

RULES OF PROCEDURE OF THE BOARDS OF DIRECTORS OF COPEL HOLDING AND WHOLLY-OWNED SUBSIDIARIES

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Approved at the 130th Ordinary Meeting of the Board of Directors of Companhia Paranaense de Energia – Copel (“CAD”), held on October 1st, 2010, amended at the 142nd Ordinary Meeting of the CAD, held on September 11, 2013, at the 182nd Ordinary Meeting of the CAD, held on September 12, 2018, at the 224th Ordinary Meeting of the CAD, held on March 16, 2022, at the 242nd Ordinary Meeting of the CAD, held on September 20, 2023, at the 261st Ordinary Meeting of the CAD, held on April 16, 2025 and at 267th Ordinary Meeting of the CAD, held on October 15, 2025.

CHAPTER I - PURPOSE

Article 1 These Rules of Procedure define the responsibilities, duties, competences and assignments of the Boards of Directors of Companhia Paranaense de Energia - Copel (Company, Copel Holding or Copel) and Copel Geração e Transmissão S.A. (Copel GeT); Copel Distribuição S.A. (Copel DIS); Copel Comercialização S.A. (Copel Mercado Livre) and Copel Serviços S.A. (Copel Serviços and, along with Copel GeT, Copel DIS e Copel Mercado Livre, Wholly-Owned Subsidiaries), observing the provisions of the Corporate Bylaws, current legislation and good corporate governance practices.

CHAPTER II – COMPOSITION, ASSESSMENT AND COMPENSATION

Article 2 The Board of Directors of Copel Holding is a statutory body for strategic and collegiate deliberation, composed of a minimum of 07 (seven) and a maximum of 09 (nine) members, elected and dismissible by Copel's General Meeting, with a unified term of office of 02 (two) years, re-election permitted, in accordance with Federal Law No. 6,404/1976 and other applicable regulations.

§ 1 Except as provided for in Article 20 of the Company's Bylaws, the Board of Directors shall establish the rules for the election of members of said body, and the system defined for the election must be disclosed when the General Meeting that will deliberate on the matter is convened:

- I** In the election referred to in this §1, candidates or slates may compete, as the case may be, in accordance with what is established by the Board of Directors under the terms of the referred paragraph:
 - a)** nominated by the Board of Directors; or
 - b)** nominated in the manner provided for in Items II and V of this §1.
- II** Shareholders or groups of shareholders who wish to propose another slate or candidate, as the case may be, to run for positions on the Board of Directors, must, jointly with the proposal to be submitted in accordance with current regulations, send, to the Board of Directors, statements individually signed by the candidates nominated by them

or a statement from the shareholders who nominated them, that they have obtained from the candidates a statement declaring that they are able to sign all documents, without restrictions, containing the information mentioned in item III below, and the disclosure must comply with the terms of the current regulations, with investiture, if elected, subject to compliance with the requirements set forth in the Term of Office, the Rules of Procedure of the Board of Directors and other internal regulations of the Company.

III If the election of the Board of Directors is carried out using the slate system:

- a)** the same person may be a member of two or more slates, including the one nominated by the Board of Directors; and
- b)** each shareholder may only vote for one slate and the votes shall be counted in accordance with the limitations set forth in Art. 6th of the Company's Bylaws, with the candidates on the slate that receive the highest number of votes at the General Meeting being declared elected.

§ 2 Due to incompatibility, investiture for the Board of Directors is prohibited:

- a)** for representatives of the regulatory authority to which the Company is subject, Ministers of State, Secretaries of State, Municipal Secretaries, holders of positions without a permanent ties to the public service, of a special nature or of senior management and advisory positions in public administration, statutory leaders of a political party and holders of mandates in the Legislative Power of any entity of the federation, even if they are on leave from office; and
- b)** for any person who, in the last 36 (thirty-six) months, has acted as a participant in the decision-making structure of a political party or in a position in a trade union organization.

