model, duly completed, containing relevant documentation to be submitted to SEC and all the Executive Officers, only by electronic means, including that documentation, to the Thursday before the meeting indicating whether the subject will be submitted for decision or only for information of the Board.

- I Issues of which summaries have not been sent to SEC within the period established in Section 5 of this Chart will be removed from the agenda.

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 the Friday prior to the meeting.

Paragraph 2 Written materials concerning the items on the agenda, duly accompanied by related documents and drafts or other regulatory documents, if necessary, shall be forwarded to the Executive Officers and to SEC, by electronic means, by the Officer who requested the addition of the matter to the agenda within the period specified in this section.

Paragraph 3 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 as provided in paragraph 2 of this Section.

Paragraph 4 Issues solely for information purposes shall not be liable to the formal procedures set forth in this Section.

Sec. 6 The Meetings may be held provided the majority of Officers are present.

Sec. 7 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.

Paragraph 2 The Executive Board's decisions shall be formalized by 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 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, de 01.11.2009).

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 within their functional competence, are conveyed, in compliance with Copel's internal regulations (NAC – 030201, de 01.11.2009).

Sec. 8 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. 9 At the meeting, the works shall proceed in the following order:

- I installation of the meeting by checking attendance and quorum;
- II analysis of the agenda in order to decide whether the matters on it shall be submitted to the Executive Board's scrutiny, in accordance with Copel's internal regulations and levels of competence, and to define the order of each presentation according to its priority; and
- III agenda and deliberations:
 - a) reading, approving, and signing of previous Meetings' minutes;
 - b) accepting supporting material for the decision about keeping or excluding specific issues on the agenda;

- c) presentation, debate, and voting of issues;
- d) short communications and general addresses;
- e) setting date for the next meeting; and
- f) closing.

Sole Paragraph --Upon request from any of its members, the Executive Board may decide about the inclusion of urgent or important matters or about the exclusion of matters.

Sec. 10 The Board may invite persons who may contribute to the clarification of subjects on the agenda.

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

Sec. 11 The activity defined in letter c, item III, 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, each Chief Officer shall be given the chance to speak for five minutes, in the sequence established in the Company's Bylaws, i.e.: a) Chief Executive Officer; b) Chief Corporate Management Officer; c) Chief Financial and Investor Relations Officer; d) Chief Legal Officer; e) Chief Distribution Officer; f) Chief Engineering Officer; g) Chief Power Generation & Transmission and Telecommunications Officer; h) Chief Environment and Corporate Citizenship Officer.
- 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 as long as previously requested.
- IV** After the first address defined in item II above, 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;
 - 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. 12 Minutes of the Meetings are recorded on a specific minute 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. 13 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 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. 14 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. 15 The issues to be submitted to the Board of Directors shall be presented at Executive Board's Meetings at least 15 business days prior to the meeting of the former.

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. After that approval, SEC shall be in charge of communicating the measures taken to the Chief Officer who submitted the matter to the Executive Board.

Sec. 16 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 send the document.

CONFLICTS OF INTERESTS

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

Sec. 18 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, January 3rd, 2011.

ORIGINAL DOCUMENT SIGNED BY: LINDOLFO ZIMMER, Chief Executive Officer; **YÁRA CHRISTINA EISENBACH**, Chief Corporate Governance Officer; **RICARDO PORTUGAL ALVES**, Chief Financial and Investor Relations Officer; **JULIO JACOB JUNIOR**, Chief Legal Officer; **PEDRO AUGUSTO DO NASCIMENTO NETO**, Chief Distribution Officer; **JORGE ANDRIGUETTO JUNIOR**, Chief Engineering Officer; **JAIME DE OLIVEIRA KUHN**, Chief Generation & Transmission and Telecommunications Officer; **GILBERTO MENDES FERNANDES**, Chief Environment and Citizenship Officer.