

BRASKEM SA  
Form 20-F/A  
October 03, 2017  
Table of Contents

As filed with the Securities and Exchange Commission on October 2, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 20-F/A**  
**(Amendment No. 2)**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number: 001-14862**

**BRASKEM S.A.**

**(Exact Name of Registrant as Specified in its Charter)**

<b>N/A</b> <b>(Translation of Registrant's Name into English)</b>	<b>The Federative Republic of Brazil</b> <b>(Jurisdiction of Incorporation or Organization)</b>
	<b>Rua Lemos Monteiro, 120 24° andar</b>

**Butantã São Paulo SP, CEP 05501-050, Brazil**

**(Address of Principal Executive Offices)**

**Pedro van Langendonck Teixeira de Freitas**

**Braskem S.A.**

**Rua Lemos Monteiro, 120 24° andar**

**Butantã São Paulo SP, CEP 05501-050, Brazil**

**Telephone: + (55 11) 3576-9000**

**Fax: + (55 11) 3576-9532**

**(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)**

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on which Registered</b>
<b>Preferred Shares, Class A, without par value per share, each represented by American Depositary Receipts</b>	<b>New York Stock Exchange</b>
<b>Securities registered or to be registered pursuant to Section 12(g) of the Act: None</b>	

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**TITLE OF EACH CLASS:**

**6.450% Notes due 2024, issued by Braskem Finance Limited**

**The total number of issued shares of each class of stock of Braskem S.A. as of December 31, 2015 was:**

**451,688,652 Common Shares, without par value**

**345,002,978 Preferred Shares, Class A, without par value**

**593,618 Preferred Shares, Class B, without par value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company  
If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. The term new or revised financial accounting standard refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

Standards as issued by the

Financial Reporting

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.     Item 17     Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).     Yes     No

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**Table of Contents**

**EXPLANATORY NOTE**

This Amendment No. 2 on Form 20-F/A, or Amendment No. 2, is being filed solely to amend the Annual Report on Form 20-F for the year ended December 31, 2015, as filed by Braskem S.A., or the Company, with the U.S. Securities and Exchange Commission on May 5, 2016, or the Original Form 20-F, as amended on May 9, 2016 by Amendment No. 1, or Amendment No. 1, to reflect: (1) the restatement of expenses in our income statement of certain payments previously improperly classified as expenses during the fiscal years ended December 31, 2014, 2013, 2012 and 2011, (2) the restatement of tax provisions for the correction of errors in the calculation of taxes payable in the fiscal years ended December 31, 2015, 2014, 2013, 2012 and 2011, (3) the identification of material weaknesses in internal controls; and (4) a global settlement with governmental authorities in several jurisdictions related to allegations of improper payments in the context of the so-called Operation Car Wash (*Operação Lava Jato*). The restatements, identification of material weaknesses and the global settlement arose from an independent internal investigation that was conducted by law firms with extensive experience in similar cases in the United States and Brazil, each an Expert Firm and, collectively, the Expert Firms, into these allegations in the context of the so-called Operation Car Wash, or the Investigation.

This Amendment No. 2 amends the Company's Annual Report on Form 20-F to reflect the following changes:

the inclusion of restated financial statements of Braskem S.A. as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013, which have been restated to reflect the reclassification as other income (expenses) of certain payments previously improperly classified as expenses and to correct errors in the calculation of taxes payable;

the inclusion of a reissued Report of Independent Registered Public Accounting Firm of PricewaterhouseCoopers Auditores Independentes with respect to the restated financial statements of Braskem S.A. as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013;

the inclusion of a reissued Management's Report on Internal Control over Financial Reporting to report the material weakness and the change in conclusion;

the inclusion of a reissued Attestation Report of the Registered Public Accounting Firm of PricewaterhouseCoopers Auditores Independentes modified to report the material weakness;

the amendment and replacement in their entirety of Item 3, 4, 5, 6, 8 and 15.

**(1) Restatement of Expenses in Income Statement**

During the Investigation, the Expert Firms identified payments for services to third parties without corresponding evidence of the services being rendered (the Improper Commission Payments). The Company reclassified the Improper Commission Payments from Selling and Distribution expenses as originally reported to Other Income (Expenses) in its income statements and the Company's financial statements have been restated to reflect this reclassification. The Company also restated the disclosure in Item 3 Key Information and Item 5 Operating and

Financial Review and Prospects to reflect the restated figures in the Company's restated financial statements and to adjust certain explanations related thereto.

**(2) Restatement of Taxes Provisions**

As part of the Company's review of the manner in which the Company recorded the Improper Commission Payments, the Company determined that the Improper Payments were not deductible for tax purposes and, as a result, concluded that it had made material errors in its calculation of its taxes provisions in prior periods as described in more detail in note 2.1 to the restated financial statements. The Company also restated the disclosure in Item 3 Key Information and Item 5 Operating and Financial Review and Prospects to reflect the restated figures in the Company's restated financial statements and to adjust certain explanations related thereto.

**Table of Contents**

**(3) Material Weaknesses in Internal Controls**

We also identified material weaknesses in its internal controls and procedures and also implemented a series of actions to remediate the material weaknesses associated with the Improper Commission Payments, as described in more detail in Item 15 Controls and Procedures.

**(4) Global Settlement**

In December 2016, we entered into a global settlement with Brazil's Federal Prosecutor's Office (*Ministério Público Federal*), or the MPF, the U.S. Department of Justice, or the DoJ, the U.S. Securities and Exchange Commission, or the SEC, and Switzerland's Office of the Attorney General, or the OAG, with regard to certain matters under within the scope of the Investigation, or the Global Settlement.

On December 14, 2016, we entered into a leniency agreement with the MPF, or the Leniency Agreement. On December 21, 2016, we filed the plea agreement in the United States District Court for the Eastern District of New York under which we agreed to plead guilty to a one-count criminal information charging our company with conspiracy to violate the anti-bribery provisions of the U.S. Foreign Corrupt Practices Act, or the FCPA. On the same date, we consented to the entry of a final judgment in a civil action brought by the SEC alleging civil violations of the anti-bribery, books and records and internal accounting controls provisions of the FCPA. In addition, on December 21, 2016, the OAG closed its investigation of these matters. Under the Global Settlement, we agreed to pay to the governmental authorities in these jurisdictions an aggregate amount of approximately US\$957 million (equivalent to approximately R\$3.1 billion based on the fixed exchange rate of R\$3.27 to US\$1.00). The Global Settlement was definitively ratified as follows:

In Brazil, the Leniency Agreement was ratified by the 5th Coordination and Review Chamber of the MPF on December 15, 2016 and on June 6, 2017 by the 13th Federal Court of Curitiba.

In the United States, the competent courts confirmed the resolution with the DoJ on January 26, 2017 and the resolution with the SEC on February 28, 2017.

In Switzerland, the agreement with the OAG did not require ratification to produce effect. Of the total fine established in the Global Settlement, we have already paid approximately R\$1.3 billion in the following manner:

US\$94.9 million (R\$296.6 million) to the DoJ on February 8, 2017;

US\$65.0 million (R\$206.5 million) to the SEC on April 27, 2017;

CHF30.2 million (R\$104.4 million) to the OAG on June 27, 2017;

R\$736.5 million to the MPF on July 6, 2017.

The outstanding amount of approximately R\$1.8 billion will be paid in the following manner:

CHF64.3 million to the OAG in four equal annual and successive installments of CHF16.1 million due on June 30 of each year commencing in 2018; and

R\$1.6 billion to the MPF in six annual installments adjusted for inflation by the variation in the IPCA inflation index due on January 30 of each year commencing in 2018. To guarantee payment of future installments, Braskem has provided a guaranty in the form of fixed assets in an amount equal to one annual installment

Additional details regarding the Global Settlement are set forth in note 34.d (events after the reporting period) to the restated financial statements.



**Table of Contents**

Other than as set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any other item of the Annual Report as originally filed with the SEC, as amended by Amendment No. 1.

**TABLE OF CONTENTS**

	<b>Page</b>
<b><u>PRESENTATION OF FINANCIAL AND OTHER INFORMATION</u></b>	iv
<b><u>CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS</u></b>	vi
<b><u>PART I</u></b>	1
Item 1. <u>Identity of Directors, Senior Management and Advisors</u>	1
Item 2. <u>Offer Statistics and Expected Timetable</u>	1
Item 3. <u>Key Information</u>	1
Item 4. <u>Information on the Company</u>	26
Item 4A. <u>Unresolved Staff Comments</u>	58
Item 5. <u>Operating and Financial Review and Prospects</u>	59
Item 6. <u>Directors, Senior Management and Employees</u>	104
Item 7. <u>Major Shareholders and Related Party Transactions</u>	120
Item 8. <u>Financial Information</u>	126
Item 9. <u>The Offer and Listing</u>	134
Item 10. <u>Additional Information</u>	137
Item 11. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	152
Item 12. <u>Description of Securities Other than Equity Securities</u>	156
<b><u>PART II</u></b>	157
Item 13. <u>Defaults, Dividend Arrearages and Delinquencies</u>	157
Item 14. <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	157
Item 15. <u>Controls and Procedures</u>	157
Item 16A. <u>Audit Committee Financial Expert</u>	160
Item 16B. <u>Code of Ethics</u>	160
Item 16C. <u>Principal Accountant Fees and Services</u>	160
Item 16D. <u>Exemptions From the Listing Standards for Audit Committees</u>	161
Item 16E. <u>Purchases of Equity Securities by the Issuer and Affiliated Purchases</u>	161
Item 16F. <u>Change in Registrant's Certifying Accountant</u>	161
Item 16G. <u>Corporate Governance</u>	162
Item 16H. <u>Mine Safety Disclosure</u>	164
<b><u>PART III</u></b>	164
Item 17. <u>Financial Statements</u>	164
Item 18. <u>Financial Statements</u>	164
Item 19. <u>Exhibits</u>	164

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**Table of Contents**

**PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

All references herein to the *real*, *reais* or R\$ are to the Brazilian *real*, the official currency of Brazil. All references to U.S. dollars, dollars or US\$ are to U.S. dollars, the official currency of the United States. All references to CHF are Swiss francs, the official currency of Switzerland.

All references herein (1) to we, us our company or the Company are references to Braskem S.A., its consolidated subsidiaries and jointly controlled entities, and (2) to Braskem are references solely to Braskem S.A. All references herein to Braskem Europe mean Braskem Europe GmbH and its consolidated subsidiaries, including Braskem America, Inc., or Braskem America.

On May 4, 2016, the exchange rate for *reais* into U.S. dollars was R\$3.555 to US\$1.00, based on the selling rate as reported by the Central Bank of Brazil (*Banco Central do Brasil*), or the Central Bank. The selling rate was R\$3.9048 to US\$1.00 on December 31, 2015, R\$2.6562 to US\$1.00 on December 31, 2014 and R\$2.3426 to US\$1.00 on December 31, 2013, in each case, as reported by the Central Bank. The *real*/U.S. dollar exchange rate fluctuates widely, and the selling rate on May 4, 2016 may not be indicative of future exchange rates. See Item 3. Key Information Exchange Rates for information regarding exchange rates for the *real* since January 1, 2011.

Solely for the convenience of the reader, we have translated some amounts included in Item 3. Key Information Selected Financial and Other Information and elsewhere in this annual report from *reais* into U.S. dollars using the selling rate as reported by the Central Bank as of December 31, 2015 of R\$3.9048 to US\$1.00. These translations should not be considered representations that any such amounts have been, could have been or could be converted into U.S. dollars at that or at any other exchange rate. Such translations should not be construed as representations that the *real* amounts represent or have been or could be converted into U.S. dollars as of that or any other date.

**Financial Statements**

We maintain our books and records in *reais*. Our consolidated financial statements as of December 31, 2015 and 2014 and for the three years ended December 31, 2015 have been audited, as stated in the report appearing herein, and are included in this annual report.

We have prepared our consolidated financial statements included in this annual report in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, or IFRS.