§ 3 Copel's directors will be invested in their positions upon signing: (a) the Term of Office in the minutes book of the Board of Directors, subject to arbitration clause; (b) the Terms of Adhesion to the Security Trading and Material Act or Fact Information Disclosure Policy and the Related Party Transactions Policy and (c) the Term of Acknowledgment and Commitment to the Company's Code of Conduct.

§ 4 The taking of office by members of the Board of Directors shall comply with the conditions established in Federal Law No. 6,404/1976 and other applicable legal provisions.

§ 5 The taking of office by a director residing or domiciled abroad is conditional upon the appointment of a representative residing in Brazil, with powers for at least 03 (three) years after the end of the administrator's term of office, to: (i) receive summons in lawsuits filed against him/her based on corporate law; and (ii) summonses and subpoenas in administrative proceedings instituted by the Brazilian Securities and Exchange Commission ("CVM").

Article 3 At least the majority of the members of the Board of Directors shall be independent directors, as defined in the Rules of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão (“Rules of the Novo Mercado”) and other applicable regulations.

§ 1 When, as a result of the calculation of independent members referred to in the item above, the result generates a fractional number, the Company shall round up to the next whole number.

§ 2 The Board of Directors shall include in the management proposal for the General Meeting for the election of members of the Board of Directors: (i) each candidate's adherence to the Appointment Policy; and (ii) the reasons for which the candidates qualify, as applicable, as independent directors, in accordance with the provisions of the Rules of the Novo Mercado and applicable regulations.

§ 3 Directors who declare themselves independent must meet the independence requirements set forth in the Rules of the Novo Mercado, in applicable Brazilian and foreign laws and regulations, as defined in the Company's Appointment Policy.

Article 4 The Boards of Directors of Copel's Wholly-Owned Subsidiaries will be composed of members elected and dismissible by the General Meetings, with a unified term of office of 02 (two) years, re-election permitted, in accordance with Federal Law No. 6,404/1976.

§ 1 Wholly-Owned Subsidiaries that are not registered with the CVM shall have at least 03 (three) members on the Board of Directors.

§ 2 Wholly-Owned Subsidiaries registered with the CVM shall have at least 04 (four) members on the Board of Directors.

§ 3 In Wholly-Owned Subsidiaries in which the Board of Directors is composed of at least 04 (four) members, the composition shall include:

- I Copel Holding's CEO;
- II 01 (one) member of Copel Holding's Statutory Audit Committee;
- III the General Director of the corresponding Wholly-Owned Subsidiary; and
- IV 01 (one) member of Copel Holding's Executive Board.

§ 4 In Wholly-Owned Subsidiaries that are not registered with the CVM (privately held companies), in which the Board of Directors is composed of at least 03 (three) members, its composition shall include:

- I the General Director of the Wholly-Owned Subsidiary; and
- II at least 01 (one) member of Copel Holding's Executive Board;

Article 5 The term of office of the directors shall be counted from the date of their election at the General Meeting, and shall be valid until the next General Meeting held for the purpose of electing the members of the Board of Directors. In the event of reappointment, the term of the new mandate shall be counted from the date of the end of the previous mandate.

Article 6 In the event of resignation, death or impediment of a director, the remaining members shall appoint, within a maximum of 30 (thirty) days of the vacancy occurring, a replacement for the vacant member until the first General Meeting, in accordance with Brazilian Federal Law No. 6,404 /1976.

§ 1 In the event of all positions on the Board of Directors becoming vacant, the Executive Board shall be responsible for convening the General Meeting.

§ 2 In the event of a vacancy on the Board of Directors filled by multiple voting, the General Meeting shall be convened to elect all positions filled by this system to complete the terms of office.

§ 3 The specific rules of each Wholly-Owned Subsidiary, described in its Corporate Bylaws, must be observed in the event of a vacancy on the board.

Article 7 Directors must participate in specific training on topics related to Copel's activities, as defined in development plans or by the responsible areas.

Article 8 The compensation of the members of the Board of Directors shall be established annually by the Ordinary General Meeting and shall comply with the provisions of the Company's Compensation Policy.

§ 1 The members of Copel's Board of Directors will be entitled to receive fixed monthly fees, not linked to any indicator.

