COPEL

**UNIFIED RULES OF PROCEDURE OF STATUTORY COMMITTEES**

**PEOPLE COMMITTEE (CDG)**

**SUSTAINABLE DEVELOPMENT COMMITTEE (CDS)**

**INVESTMENT AND INNOVATION COMMITTEE (CII)**

These Rules of Procedure establish the purpose, responsibilities, functioning and other relevant aspects of the People Committee (*Comitê de Gente* [CDG]), the Sustainable Development Committee (*Comitê de Desenvolvimento Sustentável* [CDS]) and the Investment and Innovation Committee (*Comitê de Investimentos e Inovação* [CII]), being applicable to Copel and its Wholly-Owned Subsidiaries, and they may be extended to controlled companies, affiliates and other companies that Copel and its Wholly-Owned Subsidiaries have an interest in, by decision of the Board of Directors.

**1. NATURE.** The People (CDG), Sustainable Development (CDS) and Investment and Innovation (CII) Committees are statutory, advisory and permanent bodies that assist the Board of Directors (*Conselho de Administração* [CAD]), observing the Bylaws, applicable legislation and best practices of corporate governance.

**2. PURPOSE.** The Committees are responsible for advising the Board of Directors (CAD) on the topics within their scope, according to the following items, issuing recommendations and opinions, having independence in exercising their responsibilities and maintain confidentiality on the strategic information analyzed.

**2.1.** The CDG is an advisory body to the Board of Directors (CAD), considering the decision-making power of the latter body, with regard to:

**I.** the drafting and monitoring of the strategy for remunerating the directors, members of advisory committees and members of the audit committee, when elected;

**II.** proposals and other matters relating to the establishment of guidelines, policies and principles inherent to the management of people at the Company and its Wholly-Owned Subsidiaries, with an emphasis on best practices, as well as on the analysis and issuance of recommendations and opinions related to compliance with legal and regulatory requirements, internal provisions and the commitments assumed by the Company;

**III.** the strategy for evaluating, developing and appointing administrators;

**IV.** the eligibility process for administrators, members of the supervisory boards and members of the Statutory Committees, in accordance with legal and bylaw provisions and also taking into account the rules established in internal regulations.

**2.2.** The CDS is an advisory body to the Board of Directors (CAD), considering the decision-making power of the latter body, with regard to the sustainable development of the Company and its Wholly-Owned Subsidiaries, with an emphasis on ESG (environmental, social and governance) dimensions, within best practices, as well as on the analysis and issuance of recommendations and opinions related to compliance with legal and regulatory requirements, internal provisions and the commitments assumed by the Company.

**2.3.** The CII is an advisory body to the Board of Directors (CAD), considering the decision-making power of the latter body, with regard to the analysis and issuance of recommendations for the Company's investment proposals, forwarded by the Executive Board of Copel Holding.

**3. COMPOSITION AND TERM OF OFFICE.** Each committee shall be composed of 03 (three) members, elected and removable by the Board of Directors (CAD), with a unified term of office of 2 (two) years, with re-election permitted.

**3.1.** The President of the Company shall serve on each committee, without voting rights.

**3.2.** The CDG and CDS may include up to 01 (one) external member with recognized professional experience in the respective topics.

**3.3.** The CII will consist exclusively of CAD members.

**4. ELECTION AND VACANCY.** Members shall be elected at the first meeting of the Board of Directors after the end of the previous term and shall be independent in the exercise of their duties.

**4.1.** The coordinators of each Committee will be elected by the CAD, from among its members.

**4.2.** In the event of the resignation, death, disability, loss of mandate or impediment of any member, the CAD shall elect their substitute to complete the term of office.

**4.3.** If a member fails to attend 2 (two) consecutive meetings or 3 (three) non-consecutive meetings out of the last 12 (twelve) meetings, without justification, their position shall be considered vacant;

**4.4.** The term of office will be automatically extended until the investiture of the new members, except in the case of resignation or dismissal.

**5. IMPEDIMENTS AND PROHIBITIONS.**It is forbidden to swear in these positions in the following situations: representatives of the regulatory agency overseeing the Company; Ministers of State; State Secretaries or Municipal Secretaries; holders of positions without a permanent link with the public service; holders of positions classified as special, directive, or senior advisory positions in the public administration; officers of political parties; and holders of elected office in the Legislative Branch at any level of the federation, even if on leave from their positions; as well as anyone who has acted, in the last 36 (thirty-six) months, in the decision-making structure of a political party or in a position of a union organization, pursuant to the Corporate Bylaws.