**Market Share and Other Information**

We make statements in this annual report about our market share in the petrochemical industry in Brazil and our production capacity relative to that of other petrochemical producers in Brazil, Latin America, the United States and the world. We have made these statements on the basis of information obtained from third-party sources that we believe are reliable. We have calculated our Brazilian market share with respect to specific products by dividing our domestic net sales volumes of these products by the total Brazilian domestic consumption of these products as estimated by the Brazilian Chemical Industry Association (*Associação Brasileira da Indústria Química*), or ABIQUIM. We derive information regarding the production capacity of other companies in the Brazilian petrochemical industry and the estimated total Brazilian domestic consumption of petrochemical products principally from reports published by ABIQUIM. We derive information regarding the production capacity of other companies in the global petrochemical industry, the United States petrochemical industry and the Latin American petrochemical industry, international market prices for petrochemicals products and per capita consumption in certain geographic

regions, principally from reports published by IHS, Inc., or IHS. We derive information regarding the size of the chemical distribution industry and our market share in this industry principally from reports published by the Brazilian Chemical and Petrochemical Distributors Association (*Associação Brasileira dos Distribuidores de Produtos Químicos e Petroquímicos*). We derive information relating to Brazilian imports and exports from the System for Analyzing International Trade (*Sistema de Análise das Informações de Comércio Exterior*), or ALICE-Web, produced by the Brazilian Secretary of International Trade (*Secretaria de Comércio Exterior*) and the Brazilian Secretary of Development, Industry and Trade (*Ministério do Desenvolvimento, Indústria e Comércio Exterior*). We also include information and statistics regarding economic growth in emerging economies obtained from the International Monetary Fund and statistics regarding gross domestic product, or GDP, growth in Brazil obtained from the Brazilian Institute of Geography and Statistics (*Instituto Brasileiro de Geografia e Estatística*), or the IBGE.

## **Table of Contents**

We have no reason to believe that any of this information is inaccurate in any material respect. However, we have not independently verified the production capacity, market share, market size or similar data provided by third parties or derived from industry or general publications.

We provide information regarding domestic apparent consumption of some of our products, based on information available from the Brazilian government, Institute of Applied Economic Research (*Instituto de Pesquisa Econômica Aplicada*), or IPEA, and ABIQUIM. Domestic apparent consumption is equal to domestic production plus imports minus exports. Domestic apparent consumption for any period may differ from actual consumption because this measure does not give effect to variations of inventory levels in the petrochemical supply chain.

## **Production Capacity and Sales Volume**

As used in this annual report:

production capacity means the annual nominal capacity for a particular facility, calculated based upon operations for 24 hours each day of a year and deducting scheduled downtime for regular maintenance; and

ton means a metric ton, which is equal to 1,000 kilograms or 2,204.62 pounds.

## **Rounding**

We have made rounding adjustments to some of the amounts included in this annual report. As a result, numerical figures shown as totals in some tables may not be arithmetic aggregations of the amounts that precede them.

**Table of Contents**

**CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS**

This annual report contains forward-looking statements. Some of the matters discussed concerning our business operations and financial performance include forward-looking statements within the meaning of the U.S. Securities Act of 1933, as amended, or the Securities Act, or the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act.

Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as expects, anticipates, intends, plans, believes, estimates and similar expressions are forward-looking statements. Although we believe that these forward-looking statements are based upon reasonable assumptions, these statements are subject to several risks and uncertainties and are made in light of information currently available to us.

Our forward-looking statements may be influenced by numerous factors, including the following:

general economic, political and business conditions in the markets in which we operate, including demand and prices for petrochemical products;

interest rate fluctuations, inflation and exchange rate movements of the *real* in relation to the U.S. dollar;

the cyclical nature of the global petrochemical industry;

competition in global petrochemical industry;

prices of naphtha, ethane, propane, propylene and other raw materials;

international prices of petrochemical products;

actions taken by our major shareholders;

our ability to implement our financing strategy and to obtain financing on satisfactory terms;

our progress in integrating the operations of companies or assets that we may acquire in the future, so as to achieve the anticipated benefits of these acquisitions;

changes in laws and regulations, including, among others, laws and regulations affecting tax and environmental matters and import tariffs in other markets in which we operate or to which we export our products;

future changes in Brazilian policy and related actions undertaken by the Brazilian government;

a deterioration in the world economy that could negatively impact demand for petrochemicals;

decisions rendered in major pending or future tax, labor and other legal proceedings; and

other factors identified or discussed under Item 3. Key Information Risk Factors.

Our forward-looking statements are not guarantees of future performance, and our actual results or other developments may differ materially from the expectations expressed in the forward-looking statements. As for forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainty of estimates, forecasts and projections. Because of these uncertainties, potential investors should not rely on these forward-looking statements.

Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

**Table of Contents**

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**Selected Financial and Other Information**

The following selected information should be read in conjunction with Presentation of Financial and Other Information, Item 5. Operating and Financial Review and Prospects and our audited consolidated financial statements and the related notes thereto, which are included in this annual report.

The selected financial data as of December 31, 2015 and 2014 and for the three years ended December 31, 2015 have been derived from our audited consolidated financial statements, prepared in accordance with IFRS, and included in this annual report.

Our audited consolidated financial statements as of December 31, 2015 and 2014 and for the three years ended December 31, 2015 have been adjusted for the effects of the restatement more fully described in the Explanatory Note of this annual report and in note 2.4 to our audited consolidated financial statements.

As a result of the Investigation described in the Explanatory Note on this annual report, we identified several errors in our previously issued financial statements as of December 31, 2015 and 2014 and for the three years ended December 31, 2015, which have been restated.

The selected financial data as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2012 and 2011 have been derived from Braskem's accounting records and reflect the restatement of improperly classified expenses from selling and distribution expense to other expense and to correct errors in the calculation of taxes payables.

We have included information with respect to the dividends and/or interest attributable to shareholders' equity paid to holders of our common shares and preferred shares since January 1, 2011 in *reais* and in U.S. dollars translated from *reais* at the commercial market selling rate in effect as of the payment date under the caption Item 8. Financial Information Dividends and Dividend Policy Payment of Dividends. We prepare individual financial statements in accordance with Brazilian GAAP for certain purposes, including for the calculation of dividends.

**Table of Contents**

	For the Year Ended December 31,					
	2015(1) (in millions of US\$ (1),  except per  share data and  as indicated)	2015 Restated	2014 Restated	2013 Restated	2012 Restated	2011 Restated
		(in millions of <i>reais</i> , except per share data and as indicated)				
<b>Statement of Operations Data:</b>						
Net sales revenue	US\$ 12,180.5	R\$ 47,562.4	R\$ 45,757.0	R\$ 40,928.9	R\$ 36,160.3	R\$ 33,086.5
Cost of products sold	(9,536.6)	(37,238.4)	(39,831.0)	(35,794.7)	(32,709.1)	(29,265.0)
Gross profit	2,643.9	10,324.0	5,926.0	5,134.2	3,451.2	3,821.5
Income (expenses):						
Selling and Distribution	(287.3)	(1,122.0)	(1,083.5)	(945.2)	(932.8)	(753.3)
General and administrative	(343.1)	(1,339.8)	(1,254.7)	(1,078.7)	(1,071.0)	(1,008.1)
Research and development	(43.4)	(169.6)	(128.1)	(115.7)	(106.2)	(99.1)
Results from equity investments	0.6	2.2	3.9	(3.2)	(25.8)	(1.0)
Results from business combinations						30.0
Other operating income (expenses), net	(193.7)	(756.2)	14.0	(327.4)	239.8	(78.0)
Operating profit	1,776.9	6,938.5	3,477.6	2,664.0	1,555.2	1,912.0
Financial results:						
Financial expenses	(1,077.3)	(4,206.5)	(2,767.8)	(2,540.0)	(3,936.2)	(3,563.6)
Financial income	435.1	1,699.0	355.4	773.1	532.0	759.0
Profit (loss) before income tax and social contribution	1,134.8	4,431.0	1,065.2	897.1	(1,849.0)	(892.6)
Income tax and social contribution	(427.9)	(1,670.8)	(487.0)	(457.0)	783.1	359.5
	706.9	2,760.2	578.2	440.1	(1,065.9)	(533.1)



Profit (loss) from continuing operations												
Results from discontinued operations									281.5		27.6	
Profit (loss)	US\$	706.9	R\$	2,760.2	R\$	578.2	R\$	440.1	R\$	(784.4)	R\$	(505.5)
Profit (loss) attributable to shareholders of the company	US\$	768.7	R\$	3,001.7	R\$	716.0	R\$	442.7	R\$	(777.1)	R\$	(513.8)
Profit (loss) attributable to non-controlling interest		(61.8)		(241.5)		(137.8)		(2.7)		(7.2)		8.3
Earnings (loss) per share:												
Basic:												
Common shares		0.9663	R\$	3.7732	R\$	0.8996	R\$	0.5180	R\$	(1.3296)	R\$	(0.6782)
Preferred class A shares		0.9663		3.7731		0.8996		0.6062		(1.3296)		(0.6782)
Preferred class B shares		0.1553		0.6065		0.6062		0.6062				
ADS(2)		1.9326		7.5463		1.7992		1.2124		(2.6592)		(1.3564)
Diluted:												
Common shares		0.9663	R\$	3.7732	R\$	0.8996	R\$	0.5180	R\$	(1.3296)	R\$	(0.6782)
Preferred class A shares		0.9663		3.7731		0.8996		0.6062		(1.3296)		(0.6782)
Preferred class B shares		0.1553		0.6065		0.6062		0.6062				
ADS(2)		1.9326		7.5463		1.7992		1.2124		(2.6592)		(1.3564)

- (1) Translated for convenience only using the selling rate as reported by the Central Bank as of December 31, 2015 for *reais* into U.S. dollars of R\$3.9048=US\$1.00.
- (2) American depositary shares (ADS) are U.S. dollar-denominated equity shares of a foreign-based company on an American stock exchange. In our case, each ADS represents two class A preferred shares.

**Table of Contents**

	At and For the Year Ended December 31,					
	2015(1)	2015	2014	2013	2012	2011
	(in millions	Restated	Restated	Restated	Restated	Restated
	of					
	US\$ (1),					
	except as					
	indicated)	(in millions of reais, except as indicated)				
<b>Balance Sheet Data:</b>						
Cash and cash equivalents	US\$ 1,803.7	R\$ 7,043.3	R\$ 3,891.3	R\$ 4,289.7	R\$ 3,287.6	R\$ 2,986.8
Short-term trade accounts receivable	705.7	2,755.7	2,409.1	2,792.3	2,326.5	1,843.8
Inventories (including current and non-current assets)	1,599.0	6,243.7	5,688.3	5,172.4	4,102.1	3,623.5
Non-current assets held for sale				37.7	277.8	
Property, plant and equipment, net	8,732.9	34,100.3	29,071.0	25,409.2	21,176.8	20,622.7
Total assets	15,526.2	60,626.9	49,501.9	46,845.2	41,170.0	37,397.2
Short-term borrowings (including current portion of long-term borrowings)	504.5	1,970.0	1,419.5	1,249.6	1,836.0	1,391.8
Non-current liabilities held for sale					109.8	
Long-term borrowings	6,499.8	25,380.5	18,926.7	17,362.9	15,675.6	13,753.0
Long-term debentures						19.1
Share capital	2,059.8	8,043.2	8,043.2	8,043.2	8,043.2	8,043.2
Shareholders' equity (including non-controlling interest)	242.1	945.5	5,597.1	7,539.7	8,588.7	9,962.6
<b>Other Financial and Operating Information:</b>						
<b>Cash Flow Information:</b>						
Net cash provided by (used in):						
Operating activities	US\$ 2,017.5	R\$ 7,877.8	R\$ 3,813.0	R\$ 2,411.6	R\$ 2,571.8	R\$ 2,777.5
Investing activities	(1,055.2)	(4,120.3)	(5,054.1)	(4,954.2)	(2,834.3)	(2,866.5)
Financing activities	(25.0)	(97.5)	894.4	3,614.2	633.9	494.7
<b>Other Information:</b>						
Capital expenditures:						

Property, plant and equipment	1,051.0	4,103.9	5,378.8	5,656.4	2,792.9	2,252.5
Investments in other companies						619.2
<b>Domestic Sales</b>						
<b>Volume Data* (in thousands of tons) (2):</b>						
Ethylene		3,279.3	3,203.9	3,360.0	3,329.3	3,097.4
Propylene		1,188.9	1,068.5	1,187.7	1,170.4	1,123.1
Polyethylene		1,705.9	1,706.1	1,765.7	1,668.2	1,524.9
Polypropylene		1,126.9	1,204.0	1,268.9	1,233.3	1,149.8
Polyvinyl chloride (PVC)		606.3	659.6	636.5	560.9	484.0

- (1) Translated for convenience only using the selling rate as reported by the Central Bank as of December 31, 2015 for *reais* into U.S. dollars of R\$3.9048=US\$1.00.
- (2) Including intra-company sales within our company. Intra-company sales of ethylene totaled approximately 2,793,531 tons in 2015, 2,704,300 tons in 2014, 2,828,200 tons in 2013, 2,805,500 in 2012 and 2,606,100 in 2011. Intra-company sales of propylene totaled approximately 942,710 tons in 2015, 859,500 tons in 2014, 977,900 tons in 2013, 950,000 tons in 2012 and 905,400 tons in 2011.
- (\* ) Unaudited.