§ 2 In months of nomination or dismissal of Copel's Board of Directors members, fees shall be calculated proportionally to the days of their term of office.

§ 3 Independent directors may not receive any other compensation from Copel beyond that related to their position as director or member of an advisory committee, with cash payments arising from participation in the capital being excluded from this restriction.

§ 4 Copel's Board of Directors members shall be reimbursed by the Company, in accordance with its internal regulations, for travel, food and accommodation expenses required for the performance of their duties.

§ 5 The directors of the Wholly-Owned Subsidiaries, who are concurrently members of Copel Holding's Board of Directors or Executive Board, shall not receive additional compensation.

CHAPTER III - COMPETENCES AND ASSIGNMENTS

Article 9 In addition to the assignments established in the Bylaws, the members of the Boards of Directors of Copel Holding and its Wholly-Owned Subsidiaries are competent to, as applicable:

I elect, from among its members, the Chairman of the Board of Directors at the first meeting after the directors take office or at the first meeting following the occurrence of a vacancy in the position;

II elect the coordinators and members of the advisory committees of the Board of Directors, in accordance with the Company's Bylaws;

- III** establish, in accordance with the Company's Bylaws, the functions of the President, the Vice Presidents and the Executive Officers;
- IV** resolve issues not covered by the Bylaws, applying, subsidiarily, Federal Law No. 6,404/76.
- V** define a minimum timeframe for long-term guidelines and strategies for the preparation of the strategic planning, and annually approving the goals and results of the execution of the strategic planning and the Business Plan;
- VI** analyze the annual performance assessment process of the Board of Directors, the Statutory Committees, the President, the Vice-Presidents and other executive officers, conducted annually in accordance with the pertinent internal regulations, regarding the activities carried out each year, in compliance with legal, statutory and regimental rules, with emphasis on the duties of administrators and other aspects deemed relevant;
- VII** conduct annual individual and collective performance assessment of the directors, the members of the statutory committees, the President, the Vice-Presidents and other executive officers, in addition to self-assessments of the performance of the statutory committees, the Executive Board and the Board of Directors as a body, in relation to the activities carried out in the previous year, within regulatory, statutory and regimental rules, with emphasis on the duties of the administrators, and other aspects deemed relevant to improve their functions, with specific methodology and application by an independent institution with the support of the People Committee;
- VIII** conduct annual performance assessment of the Corporate Governance Secretary, in accordance with the specific internal policy;
- IX** discuss, when proposed by the Executive Board, the approval of the master plan and the people administration model related to compensation, benefits plan, including the general conditions of collective bargaining and the Profit and Results Sharing Program, meritocracy, performance, organizational culture, organizational climate, equity, development and succession;
- X** approve and monitor the succession plan for the members of the Executive Board, especially for the position of the CEO, aiming at continuity in the Company's management and mitigating the risks of an unplanned succession;
- XI** approve and monitor the Company's general policies and their respective amendments, except for adjustments to acronyms or similar that do not alter the meaning or understanding of part or all of the amended policy;
- XII** delegate, according to its needs, the approval of legal transactions under its competence to the extent of the approval limits defined, respecting the private competence provided for by law and in the Company's Bylaws;
- XIII** discuss the annual work plan of the Statutory Audit Committee;
- XIV** upon proposal of the Executive Board, authorize the conclusion of any legal transactions, including the acquisition, disposal or encumbrance of assets, constitution of real liens and the provision of guarantees, the assumption of obligations in general, loan assignment of permanent assets, renunciation,

transaction and association with other legal persons when the amount involved exceeds 2% (two percent) of the Company's Net Equity;

- XV** approve the modification of the Company's full address, within the municipality of its headquarters, as defined in Art. 3 of Copel Holding's Bylaws;
- XVI** approve the creation of committees with restricted and specific objectives for advising the Board of Directors itself or to the Company's Management, establishing their duration, nominating their respective members, compensation and assignments, through their respective Rules of Procedure;
- XVII** establish the rules regarding the election of the members of the Company's Board of Directors, pursuant to §1st of Art. 2 of these Rules of Procedure and subject to the provisions of Art. 20 of Copel's Bylaws; and
- XVIII** express opinions on the compliance with the independence criteria of the applicable regulations, regarding each candidate for a position as a member of the Board of Directors, nominated in the management proposal for the General Meeting that will address the election of Directors.