**6. INVESTITURE AND TERMS.** The investiture will be carried out by signing a Term of Investiture, the delivery of documentation in accordance with applicable legislation and regulations, being recorded in the minutes book, and the signing of the terms of adherence to the Securities Trading and Material Act or Fact Information Disclosure Policy, the Related Party Transactions Policy and the Code of Conduct.

**7. RESPONSIBILITIES.**Members undertake to comply with the Bylaws, the Code of Conduct, the Integrity Program and other internal standards, as well as applicable legislation, acting in the sole interest of the Company and preserving the confidentiality of the information and documents accessed.

**7.1.** Any exercising of the role to the detriment of the shareholders and/or Administrators thereof shall be regarded as abusive, as shall conduct intended to cause damage or to obtain, for the office-holder or anyone else, an inappropriate advantage and which results, or may result, in damage to the Company, its shareholders and/or Administrators.

**8. DUTIES OF THE ADMINISTRATORS.** The members of the Committees are subject to the same legal duties and responsibilities applicable to the administrators, pursuant to Law 6.404/1976.

**9. CONFLICTS OF INTEREST.** In the event of a conflict of interest or private interest, the member must state this in a timely manner, and refrain from participating in the relevant discussions and decisions, this being recorded in the minutes; there may be temporary departure from the meeting until the conclusion of the matter, by decision of the other members.

**9.1.** If the member him or herself does not provide said statement, any of those present at the meeting who are aware of the fact must inform the Collegiate.

**9.2.** If the members find that they have questions regarding a possible new link that represents a potential conflict of interest, they should consult the Company.

**10. CALENDAR AND FREQUENCY.** Each Committee will approve the annual calendar and meet ordinarily at least 09 (nine) times per year, and extraordinarily whenever necessary.

**11. CALL AND MATERIALS.** Meetings will be convened by the Coordinator, through the area responsible for the secretarial duties of the governance bodies, at least 05 (five) days in advance; exceptionally and when formally justified, they may be convened at least 48 (forty-eight) hours in advance. The agenda documents will be forwarded at least 03 (three) days in advance, unless specifically authorized by the Coordinator.

**11.1.** The CII, in addition to the approved calendar, may meet when summoned by the Copel Executive Board or by the CAD.

**12. DUTIES OF COMMITTEE COORDINATORS.** The Committee Coordinators are responsible for:

**I.** summoning people to the Committee meetings, through the area responsible for the secretarial duties of the Governance Bodies, calling people who may contribute to the clarification of the matters to be assessed, while observing any potential conflicts of interest;

**II.** evaluating and deciding the agenda of the meetings, ensuring that they are aligned with compliance with the objectives of the Committee; guiding the work, as well as deciding procedural issues of the Committee;

**III.** authorizing the discussion and decision on matters not included in the meeting agenda; analyzing the relevance of the requests received from the Committee members, adopting the appropriate measures; counting the votes and announcing the results;

**IV.** postponing the meeting, if applicable, so that all members may have access to the information and documents related to the matters covered, also considering cases of requests for additional information or other unforeseen situations.

**13. QUORUM AND DECISION.** The meetings will be established with the majority of the members; the decisions shall be taken by a simple majority of votes, and the Coordinator will have the casting vote. Any dissenting vote may be recorded in the minutes.

**13.1**. The Coordinator of the CII may invite other members of the Executive Board of the Company or its Wholly-Owned Subsidiaries to participate in its meetings, without voting rights.

**14. REMOTE PARTICIPATION AND ELECTRONIC VOTING.** Participation will be permitted by audioconference or videoconference and, exceptionally, electronic voting will be allowed, with the signature of the minutes *a posteriori*, through prior communication and authorization from the Coordinator.

**15. MINUTES, DRAFTING AND SAFEKEEPING.** The minutes will be drawn up in a separate book by the area responsible for the secretarial duties of the governance bodies, signed by the members present, and filed, being made available electronically to the members.

**16. CONTENT AND DISCLOSURE.** The minutes may be drawn up in the form of a summary of the facts that occurred; the disclosure will follow the internal rules of classification and transfer of confidential information and the applicable legislation.

**17. ACCESS.** The Committee members will have access to the building installations, documents and information necessary for the performance of their duties, in accordance with applicable legislation and internal standards.