**Table of Contents****Exchange Rates**

The Brazilian foreign exchange system allows the purchase and sale of foreign currency and the international transfer of *reais* by any person or legal entity, regardless of the amount, subject to certain regulatory procedures.

Since 1999, the Central Bank has allowed the U.S. dollar-*real* exchange rate to float freely, and, since then, the U.S. dollar-*real* exchange rate has fluctuated considerably.

In the past, the Central Bank has intervened occasionally to control unstable movements in foreign exchange rates. We cannot predict whether the Central Bank or the Brazilian government will continue to permit the *real* to float freely or will intervene in the exchange rate market through the return of a currency band system or otherwise. The *real* may depreciate or appreciate against the U.S. dollar substantially. Furthermore, Brazilian law provides that, whenever there is a serious imbalance in Brazil's balance of payments or there are serious reasons to foresee a serious imbalance, temporary restrictions may be imposed on remittances of foreign capital abroad. We cannot assure you that such measures will not be taken by the Brazilian government in the future. See Risk Factors Risks Relating to Brazil Brazilian government exchange control policies could increase the cost of servicing our foreign currency-denominated debt, adversely affect our ability to make payments under our foreign currency-denominated debt obligations and impair our liquidity and Risk Factors Risks Relating to Our Class A Preferred Shares and the ADSs If holders of the ADSs exchange them for class A preferred shares, they may risk temporarily losing, or being limited in, the ability to remit foreign currency abroad and certain Brazilian tax advantages.

The following table shows the selling rate for U.S. dollars for the periods and dates indicated. The information in the Average column represents the average of the exchange rates on the last day of each month during the periods presented.

Year	Reais per U.S. Dollars			
	High	Low	Average	Period End
2011	R\$ 1.902	R\$ 1.535	R\$ 1.675	R\$ 1.876
2012	2.112	1.702	1.955	2.043
2013	2.446	1.953	2.161	2.343
2014	2.740	2.197	2.355	2.656
2015	4.195	2.575	3.339	3.905

Month	Reais per U.S. Dollars	
	High	Low
September 2015	R\$ 4.195	R\$ 3.673
October 2015	4.001	3.739
November 2015	3.851	3.701
December 2015	3.983	3.748
January 2016	4.039	4.011
February 2016	4.049	3.865
March 2016	3.991	3.559
April 2016	3.692	3.451
May 2016 (through May 4)	3.555	3.499

*Source:* Central Bank

**Table of Contents**

**Risk Factors**

***Risks Relating to Our Company and the Petrochemical Industry***

*The cyclical nature of the petrochemical industry may reduce our net sales revenue and gross margin.*

The petrochemical industry, including the markets in which we compete, is cyclical and sensitive to changes in global supply and demand. This cyclicity may reduce our net sales revenue and gross margin, including as follows:

downturns in general business and economic activity may cause demand for our products to decline;

when global demand falls, we may face competitive pressures to lower our prices; and

if we decide to expand our plants or construct new plants, we may do so based on an estimate of future demand that never materializes or materializes at levels lower than we predicted.

Historically, the international petrochemical markets have experienced alternating periods of limited supply, which have caused prices and profit margins to increase, followed by expansion of production capacity, which has resulted in oversupply and reduced prices and profit margins. Prices in the Brazilian petrochemical industry follow the global petrochemical industry, and we establish the prices for the products we sell in Brazil with reference to international market prices. Therefore, our net sales revenue and gross margin are increasingly linked to global industry conditions that we cannot control.

*Our revenue from customers is significant, and the credit risks associated with certain of these customers could adversely affect our operating results.*

We engage in a number of transactions where counterparty credit risk is a relevant factor, including transactions with customers and those businesses we work with to provide services, among others. These risks are dependent upon market conditions and also the real and perceived viability of the counterparty. The failure or perceived weakness of any of our counterparties has the potential to expose us to risk of loss in certain situations. Our revenue from our customers is significant, and the credit risks associated with certain of these customers could adversely affect our operating results. Certain contracts and arrangements that we enter into with counterparties may provide us with indemnification clauses to protect us from financial loss. To the extent the credit quality of these customers deteriorates or these customers seek bankruptcy protection, our ability to collect our receivables, and ultimately our operating results, may be adversely affected.

*The Company's reported results may be adversely affected by increases in reserves for uncollectible accounts receivable.*

The Company has a large balance of accounts receivable and has established a reserve for the portion of such accounts receivable that the company estimates will not be collected because of the company's customers' non-payment.

If the business viability of certain of the Company's customers deteriorates or the company's credit policies are ineffective in reducing the company's exposures to credit risk, additional increases in reserves for uncollectible accounts may be necessary, which could have a material adverse effect on our cash flows and results of operations.

We record an allowance for doubtful accounts in an amount considered sufficient to cover estimated losses on the realization of our trade accounts receivable, taking into account our loss experience and the aging of our accounts receivable.

As of December 31, 2015, our total trade accounts receivable was R\$3,103.5 million and the provision for doubtful accounts was R\$328.0 million. Significant changes in our historical loss experience on accounts receivable which are not apparent through our aging analysis could require significant changes to our provisions for doubtful accounts.

## **Table of Contents**

*Global macroeconomic factors have had, and may continue to have, adverse effects on the margins that we realize on our products.*

Our results of operations may be materially affected by adverse conditions in the financial markets and depressed economic conditions generally. Economic downturns in geographic areas in which we sell our products may substantially reduce demand for our products and result in decreased sales volumes. Recessionary environments adversely affect our business because demand for our products is reduced.

Slowed growth in emerging economies resulted in decreased growth in the global economy, which increase is estimated at 3.1% in 2015, according to the International Monetary Fund. In 2015, Brazil's GDP contracted 3.8%, as compared to growth of 0.1% in 2014 and 3.0% in 2013. In 2015, apparent consumption for thermoplastic resins in Brazil declined by 7.6%.

In the U.S. and Europe, GDP grew by 2.4% and 1.5%, respectively in 2015 compared to growth of 2.4% and 0.9% in 2014. Mexico's GDP grew by 2.5% in 2015 compared to 2.3% in 2014.

Our ability to export to other countries is a function of the level of economic growth in these countries and other economic conditions, including prevailing inflation and interest rates. In addition, disruptions in the global balance between supply and demand may impair our ability to export our products in response to a decline in domestic demand for these products. Prolonged volatility in economic activity in our key export markets could continue to reduce demand for some of our products and lead to increased margin pressure by importers into Brazil, which would adversely affect our results of operations.

*We face competition from producers of polyethylene, polypropylene, PVC and other petrochemical products.*

We face competition in Brazil from foreign producers of polyethylene, polypropylene, PVC and other petrochemical products. Our U.S. operations face competition in the United States from other U.S. producers of polypropylene. Our German operations face competition in Europe and the other export markets that it serves from European and other foreign producers of polypropylene. We expect that our Mexico operations will face competition from U.S. producers of polyethylene producers.

We generally set the prices for our second generation products sold in Brazil with reference to the prices charged for these products by foreign producers in international markets. We generally set the prices for our second generation products exported from Brazil based on international spot market prices. We set the prices for polypropylene sold in the United States and Europe based on regional market pricing. The price for polyethylene in Mexico will be based on prices for the polymer in the U.S Gulf Coast region.

As a result of the announced commissioning of new ethylene capacity, particularly in the United States, in the Middle East and in China, coupled with the increased competitiveness of gas-based ethylene producers in United States as a result of their relatively lower raw material costs, we anticipate that we may experience increasing competition from other producers of second generation products in the markets in which we sell these products. In addition, the appreciation of the *real* against the U.S. dollar may increase the competitiveness of prices of imported products in *reais*, which may increase the competition in Brazil from other producers of second generation products. Some of our foreign competitors are substantially larger and have greater financial, manufacturing, technological and/ or marketing resources than our company.

*Higher raw materials costs would increase our cost of goods sold and services rendered and may reduce our gross margin and negatively affect our overall financial performance.*



Naphtha, a crude oil derivative, is the principal raw material used by our Basic Petrochemicals Unit and, indirectly, in our other business units. Naphtha accounted, directly and indirectly, for approximately 44.5% of our consolidated cost of sales and services rendered in 2015.

We purchase a portion of the naphtha and natural gas used by our Basic Petrochemicals Unit from Petróleo Brasileiro S.A. Petrobras, or Petrobras, at prices based on the Amsterdam-Rotterdam-Antwerp and Mont Belvieu market prices of naphtha and natural gas liquids.

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**Table of Contents**

The price of naphtha that we purchase from international suppliers is also linked to the Amsterdam-Rotterdam-Antwerp reference. The Amsterdam-Rotterdam-Antwerp market price of naphtha fluctuates primarily based on changes in the U.S. dollar-based price of Brent crude oil on the Intercontinental Exchange based in London. Oil markets may face strong volatility due to: (1) the impact of new non-OPEC production, primarily from the United States; (2) OPEC's decisions with regards to their production quotas; and (3) political uncertainties in the Middle East and North Africa. In 2015, the price of the front-month contract on Brent crude oil decreased by 40.6% from a high of US\$64.32 per barrel in May 2015 to a low of US\$38.21 per barrel in December 2015. Volatility of the price of naphtha and the upward trend in the price of oil and naphtha have effects on the price competitiveness of our naphtha-based crackers.

The average Amsterdam-Rotterdam-Antwerp market price of naphtha in U.S. dollars declined by 44.7% to US\$462 per ton in 2015 from US\$836 per ton in 2014 and US\$903 per ton in 2013, with its highest price of reaching US\$551 per ton in May 2015 and its lowest price reaching US\$387 per ton in December 2015.

The Mont Belvieu prices of ethane have had similar volatility, with the average market price of ethane decreasing to US\$139 per ton in 2015 from US\$228 per ton in 2014 and US\$190 per ton in 2013, with its highest price reaching US\$165 per ton in January 2015 and its lowest price reaching US\$108 per ton in November 2015.

The price of naphtha and natural gas liquids in U.S. dollars has been, and may continue to be, volatile. In addition, the fluctuations of the U.S. dollar in the future may effectively increase our naphtha or natural gas costs in *reais*. Any increase in naphtha or natural gas costs would reduce our gross margin and negatively affect our overall financial performance to the extent we are unable to pass on these increased costs to our customers and could result in reduced sales volumes of our products.

*The production of natural gas liquids, particularly in North America, may reduce the global prices of polyethylene, which would reduce our gross margin and negatively affect our overall financial performance.*

In recent years, the use of ethane as a feedstock for the production of ethylene has increased as a result of its increasing availability and the divergence between the cost of natural gas and oil (from which naphtha is derived and the pricing of condensate is based). Production of natural gas liquids have increased, particularly in North America, as the technology to extract gas from shale has improved. In order to improve their global competitiveness, most U.S. ethylene producers with the raw material flexibility to use ethane as a feedstock have converted to the use of light feedstocks.

As a result of the increase in the production of natural gas liquids in North America, (1) ethane has returned as a low-cost alternative to oil-based products and (2) additional gas production has resulted in an increasingly competitive ethane price. North American polyethylene producers have benefited from the low-cost position of natural gas prices, and the resulting increased competitiveness of North American polyethylene producers could decrease the global and domestic price of polyethylene, which would reduce our gross margin and negatively affect our overall financial performance.