Sole Paragraph. Specific assignments of the board members of Wholly-Owned Subsidiaries will be described in the respective Bylaws.

Article 10 The Chairmen of the Boards of Directors of Copel Holding and its Wholly-Owned Subsidiaries are responsible for:

- I** deciding matters of order of the Board of Directors;
- II** granting leave to the members of the Board of Directors;
- III** presiding over meetings and direct the work of the Board of Directors;
- IV** convening for attendance at meetings, through the Corporate Governance Secretary, people who can contribute to the clarification of matters to be considered, including Supervisory Board members;
- V** authorizing the discussion and decision of matters not included in the agenda of the meeting;
- VI** requesting the issuance of opinions by specialized consultants or consulting firms, when dealing with complex or controversial matters, after the body's decision;
- VII** receiving analyses, opinions and reports prepared within the scope of the Statutory Audit Committee or other statutory committees;
- VIII** formally receiving requests for documents and information from other directors, evaluating these requests, forwarding them to Copel Holdings CEO or the General Director of the Wholly-Owned Subsidiary and, after receiving a response, if necessary, informing all members of the body, as established in Art. 21 of these Rules of Procedure; and
- IX** chairing and convening the General Meeting, always seeking to encourage the attendance of the largest number of shareholders by choosing the most appropriate location, date and time.

CHAPTER IV – OPERATION, MEETINGS AND MINUTES

Art. 11 Copel Holding's Board of Directors holds its meetings ordinarily at least 09 (nine) times a year and, extraordinarily, whenever necessary.

Sole Paragraph. The Boards of Directors of Wholly-Owned Subsidiaries shall hold their meetings, ordinary and extraordinary, in accordance with their respective Bylaws, subject to the call by their Chairman.

Article 12 The meetings of the Boards of Directors shall be convened by its Chairman of the Board through the Corporate Governance Secretary, or by the majority of the directors in office, by sending correspondence by physical or electronic means to all directors, indicating the matters to be addressed.

§ 1 Notices sent to the physical or electronic addresses of the board member shall be considered valid, and they shall be responsible for updating their registration with Copel.

§ 2 Ordinary meetings shall be convened at least 07 (seven) days prior to the date of the meeting, along with the documents related to the meeting's agenda.

§ 3 The procedures for convening a meeting are waived when all the directors in office are present at the meeting.

§ 4 Urgent matters, as long as they are formally justified to the members of the Board of Directors, may be raised on an exceptional basis, with meetings being convened at least 48 (forty-eight) hours prior to the meeting, by sending physical or electronic correspondence, as well as other means of communication to all of directors, with participation permitted by audio conference, video conference, or other suitable means of expressing the will of the absent director, whose vote shall be considered valid for all purposes, without prejudice to the subsequent drafting and signing of the respective minutes.

§ 3 Matters referred by the Executive Board, when dealing with the issuance of Resolutions or other normative acts, shall be accompanied by the respective drafts and all relevant documentation on the subject.

§ 4 Additional clarifications on the matters under deliberation at the meetings may be requested by any of the directors, to the Chairman of the Board, within 05 (five) days after receiving the call for the respective meeting, with Copel or the Wholly-Owned Subsidiary having 02 (two) days to provide them or send additional documents.

Article 13 If necessary, directors may participate in the meeting remotely, by audio conference or video conference, provided that this ensures their effective participation and the authenticity of their vote. In this case, the director will be considered present at the meeting, and their vote will be considered valid for all legal purposes and will be included in the minutes of the meeting.

Article 14 The meetings may be installed when the majority of the directors are present.

§ 1 The resolutions of the Boards of Directors shall be taken by a simple majority of votes of those present at the meeting. In the event of a tie, the proposal that has the vote of the director chairing the meeting shall prevail.

- § 2 The Chairman of the Board may adjourn the meeting for the period necessary for all directors to have access to information and documents relating to the matters on the agenda.