**18. DEVELOPMENT.** The members must participate in specific training on topics related to the Company's activities, as defined in development plans or as decided by the responsible areas.

**19. ANNUAL ASSESSMENT.** An annual, joint and individual performance evaluation will be performed, as defined in Company standards.

**20. REMUNERATION AND EXPENSES.** The individual remuneration of members will be set in accordance with Law 6404/76 and in accordance with the Company's standards; members will be entitled to fixed monthly honorariums, proportionally in the months of swearing in or departure, and to reimbursement of necessary expenses (travel, food and lodging), also according to internal standards.

**21. OPERATIONAL AUTONOMY.** The Committees will be granted operational autonomy to carry out their activities. The CII will rely on the provision of resources necessary for its operation, including support personnel and the hiring of experts, where applicable.

**22. UNFORESEEN CASES AND CHANGES.** Any unforeseen cases will be resolved by the Board of Directors, which may amend the Rules of Procedure ex officio or upon proposal by the competent Committee.

**23. RESPONSIBILITIES OF THE CDG.** In addition to the duties established by the Corporate Bylaws, the CDG is responsible for:

> **I.** analyzing, evaluating and recommending the strategy for remunerating directors, members of advisory committees and executives, including the proposal for global remuneration for submission to the General Shareholders' Meeting, as well as general remuneration guidelines, in order to steer the standardization of remuneration policies and mechanisms, subject to the Company's strategies and market benchmarks;
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> **II.** supporting the election of administrators, members of the supervisory boards and members of Statutory Committees, in accordance with legal and bylaw provisions and taking into account the rules established in internal regulations of advisory committees, subject to the succession plan and Nomination, Compensation and Annual Performance Review Policy;
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> **III.** recommending guidelines for succession, evaluation and development of executives and directors, respecting corporate policies inherent to meritocracy and diversity;
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> **IV.** verifying compliance in the process of appointing members, as well as verifying the maintenance of eligibility requirements throughout the term of office, for members of the executive board, including the President, Vice Presidents and Executive Officers, in addition to the Chief Executive Officer and other Executive Officers of the Wholly-Owned Subsidiaries and, as requested, for directors and members of advisory committees;

**V.** evaluating and proposing integrity and compliance criteria to the Board of Directors , as well as other criteria and requirements related to the process of appointment and removal of the members of the Executive Board and Senior Management of the Company and other functions linked to the Board of Directors;

**VI.** reviewing, evaluating and recommending improvements and strategic guidelines for evaluation and development of executives and directors of Copel and its Wholly-Owned Subsidiaries;

**VII.** evaluating, reviewing and recommending to the Board of Directors the approval of people management strategies, so that they are considered in the definition of the Company's Strategic Planning;

**VIII.** evaluating and recommending to the Board of Directors the approval of the master plan and people management model relating to remuneration, the benefit plan, meritocracy, performance, culture and organizational culture, diversity, equity and inclusion, development and succession, occupational health and safety;

**IX.** evaluating the Company's policies and conduct related to the Management of People, Health and Occupational Safety;

**X.** recommending to the Board of Directors the improvement of policies and practices identified within the scope of the duties of the CDG;

**XI.** monitoring the indicators, as well as risks related to the Company's Management of People, Health and Occupational Safety; and

**XII.** drafting and approving the Committee's annual work plan.

**24. RESPONSIBILITIES OF THE CDS.** In addition to the duties established by the Copel Corporate Bylaws, the CDS is responsible for:

**I.** evaluating, reviewing and recommending to the Board of Directors the approval of people management strategies, so that they are considered in the definition of the Company's Strategic Planning;

**II.** evaluating the Company's policies and conduct related to Sustainability, Corporate Governance and Relationship with stakeholders;

**III.** recommending to the Board of Directors the improvement of policies and practices identified within the scope of the duties of the CDG;

**IV.** evaluating, when requested by the Board of Directors, the corporate structure in light of the Company's strategic guidelines;

**V.** evaluating and monitoring the Company's performance and the execution of projects that improve sustainability practices with an emphasis on ESG (environmental, social and governance) dimensions, resulting from Strategic Planning;

**VI.** monitoring the Company's Sustainability indicators and targets, as well as, when applicable, the variable remuneration linked to them;

**VII.** evaluating and recommending to the Board of Directors the Company's adherence to cooperation initiatives, protocols and agreements, whether national or international, related to sustainable development, as well as monitoring the effectiveness of the Company's participation and, when applicable, analyzing the budget provided;