*We do not hedge against changes in the price of our principal raw materials, so we are exposed to fluctuations in the price of these primary raw materials.*

Currently, we do not hedge our feedstock's price exposure. We believe the petrochemical industry has a natural hedge, mainly due to the observed historical correlation between its feedstock (most notably, naphtha) and its final products (Polyethylene, Polypropylene, PVC, etc.). Historically, fluctuations in naphtha's price were followed by variations in the same direction in petrochemical products of the first and second generation. This eventual hedge solely in

naphtha's price would break this natural protection, probably making our results more volatile. However, considering Braskem's ongoing process of feedstock diversification, with ethane, propane and propylene representing a more significant portion of our variable costs, the natural hedge described above tends to be impaired. This occurs because ethane and propane have significantly lower correlation to the price of our final products, when compared to naphtha and propylene. If this scenario materializes, we may not immediately be able to pass on all of the corresponding increases in our feedstocks costs, which would likely reduce our gross margin and net income.

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**Table of Contents**

*We depend on Petrobras to supply us with a substantial portion of our naphtha, ethane and propane requirements.*

Petrobras is the only Brazilian supplier of naphtha and has historically supplied approximately 70% of the naphtha consumed by our Basic Petrochemicals Unit. Petrobras produces most of the naphtha it sells to us and imports naphtha to serve the gasoline pool and to sell to us. Petrobras currently is also the only Brazilian supplier of ethane and propane and has historically supplied the ethane and propane consumed at our petrochemical complex located in Duque de Caxias in the State of Rio de Janeiro, or the Rio de Janeiro Complex.

Our production volume and net sales revenue would likely decrease and our overall financial performance would likely be negatively affected in the event of the following:

significant damage to Petrobras refineries or to the port facilities through which Petrobras imports naphtha, or to any of the pipelines connecting our plants to Petrobras facilities, whether as a consequence of an accident, natural disaster, fire or otherwise; or

any termination by Petrobras of the naphtha, ethane or propane supply contracts with our company, which provide that Petrobras may terminate the contracts for certain reasons described in Item 4. Information on the Company Basic Petrochemicals Unit Raw Materials of Our Basic Petrochemicals Unit.

On December 23, 2015, we finalized and executed an agreement for the supply of naphtha with Petrobras at a price indexed to the Amsterdam-Rotterdam-Antwerp naphtha quotation. This agreement replaced the previous amendments and will be valid for a five-year period as of December 23, 2015 and establishes that both parties will have commercial renegotiation rights as of the third year should certain market conditions change.

In addition, although regulatory changes have ended Petrobras monopoly in the Brazilian naphtha market and have allowed us to import naphtha, any restrictions imposed on the importation of naphtha into Brazil could increase our production costs.

*We depend on propylene supplied by third parties in the US and in Europe*

Our reliance on third-party suppliers poses significant risks to our operating results, business and prospects. We rely upon third-party suppliers for our plants, to supply us with propylene. We acquire propylene for our polypropylene plants in the United States under a variety of long-term supply agreements and through the spot market. As of December 31, 2015, we had long-term supply agreements with multiple suppliers. In Germany, we acquire propylene for our polypropylene plants under long-term supply agreements that provide for the supply of approximately 95% of the propylene requirements of these plants.

We are subject to substantial risks because of our reliance on these and other limited or sole source suppliers, including the following risks:

if a supplier does not provide propylene that meet our or their specifications in sufficient quantities and with acceptable performance or quality on time or deliver when required, then sales, production, delivery, acceptance and revenue from our plants could be adversely affected;

if our relationship with a key supplier, is adversely affected, for example, due to competitive pressures (or conflicting interests), our ability to obtain propylene on advantageous financial terms could be adversely affected;

if an interruption of supply of propylene occurs because a supplier changes its technology roadmap, suffers damage to its manufacturing facilities, decides to no longer provide those products or services, increases the price of those products or services significantly or imposes reduced delivery allocations on its customers, it could take us a considerable period of time to identify and qualify alternative suppliers;

some of our key suppliers are small companies with limited financial and other resources, and consequently may be more likely to experience financial and operational difficulties than larger, well-established companies, which increases the risk that they will be unable to deliver products as needed; and

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**Table of Contents**

if a key supplier is acquired or has a significant business change, the production and sales of our systems and services may be delayed or adversely affected, or our development programs may be delayed or may be impossible to complete.

Delays in the availability of propylene or propylene of acceptable quality, or our inability to obtain such acceptable propylene in the quantities we need or at all, may adversely affect our revenue and operating results.

*Our Polyolefins Unit and Vinyls Unit depend on our basic petrochemicals plants to supply them with their ethylene and propylene requirements.*

Our Basic Petrochemicals Unit is the only supplier of ethylene to our Vinyls Unit, the only supplier of ethylene to the polyethylene plants of our Polyolefins Unit and the principal supplier of propylene to the polypropylene plants of our Polyolefins Unit. Because the cost of storing and transporting ethylene is substantial and there is inadequate infrastructure in Brazil to permit the importing of large quantities of ethylene and propylene, our polyolefins plants in Brazil and our Vinyls Unit are highly dependent on the supply of these products by our basic petrochemicals plants. Consequently, our production volumes of, and net sales revenue from, polyolefins and vinyls products would decrease, and our overall financial performance would be negatively affected, in the event of the following:

any significant damage to the facilities of our Basic Petrochemicals Unit through which ethylene or propylene is produced, or to the pipeline or other facilities that connect our polyolefins plants or vinyls plants to our basic petrochemicals plants, whether as a consequence of an accident, natural disaster, fire or otherwise;

any significant reduction in the supply of naphtha to our Basic Petrochemicals Unit, as naphtha is the principal raw material used by our Basic Petrochemicals Unit in the production of ethylene and propylene; or

any significant reduction in the supply of ethane or propane to our subsidiary Rio Polímeros S.A., or RioPol, as ethane and propane are the principal raw materials used by RioPol in the production of ethylene and propylene.

*We depend on Petrobras for a significant portion of the propylene that we use in Brazil to produce polypropylene and we will depend on Pemex Gas for all of the ethane that we will use in Mexico to produce ethylene .*

During 2015, approximately 36% of the propylene used by our Polyolefins Unit was supplied by Petrobras. During 2015, our Etileno Project was not yet operational; however, once operational, all of the ethane used by the project will be supplied by Pemex.

As a result of limited infrastructure in Brazil to allow the importation of propylene in large quantities and substantial costs associated with the storage and transportation of the product, we are highly dependent on the propylene supplied by Petrobras. Thus, production volumes and net sales revenue from polypropylene products would decrease and adversely affect our overall financial performance in the event of the following:

significant damage to Petrobras refineries or to any of the pipelines connecting our polypropylene plants to Petrobras facilities, whether as a consequence of an accident, natural disaster, fire or otherwise; or

termination by Petrobras of our supply contracts. Such contracts include early termination provisions including a change of control, an event of default on our other financing agreements, failure to cure any breach of the agreement or assignment without previous notice.

Braskem Idesa has entered into a long-term supply contract to purchase ethane from Pemex Transformación Industrial (successor of Pemex Gas y Petroquímica Básica), or Pemex TRI, a state-owned Mexican company, under competitive commercial conditions. Any termination by Pemex TRI of this supply contract could have a material adverse effect on our overall financial performance. The provisions for early termination by Pemex TRI include but are not limited to (i) material breach of our obligations or failure to cure any breach of the agreement or assignment and (ii) continuous occurrence of a force majeure event or emergency shutdown.

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**Table of Contents**

*Any downgrade in the ratings of our company or our debt securities would likely result in increased interest and other financial expenses related to our borrowings and debt securities and could reduce our liquidity.*

Standard & Poor's Ratings Group, a division of McGraw Hill, Inc., or S&P, Moody's Investors Service, Inc., or Moody's, and Fitch Ratings Ltd., or Fitch, maintain ratings of our company and our debt securities. Currently, Standard & Poor's and Fitch maintain ratings of our company on global and national basis. Moody's only maintains ratings of our company on a global basis. Standard & Poor's maintains a rating for our company of BBB- (negative) on a global basis and a rating for our company of brAAA (negative) on a national basis; Fitch maintains a rating for our company of BBB- (negative) on a global basis and a rating for our company of AA+ (negative) on a national basis; and Moody's maintains a rating for our company of Ba1 (negative) on a global basis. Any decision by these agencies to downgrade the ratings of our company or of our debt securities in the future would likely result in increased interest and other financial expenses relating to our borrowings and debt securities and the inclusion of financial covenants in the instruments governing new indebtedness, and could significantly reduce our ability to obtain such financing on satisfactory terms or in amounts required by us and our liquidity and would require us to post cash collateral pursuant to our obligations.

*Some of our shareholders may have the ability to determine the outcome of corporate actions or decisions, which could affect the holders of our class A preferred shares and the ADSs.*

Odebrecht S.A., or Odebrecht, directly or through its wholly-owned subsidiary Odebrecht Serviços e Participações S.A., or OSP, owns 38.3% of our outstanding share capital, including 50.1% of our voting share capital and Petrobras holds 36.1% of our outstanding share capital, including 47.0% of our voting share capital. Designees of Odebrecht constitute a majority of the members of our board of directors. Under a shareholders' agreement to which OSP and Petrobras are parties, which we refer to as the Petrobras Shareholders' Agreement, we may only undertake certain actions after Odebrecht and Petrobras have reached a consensus with respect to those actions. However, Odebrecht will have the sole power to approve the business plan of our company, through the board of directors, as described under Item 7. Major Shareholders and Related Party Transactions Major Shareholders' Shareholders' Agreements. As a result, Odebrecht has the ability to determine the outcome of most corporate actions or decisions requiring the approval of our shareholders or our board of directors in certain instances, with the consent of Petrobras which could affect the holders of our class A preferred shares and the American Depositary Shares, or ADSs.

*We may face conflicts of interest in transactions with related parties.*

We maintain trade accounts receivable and current and long-term payables with some of our affiliates and other related parties, including Petrobras, which is our domestic supplier of naphtha and other raw materials such as propylene, ethane, propane and light refinery hydrocarbons. These accounts receivable and accounts payable balances result mainly from purchases and sales of goods, which are at prices and on terms equivalent to the average terms and prices of transactions that we enter into with third parties. These and other transactions between us and our affiliates could result in conflicting interests between our company and these shareholders.

*We may make significant acquisitions which, if not successfully integrated with our company, may adversely affect our operating results.*

We may make significant acquisitions in the future. Acquisitions involve risks, including the following:

failure of the acquired businesses to achieve expected results;



possible inability to retain or hire key personnel of the acquired businesses;

possible inability to achieve expected synergies and/or economies of scale; and

unanticipated liabilities.

## Table of Contents

If we are unable to integrate or manage acquired businesses successfully, we may not realize anticipated cost savings, revenue growth and levels of integration, which may result in reduced profitability or operating losses.

*We may face unforeseen challenges in the operation of Project Ethylene XXI which could result in this project failing to provide expected benefits to our company.*

During the first half of 2016, we expect to conclude the construction phase of an olefins complex, or the Mexico Complex, located in the Mexican state of Veracruz. For more information about this project, which we refer to as Project Ethylene XXI, see Item 5. Operating and Financial Review and Prospects Capital Expenditures Joint Venture Projects Project Ethylene XXI.

Braskem Idesa S.A.P.I., or Braskem Idesa, our joint venture with Grupo Idesa, S.A. de C.V., or Idesa, one of Mexico's leading petrochemical groups, to develop Project Ethylene XXI, required significant capital expenditure. Our ability to achieve the strategic objectives of this project will depend largely on its successful operation. Factors that could affect the operation of this project include:

the outcome of performance tests included in the EPC and technology licensing contracts;

the conclusion of negotiations with export channels and providers of logistics services in order to launch sales;

macroeconomic conditions in Mexico and demand for polyethylene; and

the occurrence of unforeseen technical and mechanical difficulties, including technical problems that may delay start-up, interrupt production or lead to unexpected downtime of the Project's plants).

We cannot assure you that this project will provide the expected benefits to our company and that the actual cost or time required to complete the implementation of this project will not substantially exceed our current estimates. Any significant interruption could hinder or prevent the implementation of our business plan as originally conceived, and result in revenues and net income below expected.