Article 15 The minutes of the meetings shall be drawn up in a proper book, differentiated into ordinary and extraordinary, and must include the date of the meeting and the signatures of the members present at the meeting.

- § 1 The minutes of the Boards of Directors that contain matters subject to mandatory publication, pursuant to Federal Law No. 6,404/76, shall be filed with the pertinent Commercial Board of the respective state, with the CVM and Securities and Exchange Commission – SEC (when applicable), and published in a widely circulated newspaper, as established by current legislation, and made available on the Company's website, except for matters of a confidential nature, which shall not be disclosed.
- § 2 The publication and disclosure of minutes and other documents drawn up as a result of Board of Directors meetings shall follow the rules and procedures for classification of confidentiality established in Copel's internal regulations and in accordance with current legislation.
- § 3 Presentations and other documents utilized at the Board of Directors meetings shall be signed by the person who prepared them and shall remain filed at the Corporate Governance Secretary, in accordance with the Company's current procedures.
- § 4 Resolutions on the matters discussed at the Board of Directors meetings will be extracted from these minutes and forwarded to those responsible for implementing the measures.

Article 16 People who can help clarify the matters being assessed may be invited to attend the meetings.

- § 1 At least one member of the Supervisory Board, if installed, will attend the meetings of the Board of Directors when matters within the competence of that body are being discussed.
- § 2 The permanence of guests, as provided for in the *caput* of this article, is restricted to the time necessary for the analysis of the specific matter.

Article 17 The Corporate Governance Secretary shall be responsible for secretarial services at the meetings of the Board of Directors of Copel Holding and its Wholly-Owned Subsidiaries, and for drafting the minutes and Resolutions, and shall keep such documents under its custody.

Sole Paragraph. The Corporate Governance Secretary shall monitor pending deliberations carried out by the Boards of Directors, ensuring that such matters are returned to the agenda for consideration by the body.

Article 18 If a conflict of interest or particular interest is identified on the part of any director in relation to a particular matter to be decided, it is the duty of the director himself/herself to disclose it in a timely manner.

- § 1 If the director does not declare himself/herself does, any of those present at the meeting who are aware of the fact must inform the Board of Directors.

- § 2 When a conflict of interest or private interest is identified, the director involved must withdraw from discussions and deliberations, and may, by decision of the other members, temporarily withdraw from the meeting until the subject is closed by the body.

Article 19 After the approval and signature of the minutes, the Resolutions shall be forward by specific electronic means to the Presidency, Vice-Presidencies and Executive Boards involved, by the Corporate Governance Secretary.

CHAPTER V - GENERAL PROVISIONS

Article 20 The provisions of these Rules of Procedure shall apply to the Boards of Directors of Copel Holding and its Wholly-Owned Subsidiaries, as appropriate.

Article 21 Members of the Board of Directors shall be subject to a background check, in accordance with current legislation, in particular the requirements and impediments established in Federal Law No. 6,404/76, applicable regulations, as well as the Company's internal policy.

- § 1 Directors must annually update the registration form, in accordance with the Company's Appointment Policy.

- § 2 If directors are faced with questions regarding a possible new relationship that could constitute a potential conflict of interest, they should consult the Company.

- § 3 If the directors undergo any changes to the items on the registration form referring to the items mentioned in the §1 of this article, they must timely notify the Company.

Article 22 Members of the Board of Directors shall have access to all documents and information they deem necessary for the performance of their functions.

Sole Paragraph. Requests for the documents and information referred to in the *caput* of this article must be made formally to the Chairman of the Board of Directors, who shall evaluate the request, forward it to the CEO or the General Director of the Wholly-Owned Subsidiary and, after receiving a response, shall, if necessary, inform all members of the Board of Directors.

Article 23 Cases not covered herein shall be resolved by Copel Holding's Board of Directors of Copel Holding, in accordance with its competence.

Article 24 These Rules of Procedure shall come into force on the date of its approval by Copel Holding's Board of Directors, subject to approval, by B3, of the Company's Migration to the Novo Mercado, revoking any provisions to the contrary.