**VIII.** evaluating and recommending to the Board of Directors the Annual Corporate Private/Social Investment Plan, in initiatives related to sustainability, considering own resources, in alignment with the Company's guidelines;

**IX.** monitoring engagement with stakeholders;

**X.** monitoring and anticipating trends in global sustainability topics, such as those linked to climate change and human rights issues;

**XI.** monitoring risk management and integration into strategic planning in relation to ESG;

**XII.** tracking the monitoring of sustainability-related risks, and also being able to provide subsidies for the definition of investment or divestiture strategies, as well as investment in research;

**XIII.** recommending to the Board of Directors the approval of reports that demonstrate the Company's sustainability performance; and

**XIV.** drafting and approving the Committee’s annual work plan.

**25. RESPONSIBILITIES OF THE CII.** In addition to the duties established by the Copel Corporate Bylaws, the CDG is responsible for:

**I.** collaborating in the review or drafting of strategic guidelines, Strategic Planning and other plans of a strategic nature of Copel, offering opinions on investment and innovation topics;

**II.** evaluating and recommending to the Board of Directors the correction or improvement of policies, practices and procedures identified within the scope of its duties;

**III.** providing methodological and procedural support to the Board of Directors for evaluation of investment proposals;

**IV.** providing methodological and procedural support to the Board of Directors to promote innovation and the creation of new products, services, processes, methods or systems within the scope of Copel;

**V.** preparing and reviewing, in order to assist the Board of Directors, when evaluating the proposal for an Innovation Concept, which guides the Company's innovation initiatives;

**VI.** giving an opinion on binding proposals for investments in new business, divestitures, participation in auctions, development and implementation of projects by Copel, its Wholly-Owned Subsidiaries, controlled companies and affiliates, evaluating their related documentation and compliance with Copel’s strategic guidelines;

**VII.** providing an opinion, in order to assist the Board of Directors when approving Copel's Annual Budget, on the amount proposed by the Administration for investment of the Company and its Wholly-Owned Subsidiaries;

**VIII.** providing an opinion on budget supplementation proposals, when necessary to make investments;

**IX.** monitoring the implementation and execution of corporate investment and divestiture projects, evaluating effectiveness in resource management and guiding any necessary corrective actions;

**X.** monitoring the Company's innovation initiatives; and

**XI.** carrying out the functions and performing any other acts that are necessary to fulfill its responsibilities.

**25.1.** Items I to XI shall apply, mandatorily, when dealing with matters where decision-making is the responsibility of the Board of Directors and, optionally, for other cases, except for the provisions of items 25.2; 25.3 and 25.4.

**25.2.** The Committee's guidelines refer to the acquisition or disposal of equity interests, participation in new ventures in regulated generation and transmission auctions, implementation of other new ventures not linked to current concessions, evaluation of the annual investment program of Copel Distribuição and Copel Geração e Transmissão.

**25.3.** The responsibilities contained in items I, II, III, IV and XI are strategic in nature and will be exercised when the need is verified by the Committee or when they are required in specific processes.

**25.4.** The responsibilities contained in items V, VI, VII and VIII are tactical in nature, and exercising them encompasses:

**a)** analyzing the economic-financial environment and scenarios and the energy sector;

**b)** approving the investment portfolio allocation scenarios, observing paragraph ‘a’;

**c)** being aware of the development of the analysis and execution for the realization of business opportunities, providing opinions and proposing actions;

**d)** monitoring, giving an opinion and proposing actions and methodologies for the drafting of the Innovation Concept within the scope of Copel and its Subsidiaries, as well as fulfilling it.

**25.5.** The responsibilities contained in items IX and X are operational in nature, and exercising them encompasses:

**a)** analyzing and evaluating the results of investments, regarding the effectiveness of resource management, guiding corrective actions, when necessary;

**b)** giving an assessment on the proposals for investments in business opportunities, to be drafted by the Company, prior to the decision of the Board of Directors, according to its powers; and

**c)** being aware of, evaluating and directing innovation initiatives within the scope of the Company's Innovation Concept, including with regard to the values budgeted in order to fulfil them, aligning them with corporate strategies.

**25.6.** The responsibility established in item VII of this item, with regard to Copel Distribuição S.A., must observe the parameters established by applicable legislation, as well as the guidelines contained in the Corporate Bylaws of Copel Holding.