*Future adjustments in tariffs on imports that compete with our products could cause us to lower our prices.*

We currently benefit from tariffs imposed by the Brazilian government on imports that allow us to charge prices for our polyolefin and vinyl products in the domestic market that include a factor based on the tariffs levied on comparable imports of those products. However, the Brazilian government has in the past used import and export tariffs to effect economic policies, with the consequence that tariffs can vary. For example, in September 2012, the Brazilian government increased import duties on 100 products related to various industries, including an increase on the import tariff for polyethylene. In October 2012, it increased the import tariff for polyethylene from 14% to 20% and in October 2013, it reduced the import tariff for polyethylene to the previous level of 14%. Future adjustments of tariffs could lead to increased competition from imports and cause us to lower our domestic prices, which would likely result in lower net sales revenue and could negatively affect our overall financial performance. Additionally, the products we export to the United States and Europe are subject to tariffs in the amount of 6.5% in each jurisdiction,

subject to certain preferences. These tariffs generally favor our products produced locally and any future adjustments to these tariff structures could negatively impact our sales in these jurisdictions. Future trade agreements entered into by Brazil, the United States or the European Union could also lead to increased competition from imports and lower domestic prices.

*Our business is subject to stringent environmental regulations, and the imposition of new regulations could require significant capital expenditures and increase our operating costs.*

We, like other Brazilian petrochemical producers, are subject to stringent Brazilian federal, state and local environmental laws and regulations concerning human health, the handling and disposal of solid and hazardous wastes and discharges of pollutants into the air and water. Petrochemical producers are sometimes subject to unfavorable market perceptions as a result of the environmental impact of their business, which can have an adverse effect on their results of operations.

## Table of Contents

Our operations in the United States, Germany and Mexico are subject to extensive U.S., German and Mexican federal, state and local laws, regulations, rules and ordinances relating to pollution, protection of the environment and the generation, storage, handling, transportation, treatment, disposal and remediation of hazardous substances and waste materials. U.S. environmental laws and regulations may impose liability on us for the conduct of third parties, or for actions that complied with applicable requirements when taken, regardless of negligence or fault. Of particular significance to us are (1) regulatory programs to be established to implement air quality standards under the National Ambient Air Quality Standards for ozone and fine particles promulgated by the U.S. Environmental Protection Agency, or the EPA, and (2) various legislative and regulatory measures in the United States which are under review, discussion or implementation to address greenhouse gas emissions. In Mexico, we adhere to the comprehensive responsibility program promoted by ANIQ, which is based on the Responsible Care standard used in the United States and Canada.

Costs and capital expenditures relating to environmental, health or safety matters are subject to evolving regulatory requirements and will depend on the timing of the promulgation and enforcement of specific standards which impose the requirements. Moreover, changes in environmental regulations could inhibit or interrupt our operations, or require modifications to our facilities. Accordingly, environmental, health or safety regulatory matters may result in significant unanticipated costs or liabilities.

*We manufacture products that are subject to the risk of fire, explosions and other hazards.*

Our operations are subject to hazards, such as fires, explosions and other accidents, associated with the manufacture of petrochemicals and the storage and transportation of feedstock and petrochemical products. These hazards can cause personal injury and loss of life, severe damage to or destruction of property and equipment and environmental damage. A sufficiently large accident at one of our plants or storage facilities could force us to suspend our operations temporarily and result in significant remediation costs and lost net sales revenue.

Although we maintain insurance coverage for losses due to fire damage and for losses of income resulting from shutdowns due to fire, explosion or electrical damage, those insurance proceeds may not be available on a timely basis and may be insufficient to cover all losses, which could have a material adverse effect on our financial performance.

*Unfavorable outcomes in pending or future litigation may reduce our liquidity and negatively affect our financial performance and financial condition.*

We are, and in the future may be, involved in numerous tax, civil and labor disputes, among others, involving monetary claims. If unfavorable decisions are rendered in one or more of these lawsuits, we could be required to pay substantial amounts. For some of these lawsuits, we have not established any provision on our balance sheet or have established provisions only for part of the amounts in question, based on our judgments as to the likelihood of winning these lawsuits.

In July 2015, two putative class action lawsuits were filed against us and certain of our then-current and former officers and directors, or the Defendants, in the United States District Court for the Southern District of New York. The lawsuits were subsequently consolidated under the caption In re Braskem, S.A. Securities Litigation, No. 15-cv-5132. In November 2015, Boilermaker-Blacksmith National Pension Trust, or the Lead Plaintiff, filed a consolidated class action complaint, which asserted claims under Section 10(b) and Section 20(a) of the Exchange Act, on behalf of a putative class of purchasers of our American Depositary Receipt, or ADRs, from June 1, 2010 to March 11, 2015. In the operative complaint, the Lead Plaintiff alleges that the Defendants made misrepresentations or omissions that inflated the price of our stock in violation of U.S. securities laws. We filed a motion to dismiss on July 6, 2016. On March 31, 2017, the court ruled on the motion to dismiss, granting it in part and denying it in part.

With respect to the remaining claims, the class action is now in the discovery stage. The parties are also currently engaged in settlement negotiations and have signed a proposed settlement agreement and submitted it to the U.S. court for preliminary approval on September 14, 2017. Under the terms of the proposed settlement, we would pay

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**Table of Contents**

US\$ 10 million to resolve all claims of a settlement class consisting of purchasers of our ADRs during the period of July 15, 2010 through March 11, 2015, that arise out of or relates to the subject matter of the class action, with the exception of any such claims belonging to purchasers who file, valid and timely, requests to opt out of the settlement class. We have made no admission of any wrongdoing or liability as part of the proposed settlement, and it is subject to a number of conditions, including court approval. Furthermore, we may be named as a defendant in other legal actions, and we may be required, in accordance with any applicable legal and regulatory limits, to indemnify directors, officers and employees that are defendants in this securities class action and any other related actions that may arise in the future. The litigation has required and may continue to require significant time and attention in the future. For more information about our legal proceedings, see Item 8. Financial Information Legal Proceedings.

*Labor unrest may materially and adversely affect our operations.*

Labor unrest in our plants and facilities may have a material adverse effect on our financial condition or results of operations. For example, in August 2010, the unionized employees at our Neal, West Virginia plant went on strike. During the strike, the plant operated under the supervision of management until May 2011, when Braskem America entered into a new collective bargaining agreement. Although we believe that we maintain good relations with our employees, future labor actions, including strikes, could have a material adverse effect on our financial performance.

*Natural disasters, severe weather and climate conditions could have a material adverse effect on our overall business.*

Some of our facilities are located in places that could be affected by natural disasters, such as floods, earthquakes, hurricanes, tornados and other natural disasters, which could disrupt our operations or the operations of our customers and could damage or destroy infrastructure necessary to transport our products as part of the supply chain. Such events could require maintenance shutdowns, delay shipments of existing inventory or result in costly repairs, replacements or other costs, all of which could have a material adverse effect on our financial performance.

While Braskem's energy risk policy dictates that it purchases energy in advance at fixed prices through long-term contracts, the majority of Brazilian power generation capacity is provided by hydroelectric generation facilities. If the amount of water available to energy producers becomes scarce due to drought or diversion for other uses, the cost of energy may increase. Such conditions could have a material adverse effect on our sales and margins.

*We could be materially adversely affected by the impacts of the Global Settlement.*

In the context of allegations of improper payments in connection with the so-called Operation Car Wash in Brazil, we engaged the Expert Firms to conduct the Investigation and report their findings. We have cooperated with governmental authorities in several jurisdictions, including the DoJ, the SEC, the MPF, and the OAG. On December 14, 2016, we entered into a leniency agreement with the MPF, or the Leniency Agreement, which was ratified by the competent Brazilian court on June 6, 2017. On December 21, 2016, we filed a plea agreement in the United States District Court for the Eastern District of New York under which we agreed to plead guilty to a one-count criminal information charging our company with conspiracy to violate the anti-bribery provisions of the FCPA. On the same date, we consented to the entry of a final judgment in a civil action brought by the SEC based on civil violations of the anti-bribery, books and records and internal accounting controls provisions of the FCPA. The competent federal courts in the United States approved the DoJ and SEC resolutions on January 26, 2017 and February 28, 2017, respectively. In addition, on December 21, 2016, the OAG closed its investigation of these matters. We refer to these actions as the Global Settlement.

Under the Global Settlement, we agreed to pay to the governmental authorities in these jurisdictions an aggregate amount of approximately US\$957 million (equivalent to approximately R\$3.1 billion).

Of the total amount payable pursuant to the Global Settlement, we have already paid approximately R\$1.3 billionas follows:

US\$94.9 million (R\$296.6 million) to the DoJ on February 8, 2017;

**Table of Contents**

US\$65.0 million (R\$206.5 million) to the SEC on April 27, 2017;

CHF30.2 million (R\$104.3 million) to the OAG on June 27, 2017; and

R\$736.4 million to the MPF on July 6, 2017.

The aggregate amount of approximately R\$1.8 billion outstanding pursuant to the Global Settlement will be paid in the following manner:

CHF64.3 million to the OAG in four equal annual and successive installments of CHF16.1 million due on June 30 of each year commencing in 2018; and

R\$1.6 billion to the MPF in six equal annual installments, adjusted for inflation by the variation in the Broad Consumer Price Index (*Índice Nacional de Preços ao Consumidor Ampliado*), or IPCA, due on January 30 of each year commencing in 2018. As guarantee for payment of the outstanding installments, Braskem has provided fixed assets in an amount corresponding to one annual installment.

The Global Settlement may have a material adverse effect on our business, reputation, financial condition, financial instruments and operational results, as well as on the liquidity and price of our securities, including our class A preferred shares and ADSs. Furthermore, the negative publicity resulting from the Global Settlement, the facts made public through our plea agreement in the United States, and the facts that will be made public when the Leniency Agreement with the MPF is ultimately disclosed, could have a material adverse impact on our business, including reducing the demand for our products, our financial instruments and other effects that currently cannot be estimated or measured. In addition, other authorities with jurisdiction over our company may seek to impose additional monetary sanctions or fines or commence new investigations against us. Finally, as a result of the Global Settlement, we may be barred from entering into certain agreements with governmental authorities, and may be subject to increased operating costs in connection with our obligations to improve our governance and anti-corruption practices, including the cost of required external monitorship.

Under the terms of the Global Settlement, we are required to cooperate with these governmental authorities and improve our governance and anti-corruption compliance practices. We will also be subject to external monitorship for a period of three years, during which time the monitor will assess compliance with the Global Settlement, including the effectiveness of our internal controls, policies and procedures to reduce the risk of any anti-corruption violations. The monitorship period may be terminated early or extended for up to one year at the authorities' discretion depending on our compliance with the Global Settlement. We have retained monitors pursuant to the provisions of the Global Settlement, and they have been approved by the relevant authorities. The monitors may recommend changes to our policies and procedures, which we must adopt unless they are unduly burdensome or otherwise inadvisable, in which case we may propose alternatives that the authorities may choose to accept. Operating under the oversight of the monitors will likely require the assumption of additional responsibilities by members of our management. We currently cannot estimate the costs that we are likely to incur in connection with compliance with the Global Settlement, including the implementation of the recommended changes, if any, to our policies and procedures as required by the monitors. However, the costs of the monitorship could be significant and could negatively impact our company by requiring the efforts of our management team, diverting attention from our ordinary business operations.

**Compliance and Control Risks**



*We could be materially affected by violations of the U.S. Foreign Corrupt Practices Act, the Brazilian Anti-Corruption Law and similar anti-corruption laws.*

We, our subsidiaries and our joint venture partners are subject to a number of anti-corruption laws, including Law No. 12,846/2013, or the Brazilian Anti-Corruption Law, which became effective on January 28, 2014, the FCPA and various other anti-corruption and anti-bribery laws of other jurisdictions.

The FCPA, the Brazilian Anti-Corruption Law and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials or other persons for the purpose of obtaining or retaining business. Violations of these laws may result in criminal or civil

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**Table of Contents**

sanctions, inability to do business with existing or future business partners, injunctions against future conduct, profit disgorgements, disqualifications from directly or indirectly engaging in certain types of businesses, the loss of business permits or other restrictions which could have a material adverse effect on our business, financial condition, results of operations or liquidity.

*We are exposed to behaviors of our employees and non-employees that may be incompatible with our ethics and compliance standards, and failure to timely prevent, detect or remedy any such behavior and/or process vulnerabilities may have a material adverse effect on our results of operations and financial condition.*

Our business, including our relationships with third parties, is guided by ethical principles. We have adopted a Policy on Compliance in Acting Ethically with Integrity and Transparency, and several internal policies designed to guide our management, employees and counterparties and reinforce our principles and rules for ethical behavior and professional conduct. We maintain an independent whistleblower channel (denominated Ethics Line ) managed by a third party available for employees and non-employees (including third parties). Every whistleblower complaint is investigated and submitted for evaluation by our Ethics Committee.

We are subject to the risk that our employees, counterparties or any person doing business with us may engage in fraudulent activity, corruption or bribery, circumvent or override our internal controls and procedures or misappropriate or manipulate our assets for their personal or business advantage. In the event that we believe or have reason to believe that our employees or agents have or may have violated applicable anti-corruption laws, including the FCPA, we may be required to investigate or have outside counsel investigate the relevant facts and circumstances, which can be expensive and require significant time and attention from senior management. We have in place a robust Compliance and Anti-Corruption Program being implemented through every area of our company, including several processes for identifying, monitoring and mitigating these risks, but such program may not be completely effective.

As a result of the Investigation, we determined that material weaknesses in our internal control over financial reporting as of December 31, 2015 existed. We identified material weaknesses related to (i) our control environment and anti-corruption compliance controls and programs designed to prevent and detect violations of the FCPA and other applicable anti-corruption laws, (ii) the review and approval of reconciliation and manual payments, and (iii) the review of the ledger accounts used to record accruals and payments of commissions. These material weaknesses were identified primarily because a number of deficiencies in controls and errors were detected during the Investigation.

We subsequently identified an additional material weakness related to (iv) the review and monitoring over in-transit inventory for naphtha imports processed by our subsidiary, Braskem Netherlands. This material weakness was identified during the financial statement audit performed for Braskem Netherlands.

A material weakness is defined as a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

We are currently implementing several remediation efforts to improve our governance and compliance systems. See Item 4. Information on the Company Compliance. However, such improvements may not be completely effective, and certain of our employees and non-employees may behave in a manner that is incompatible with our ethics and compliance standards. In addition, we may make accounting errors in our future financial reporting, and we cannot be certain that in the future additional material weaknesses in our internal control over financial reporting will not exist. Any failure real or perceived to follow our compliance principles or to comply with applicable governance or regulatory obligations could harm our reputation and image, limit our ability to obtain financing and otherwise have a material adverse effect on our results of operations and financial condition.

*If we are unable to comply with the restrictions and covenants in the agreements governing our indebtedness, there could be a default under the terms of these agreements, which could result in an acceleration of payment of funds that we have borrowed and could affect our ability to make principal and interest payments on our debt obligations.*

Any default under the agreements governing our indebtedness that is not cured or waived by the required lenders could result in the holders of any such indebtedness accelerating the payment of amounts outstanding, which could make us unable to pay principal and interest on those and other debt obligations. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal and interest on our indebtedness, or if we otherwise fail to comply with the various covenants in the agreements governing our indebtedness (including covenants in the project finance debt related to our Mexico Complex), we could be in default under the terms of such agreements. In the event of such default:

the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest;

the lenders under such agreements could elect to terminate their commitments thereunder and cease making further loans; and

we could be forced into bankruptcy or liquidation.

Although our Mexico Complex is fully operational and Braskem Idesa has satisfied and continues to satisfy its debt service requirements and all other payment obligations under its US\$3,194 million senior secured Syndicated Facility on a timely basis, certain defaults have occurred and are continuing thereunder. These defaults give the creditors thereunder the right to vote to accelerate their debt under this facility and exercise their remedies in respect of the collateral for the facility, including the Mexico Complex and the outstanding shares of Braskem Idesa. Braskem Idesa has submitted requests for waiver of these defaults to and is currently negotiating such waiver with the intercreditor agent for this facility. However, there can be no assurance that the intercreditor agent and the lenders will agree to extend such waiver, or if they agree to extend such waiver, whether the waiver will include additional obligations with which Braskem Idesa would be required to comply.

We may in the future need to obtain waivers under our other indebtedness to avoid being in default. If we breach any covenants under any of our debt instruments and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under such agreements, the lenders could exercise their rights or remedies, as described above, and we could be forced into bankruptcy or liquidation.

**Table of Contents**

***Risks Relating to Brazil***

*Brazilian political and economic conditions, and the Brazilian government's economic and other policies, may negatively affect demand for our products as well as our net sales revenue and overall financial performance.*

The Brazilian economy has been characterized by frequent and occasionally extensive intervention by the Brazilian government and unstable economic cycles. The Brazilian government has often changed monetary, taxation, credit, tariff and other policies to influence the course of Brazil's economy. The Brazilian government's actions to control inflation and implement other policies have at times involved wage and price controls, blocking access to bank accounts, imposing capital controls and limiting imports into Brazil.

Our results of operations and financial condition may be adversely affected by factors such as:

fluctuations in exchange rates;

exchange control policies;

interest rates;

inflation;

tax policies;

expansion or contraction of the Brazilian economy, as measured by rates of growth in GDP;

liquidity of domestic capital and lending markets; and

other political, diplomatic, social and economic developments in or affecting Brazil.

Brazilian markets have been experiencing heightened volatility due to the uncertainties derived from the ongoing Car Wash investigation, which is being conducted by the Office of the Brazilian Federal Prosecutor, and its impact on the Brazilian economy and political environment. Members of the Brazilian federal government and of the legislative branch, as well as senior officers of the state-owned oil company Petróleo Brasileiro S.A. – Petrobras, or Petrobras, have faced allegations of political corruption. These government officials and senior officers allegedly accepted bribes by means of kickbacks on contracts granted by Petrobras to several infrastructure, oil and gas and construction companies, including our controlling shareholder Odebrecht S.A. We cannot currently predict how the Car Wash investigation and any future decisions and actions by authorities in relation to our shareholders, may impact the Company. The profits of these kickbacks allegedly financed the political campaigns of political parties of the current federal government that were unaccounted for or not publicly disclosed, as well as served to personally enrich the recipients of the bribery scheme. As a result of the ongoing Car Wash investigation, a number of senior politicians,

including congressman and officers of the major state-owned companies in Brazil resigned or have been arrested. Senior elected officials and other public officials in Brazil are being investigated for allegations of unethical and illegal conduct identified during the Car Wash investigation.

In addition, the Brazilian Congress opened impeachment proceedings against President Dilma Rousseff on December 2, 2015 for allegedly breaking budget laws as she increased economic stimulus during her re-election campaign last year. On April 17, 2016, the Brazilian Congress voted in favor of the admissibility of the impeachment proceedings and the Brazilian Senate is expected to vote on the impeachment on May 11, 2016. The impeachment proceedings have adversely affected and we expect that they will continue to adversely affect the Brazilian markets and trading prices of securities issued by Brazilian issuers. We cannot predict either the outcome of the impeachment proceedings or their effects on the Brazilian economy. Any developments in the impeachment proceedings could have a material adverse effect on us.

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**Table of Contents**

The potential outcome of these investigations and proceedings is uncertain, but they have adversely affected and we expect that they will continue to adversely affect the Brazilian markets and trading prices of securities issued by Brazilian issuers. We cannot predict whether the allegations or proceedings will lead to further political and economic instability or whether new allegations against government officials or other companies in Brazil will arise in the future. In addition, we can neither predict the outcome of any such allegations and proceedings nor their effect on the Brazilian economy. The development of those unethical conduct cases could have a material adverse effect.

*Future changes in industrial policy and related actions undertaken by the Brazilian government may negatively affect demand for our products as well as our net sales revenue and overall financial performance.*

We currently benefit from certain industrial policies and related actions undertaken by the Brazilian government intended to strengthen the domestic economy and certain local industries. Some of these policies and actions have recently included reductions in payroll taxes for plastic manufacturers, a program to improve the competitiveness of Brazilian producers in the export markets by refunding the federal taxes levied on their export sale, intervention of the federal government to reduce incentives to imports at local ports, increases in import duties on certain products, including polyethylene, and the reduction in the rates of Social Integration Program (*Programa de Integração Social*), or PIS, a federal value-added tax, and Contribution for Social Security Financing (*Contribuição para Financiamento da Seguridade Social*), or COFINS, taxes on feedstock purchases by first- and second-generation petrochemical producers.

These taxes on feedstock purchase were set at a rate of 5.6% for naphtha and 9.25% for other feedstocks prior to June 2013, when they were lowered to 1% until 2015, increasing to 3% in 2016 and 5% in 2017 and, then return to the 5.6% rate in 2018 and on. We cannot predict or control which policies will be renewed or discontinued and whether future changes to Brazilian industrial policy will be proposed and enacted in the future. If industrial policies that benefit us expire, or policies detrimental to us are implemented, our business, results of operations and financial condition may be adversely affected.

*Fluctuations in the real/U.S. dollar exchange rate could increase inflation in Brazil, raise the cost of servicing our foreign currency-denominated debt and negatively affect our overall financial performance.*

The exchange rate between the *real* and the U.S. dollar and the relative rates of depreciation and appreciation of the *real* have affected our results of operations and may continue to do so.

The Brazilian currency has been devalued on several occasions during the last four decades. Throughout this period, the Brazilian government has implemented various economic plans and various exchange rate policies, including sudden devaluations, periodic mini-devaluations (during which the frequency of adjustments has ranged from daily to monthly), exchange controls, dual exchange rate markets and a floating exchange rate system. From time to time, there have been significant fluctuations in the exchange rate between the Brazilian currency and the U.S. dollar and other currencies. The *real* depreciated by 12.6% against the U.S. dollar during 2011, by 8.9% during 2012, by 14.6% during 2013, by 13.4% during 2014 and by 47.0% during 2015.

Depreciation of the *real* relative to the U.S. dollar also could result in inflationary pressures in Brazil by generally increasing the price of imported products and services. On the other hand, the appreciation of the *real* against the U.S. dollar may lead to a deterioration of the country's current account and the balance of payments and may dampen export-driven growth.

We had total foreign currency-denominated debt obligations, all of which were denominated in U.S. dollars, in an aggregate amount of R\$21,293.8 million (US\$5,453.2 million) as of December 31, 2015, representing 77.9% of our

consolidated indebtedness, net of transaction costs[delete comma]. This indebtedness does not include (i) an aggregate amount of R\$1,111.6 million (US\$284.7 million) outstanding as of December 31, 2015 in connection with derivatives transactions (including interest rate swaps, exchange rate swaps and currencyoptions), and (ii) an aggregate amount of R\$12,277.4 million (US\$3,144.2 million) outstanding as of December 31, 2015 in connection with the project finance facility to fund the development of Project Ethylene XXI, or the Braskem Idesa Financing. As of December 31, 2015, we had R\$4,753.8 (US\$1,217.4 million) in foreign currency-denominated cash and cash equivalents, not including the aggregate amount of R\$134.6 million (US\$34.5 million) of Braskem Idesa's cash and cash equivalents

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## Table of Contents

A significant depreciation of the *real* in relation to the U.S. dollar or other currencies could increase our financial expenses as a result of foreign exchange losses that we must record and could reduce our ability to meet debt service requirements of our foreign currency-denominated obligations. To enable us to more efficiently manage the effects of exchange rate fluctuations on our results, in 2013 we decided to designate part of our U.S. dollar-denominated liabilities as a hedge for our future exports.

The prices of naphtha, our most important raw material, and of some of our other raw materials, are denominated in or linked to the U.S. dollar. Naphtha accounted, directly and indirectly, for 44.4% of our consolidated cost of sales and services rendered in 2015. When the *real* depreciates against the U.S. dollar, the cost in *reais* of our U.S. dollar-denominated and U.S. dollar-linked raw materials increases, and our operating income in *reais* may decrease to the extent that we are unable to pass on these cost increases to our customers.

*The Brazilian government's actions to combat inflation may contribute significantly to economic uncertainty in Brazil and reduce demand for our products.*

Historically, Brazil has experienced high rates of inflation. Inflation, as well as government efforts to combat inflation, had significant negative effects on the Brazilian economy, particularly prior to 1995. The inflation rate, as measured by the General Price Index – Internal Availability (*Índice Geral de Preços – Disponibilidade Interna*), or the IGP-DI, reached 2,708% in 1993. Although inflation rates have been substantially lower since 1994 than in previous periods, inflationary pressures persist. Inflation rates, as measured by the IGP-DI, were 5.0% in 2011, 8.1% in 2012, 5.5% in 2013, 3.8% in 2014 and 10.7% in 2015. The Brazilian government's measures to control inflation have often included maintaining a tight monetary policy with high interest rates, thereby restricting availability of credit and reducing economic growth. Inflation, actions to combat inflation and public speculation about possible additional actions also may contribute to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets.

Brazil may experience high levels of inflation in future periods. Increasing prices for petroleum, the depreciation of the *real* and future governmental measures seeking to maintain the value of the *real* in relation to the U.S. dollar may trigger increases in inflation in Brazil. Periods of higher inflation may slow the rate of growth of the Brazilian economy, which would lead to reduced demand for our products in Brazil and decreased net sales revenue. Inflation is also likely to increase some of our costs and expenses, which we may not be able to pass on to our customers and, as a result, may reduce our profit margins and net income. In addition, high inflation generally leads to higher domestic interest rates, and, as a result, the costs of servicing our *real* denominated debt may increase, causing our net income to be reduced. Inflation and its effect on domestic interest rates can, in addition, lead to reduced liquidity in the domestic capital and lending markets, which could adversely affect our ability to refinance our indebtedness in those markets. Any decline in our net sales revenue or net income and any deterioration in our financial condition would also likely lead to a decline in the market price of our securities, including class A preferred shares and the ADSs.

*Fluctuations in interest rates could raise the cost of servicing our debt and negatively affect our overall financial performance.*

Our financial expenses are affected by changes in the interest rates that apply to our floating rate debt. As of December 31, 2015, we had, among other debt obligations, R\$2,061.1 million of loans and financing and debentures that were subject to the Long-Term Interest Rate (*Taxa de Juros de Longo Prazo*), or TJLP, R\$1,750.3 million of loans and financing and debentures that were subject to the Interbank Deposit Certificate (*Certificado de Depósito Interbancário*), or CDI rate, and R\$12,297.2 million of loans and financing that were subject to the London Interbank Offered Rate, or LIBOR.



The TJLP includes an inflation factor and is determined quarterly by the Central Bank. In particular, the TJLP and the CDI rate have fluctuated significantly in the past in response to the expansion or contraction of the Brazilian economy, inflation, Brazilian government policies and other factors. See Item 11. Quantitative and Qualitative Disclosures about Market Risk. A significant increase in any of these interest rates could adversely affect our financial expenses and negatively affect our overall financial performance.

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**Table of Contents**

*Brazilian government exchange control policies could increase the cost of servicing our foreign currency-denominated debt, adversely affect our ability to make payments under our foreign currency-denominated debt obligations and impair our liquidity.*

The purchase and sale of foreign currency in Brazil is subject to governmental control. Many factors could cause the Brazilian government to institute more restrictive exchange control policies, including the extent of Brazil's foreign currency reserves, the availability of sufficient foreign exchange on the date a payment is due, the size of Brazil's debt service burden relative to the economy as a whole, Brazil's policy towards the International Monetary Fund and political constraints to which Brazil may be subject. A more restrictive policy could increase the cost of servicing, and thereby reduce our ability to pay, our foreign currency-denominated debt obligations and other liabilities.

Our foreign-currency debt denominated in U.S. dollars represented an aggregate of 77.9% of our consolidated indebtedness as of December 31, 2015, net of transaction costs. This indebtedness does not include (i) an aggregate amount of R\$1,111.6 million (US\$284.7 million) outstanding as of December 31, 2015 in connection with derivatives transactions (including interest rate swaps, exchange rate swaps and currency options), and (ii) an aggregate amount of R\$12,277.4 million (US\$3,144.2 million) outstanding as of December 31, 2015 in connection with the Braskem Idesa Financing. If we fail to make payments under any of these obligations, we will be in default under those obligations, which could reduce our liquidity as well as the market price of our securities, including class A preferred shares and the ADSs.

*Changes in tax laws may result in increases in certain direct and indirect taxes, which could reduce our gross margin and negatively affect our overall financial performance.*

The Brazilian government implements from time to time changes to tax regimes that may increase our and our customers' tax burdens. These changes include modifications in the rate of assessments and, on occasion, enactment of temporary taxes, the proceeds of which are earmarked for designated governmental purposes. We cannot predict the changes to Brazilian tax law that may be proposed and enacted in the future. However, future changes in Brazilian tax law may result in increases in our overall tax burden, which could reduce our gross margin and negatively affect our overall financial performance.

***Risks Relating to Mexico***

*Political and economic conditions and government policies in Mexico and elsewhere may have a material impact on our operations.*

A deterioration in Mexico's economic condition, social instability, political unrest or other adverse social developments in Mexico could adversely affect our business and financial condition. These events could also lead to increased volatility in the financial markets, thereby affecting our ability to maintain financial liquidity and service our debt. Additionally, the Mexican Government recently cut spending in response to a downward trend in international crude oil prices, and it may cut spending in the future. These cuts could adversely affect the Mexican economy and, consequently, our business, financial condition, operating results and prospects.

In the past, Mexico has experienced several periods of slow or negative economic growth, high inflation, high interest rates, currency devaluation and other economic problems. These problems may worsen or reemerge, as applicable, in the future and could adversely affect our business and ability to service our debt. A worsening of international financial or economic conditions, such as a slowdown in growth or recessionary conditions in Mexico's trading partners, including the United States, or the emergence of a new financial crisis, could have adverse effects on the Mexican economy, our financial condition and our ability to service our debt.

Furthermore, our long-term supply agreement to purchase ethane from Pemex TRI, a state-owned Mexican company, could be terminated by them as a result of expropriation or nationalization measures taken by the Mexican government. Any termination or interruption of this supply agreement could have a material adverse effect on our results of operations or financial condition.

## **Table of Contents**

*Mexico has experienced a period of increasing criminal activity, which could affect our operations.*

In recent years, Mexico has experienced a period of increasing criminal activity, primarily due to the activities of drug cartels and related criminal organizations. In addition, the development of the illicit market in fuels in Mexico has led to increases in theft and illegal trade in the fuels that Pemex, our principal supplier in Mexico, produces. In response, the Mexican Government has implemented various security measures and strengthened its military and police forces aimed at decreasing incidents of theft and other criminal activity directed at petrochemical facilities and petrochemical products. Despite these efforts, criminal activity continues to exist in Mexico, some of which may target our facilities and products or those of Pemex and other suppliers. These activities, their possible escalation and the violence associated with them may have a negative impact on our financial condition and results of operations.

### ***Risks Relating to Our Equity and Debt Securities***

*Holders of our class A preferred shares or the ADSs may not receive any dividends or interest on shareholders equity.*

According to our by-laws and Brazilian corporate law, we must generally pay our shareholders at least 25% of our annual net income as dividends or interest on shareholders equity, as calculated and adjusted under Brazilian GAAP (which, for this purpose, is identical to IFRS). This adjusted net income may be capitalized, used to absorb losses or otherwise retained as allowed under Brazilian GAAP and may not be available to be paid as dividends or interest on shareholders equity. The Brazilian Corporation Law allows a publicly traded company like ours to suspend the mandatory distribution of dividends in any particular year if our board of directors informs our shareholders that such distributions would be inadvisable in view of our financial condition or cash availability. Holders of our class A preferred shares or the ADSs may not receive any dividends or interest on shareholders equity in any given year if our board of directors makes such a determination or if our operations fail to generate net income.

*Our class A preferred shares and the ADSs have limited voting rights and are not entitled to vote to approve corporate transactions, including mergers or consolidations of our company with other companies, or the declaration of dividends.*

Under the Brazilian Corporation Law and our by-laws, holders of our class A preferred shares and, consequently, the ADSs are not entitled to vote at meetings of our shareholders, except in very limited circumstances. These limited circumstances directly relate to key rights of the holders of class A preferred shares, such as modifying basic terms of our class A preferred shares or creating a new class of preferred shares with superior rights. Holders of preferred shares without voting rights are entitled to elect one member and his or her respective alternate to our board of directors and our fiscal council, depending on specific circumstances provided in the Brazilian Corporation Law. Holders of our class A preferred shares and the ADSs are not entitled to vote to approve corporate transactions, including mergers or consolidations of our company with other companies, or the declaration of dividends. However, if we do not pay dividends for three consecutive years, holders of our class A preferred shares and the ADSs will be granted voting rights. See Item 10. Additional Information Description of Our Company's By-laws Voting Rights.

*Holders of the ADSs may find it difficult to exercise even their limited voting rights at our shareholders meetings.*

Under Brazilian law, only shareholders registered as such in our corporate books may attend our shareholders meetings. All class A preferred shares underlying the ADSs are registered in the name of the depositary. ADS holders may exercise the limited voting rights with respect to our class A preferred shares represented by the ADSs only in accordance with the deposit agreement relating to the ADSs, which provides that voting rights are only available to ADS holders at our discretion. There are practical limitations upon the ability of ADS holders to exercise their voting

rights due to the additional steps involved in communicating with ADS holders. For example, we are required to publish a notice of our shareholders' meetings in certain newspapers in Brazil. To the extent that holders of our class A preferred shares are entitled to vote at a shareholders' meeting, they will be able to exercise their voting rights by attending the meeting in person or voting by proxy. By contrast, holders of the ADSs will receive notice of a shareholders' meeting by mail from the depository following our notice to the ADR depository requesting the ADR depository to do so. To exercise their voting rights, ADS holders must instruct the depository on a timely basis. This noticed voting process will take longer for ADS holders than for holders of class A preferred shares. If it fails to receive timely voting instructions for all or part of the ADSs, the depository will assume that the holders of those ADSs are instructing it to give a discretionary proxy to a person designated by us to vote their ADSs, except in limited circumstances.

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**Table of Contents**

In the limited circumstances in which holders of the ADSs have voting rights, they may not receive the voting materials in time to instruct the depositary to vote the class A preferred shares underlying their ADSs. In addition, the depositary and its agents are not responsible for failing to carry out the voting instructions of the holders of the ADSs or for the manner of carrying out those voting instructions. Accordingly, holders of the ADSs may not be able to exercise their voting rights, and they will have no recourse if the class A preferred shares underlying their ADSs are not voted as requested.

*If holders of the ADSs exchange them for class A preferred shares, they may risk temporarily losing, or being limited in, the ability to remit foreign currency abroad and certain Brazilian tax advantages.*

The Brazilian custodian for the preferred shares underlying the ADSs must obtain an electronic registration number with the Central Bank to allow the depositary to remit U.S. dollars abroad. ADS holders benefit from the electronic certificate of foreign capital registration from the Central Bank obtained by the custodian for the depositary, which permits it to convert dividends and other distributions with respect to the class A preferred shares into U.S. dollars and remit the proceeds of such conversion abroad. If holders of the ADSs decide to exchange them for the underlying preferred shares, they will only be entitled to rely on the custodian's certificate of registration with the Central Bank for five business days after the date of the exchange. Thereafter, they will be unable to remit U.S. dollars abroad unless they obtain a new electronic certificate of foreign capital registration in connection with the preferred shares, which may result in expenses and may cause delays in receiving distributions. See Item 10. Additional Information Exchange Controls.

Also, if holders of the ADSs that exchange the ADSs for our Class A preferred shares do not qualify under the foreign investment regulations, they will generally be subject to less favorable tax treatment of dividends and distribution on, and the proceeds from any sale of, our preferred shares. See Item 10. Additional information Exchange Controls and Item 10. Additional Information Taxation Brazilian Tax Considerations.

*Restrictions on the movement of currency out of Brazil may impair the ability of holders of the 6.450% Notes due 2024, issued by Braskem Finance Limited, or the 2024 Notes, to receive interest and other payments on the notes.*

The Brazilian government may impose temporary restrictions on the conversion of Brazilian currency into foreign currencies and on the remittance to foreign investors of proceeds of their investments in Brazil. Brazilian law permits the government to impose these restrictions whenever there is a serious imbalance in Brazil's balance of payments or there are reasons to foresee a serious imbalance. The Brazilian government imposed remittance restrictions for approximately six months in 1990. Similar restrictions, if imposed in the future, would impair or prevent the conversion of interest payments on the notes from reais into U.S. dollars and the remittance of U.S. dollars abroad to holders of the 2024 Notes. The Brazilian government may take similar measures in the future.

*The foreign exchange policy of Brazil may affect the ability of Braskem to make money remittances outside Brazil in respect of the guarantees.*

Under current Brazilian regulations, Brazilian companies are not required to obtain authorization from the Central Bank in order to make payments under guarantees in favor of foreign persons, such as the holders of the 2024 Notes. We cannot assure you that these regulations will continue to be in force at the time Braskem is required to perform its payment obligations under the guarantees. If these regulations or their interpretation are modified and an authorization from the Central Bank is required, Braskem would need to seek an authorization from the Central Bank to transfer the amounts under the guarantees out of Brazil or, alternatively, make such payments with funds held by Braskem outside Brazil. We cannot assure you that such an authorization will be obtained or that such funds will be available. If such authorization is not obtained, we may be unable to make payments to holders of the 2024 Notes in U.S. dollars. If we

are unable to obtain the required approvals, if needed for the payment of amounts owed by Braskem through remittances from Brazil, we may have to seek other lawful mechanisms to effect payment of amounts due under the notes. However, we cannot assure you that other remittance mechanisms will be available in the future, and even if they are available in the future, we cannot assure you that payment on the 2024 Notes would be possible through such mechanism.

**Table of Contents**

*Judgments of Brazilian courts enforcing Braskem's obligations under the guarantees would be payable only in reais.*

If proceedings are brought in the courts of Brazil seeking to enforce Braskem's obligations under the guarantees, Braskem would not be required to discharge its obligations in a currency other than *reais*. Any judgment obtained against Braskem in Brazilian courts in respect of any payment obligations under the guarantees would be expressed in *reais*. We cannot assure you that this amount in *reais* will afford you full compensation of the amount sought in any such litigation.

*Holders of the ADSs may face difficulties in protecting their interests because we are subject to different corporate rules and regulations as a Brazilian company and our shareholders may have fewer and less well-defined rights.*

Holders of the ADSs are not direct shareholders of our company and are unable to enforce the rights of shareholders under our by-laws and the Brazilian Corporation Law.

Our corporate affairs are governed by our by-laws and the Brazilian Corporation Law, which differ from the legal principles that would apply if we were incorporated in a jurisdiction in the United States, such as the State of Delaware or New York, or elsewhere outside Brazil. Even if a holder of ADSs surrenders its ADSs and becomes a direct shareholder, its rights as a holder of the class A preferred shares underlying the ADSs under the Brazilian Corporation Law to protect its interests relative to actions by our board of directors may be fewer and less well-defined than under the laws of those other jurisdictions.

Although insider trading and price manipulation are crimes under Brazilian law and are the subject of continuously evolving regulations promulgated by the CVM, the Brazilian securities markets are not as highly regulated and supervised as the U.S. securities markets or the markets in some other jurisdictions. In addition, rules and policies against self-dealing or for preserving shareholder interests may be less well-defined and enforced in Brazil than in the United States and certain other countries, which may put holders of our class A preferred shares and the ADSs at a potential disadvantage. Corporate disclosures also may be less complete or informative than for a public company in the United States or in certain other countries.

*Holders of the ADSs may face difficulties in serving process on or enforcing judgments against us and other persons.*

We are a corporation (*sociedade por ações*) organized under the laws of Brazil, and all of our directors and executive officers and our independent public accountants reside or are based in Brazil. Most of our assets and those of these other persons are located in Brazil. As a result, it may not be possible for holders of the ADSs to effect service of process upon us or these other persons within the United States or other jurisdictions outside Brazil or to enforce against us or these other persons judgments obtained in the United States or other jurisdictions outside Brazil. In addition, because a substantial portion of our assets and all of our directors and officers reside outside the United States, any judgment obtained in the United States against us or any of our directors or officers may not be collectible within the United States. Because judgments of U.S. courts for civil liabilities based upon the U.S. federal securities laws may only be enforced in Brazil if certain conditions are met, holders may face greater difficulties in protecting their interests in the case of actions by us or our directors or executive officers than would shareholders of a U.S. corporation.

*We cannot assure you that a judgment of a U.S. court for liabilities under U.S. securities laws would be enforceable in Brazil or the Cayman Islands, or that an original action can be brought in Brazil or the Cayman Islands against Braskem or Braskem Finance Limited or their respective officers and directors for liabilities under U.S. securities laws, among others.*



Braskem Finance Limited is an exempted company incorporated with limited liability under the laws of the Cayman Islands. Braskem is a corporation organized under the laws of Brazil. All of the directors of Braskem Finance Limited, all of the directors and officers of Braskem and some of the advisors named herein reside in Brazil or elsewhere outside the United States, and all or a significant portion of the assets of such persons may be located

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**Table of Contents**

outside the United States. As a result, it may not be possible for investors to effect service of process within the United States or other jurisdictions outside Brazil upon such persons, or to enforce against such persons judgments predicated upon the civil liability provisions of the U.S. federal securities laws or the laws of such other jurisdictions. In addition, it may not be possible to bring an original action in Brazil against Braskem for liabilities under applicable securities laws. Furthermore, as most of our assets are located in Brazil, any action for enforceability of the guarantees would likely need to be validated by the courts of Brazil. We cannot assure you that such judicial validation would be obtained in a timely manner or at all.

*Actual or anticipated sales of a substantial number of class A preferred shares could decrease the market prices of our class A preferred shares and the ADSs.*

Sales of a substantial number of our class A preferred shares could negatively affect the market prices of our class A preferred shares and the ADSs. If, in the future, substantial sales of shares are made through the securities markets by OSP, Petrobras or other existing or future holders of class A preferred shares, the market price of our class A preferred shares and, by extension, the ADSs may decrease significantly. As a result, holders of the ADSs may not be able to sell the ADSs at or above the price they paid for them.

*Holders of the ADSs or class A preferred shares in the United States may not be entitled to the same preemptive rights as Brazilian shareholders have, pursuant to Brazilian legislation, in the subscription of shares resulting from capital increases made by us.*

Under Brazilian law, if we issue new shares in exchange for cash or assets as part of a capital increase, subject to certain exceptions, we must grant our shareholders preemptive rights at the time of the subscription of shares, corresponding to their respective interest in our share capital, allowing them to maintain their existing shareholding percentage. We may not legally be permitted to allow holders of ADSs or class A preferred shares in the United States to exercise any preemptive rights in any future capital increase unless (1) we file a registration statement for an offering of shares resulting from the capital increase with the SEC, or (2) the offering of shares resulting from the capital increase qualifies for an exemption from the registration requirements of the Securities Act. At the time of any future capital increase, we will evaluate the costs and potential liabilities associated with filing a registration statement for an offering of shares with the SEC and any other factors that we consider important in determining whether to file such a registration statement. We cannot assure the holders of the ADSs or class A preferred shares in the United States that we will file a registration statement with the SEC to allow them to participate in any of our capital increases. As a result, the equity interest of such holders in our company may be diluted.

*Brazilian tax laws may have an adverse impact on the taxes applicable to the disposition of our ADSs and preferred shares.*

According to Law No. 10,833, enacted on December 29, 2003, if a nonresident of Brazil disposes of assets located in Brazil, the transaction will be subject to taxation in Brazil, even if such disposition occurs outside Brazil or if such disposition is made to another nonresident. Dispositions of our ADSs between nonresidents, however, are currently not subject to taxation in Brazil. Nevertheless, in the event that the concept of disposition of assets is interpreted to include the disposition between nonresidents of assets located outside Brazil, this tax law could result in the imposition of withholding taxes in the event of a disposition of our ADSs made between nonresidents of Brazil. Due to the fact that as of the date of this annual report Law No. 10,833/2003 has no judicial guidance as to its application, we are unable to predict whether an interpretation applying such tax laws to dispositions of our ADSs between nonresidents could ultimately prevail in Brazilian courts. See Item 10. Additional Information Taxation Brazilian Tax Considerations.

*The relative volatility and liquidity of the Brazilian securities markets may adversely affect holders of our class A preferred shares and the ADSs.*

The Brazilian securities markets are substantially smaller, less liquid and more volatile than major securities markets in the United States and other jurisdictions, and may be regulated differently from the manner in which U.S. investors are accustomed. Factors that may specifically affect the Brazilian equity markets may limit the ability of holders of the ADSs to sell class A preferred shares underlying ADSs at a price and at a time when they wish to do so and, as a result, could negatively impact the market price of the ADSs themselves.

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**Table of Contents**

*Developments in the international capital markets may decrease the market price of our securities, including class A preferred shares, ADSs and 2024 Notes.*

The market price of our *securities, including* class A preferred shares, ADSs and 2024 Notes may be adversely affected by declines in the international financial markets and world economic conditions. Brazilian securities markets are influenced, to varying degrees, by economic and market conditions in other countries, especially those in Latin America.

Although economic conditions are different in each country, investors' reaction to developments in one country may affect the securities markets and the securities of issuers in other countries, including Brazil. The recent global economic and financial crisis has had a significant negative impact on the economies of countries around the world. Developed economies like the United States have sustained some of the most direct effects while some emerging economies like China have suffered substantial but comparatively milder effects. More recently, several European economies have revealed significant macroeconomic imbalances. We cannot assure you that the market for Brazilian securities will not continue to be affected negatively by events elsewhere. Any adverse economic developments in other emerging markets may adversely affect investor confidence in securities issued by Brazilian companies, causing their market price and liquidity to suffer. Any such developments could immediately affect our ability to raise capital when needed and the market price of our *securities, including* class A preferred shares, ADSs and 2024 Notes.

*The imposition of IOF taxes may indirectly influence the price and volatility of our ADSs and preferred shares.*

Brazilian law imposes the IOF/Exchange Tax, on the conversion of *reais* into foreign currency and on the conversion of foreign currency into *reais*. The objective of this tax is to slow the pace of speculative inflows of foreign capital into the Brazilian market and the appreciation of the *real* against the U.S. dollar. The imposition of this tax may discourage foreign investment in shares of Brazilian companies, including our company, due to higher transaction costs, and may negatively impact the price and volatility of our ADSs and preferred shares on the NYSE and the Brazilian Securities, Commodities and Futures Exchange (*BM&FBOVESPA – Bolsa de Valores, Mercadorias e Futuros*), or BM&FBOVESPA. See Item 10. Additional information Taxation Brazilian Tax Considerations.

*Because Braskem Finance Limited has no operations of its own, holders of the 2024 Notes must depend on Braskem to provide Braskem Finance Limited with sufficient funds to make payments on the 2024 Notes when due.*

Braskem Finance Limited, a wholly-owned subsidiary of Braskem incorporated in the Cayman Islands, has no operations other than the issuing and making payments on the 2024 Notes and other indebtedness ranking equally with the 2024 Notes, and using the proceeds therefrom as permitted by the documents governing these issuances, including lending the net proceeds of the 2024 Notes and other indebtedness incurred by Braskem Finance Limited to Braskem and subsidiaries of Braskem. Accordingly, the ability of Braskem Finance Limited to pay principal, interest and other amounts due on the 2024 Notes and other indebtedness will depend upon our financial condition and results of operations and our subsidiaries that are creditors of Braskem Finance Limited. In the event of an adverse change in our financial condition or results of operations and our subsidiaries that are creditors of Braskem Finance Limited, these entities may be unable to service their indebtedness to Braskem Finance Limited, which would result in the failure of Braskem Finance Limited to have sufficient funds to repay all amounts due on or with respect to the 2024 Notes.

*Payments on Braskem's guarantees will be junior to Braskem's secured debt obligations and effectively junior to debt obligations of Braskem's subsidiaries and jointly controlled companies.*

The 2024 Notes will be fully guaranteed by Braskem on an unsecured basis. The Braskem guarantees will constitute senior unsecured obligations of Braskem. The guarantees will rank equal in right of payment with all of Braskem's other existing and future senior unsecured indebtedness. Although the guarantees will provide the holders of the 2024 Notes with a direct, but unsecured claim on Braskem's assets and property, payment on the guarantees will be subordinated to secured debt of Braskem to the extent of the assets and property securing such debt. Payment on the guarantees will also be structurally subordinated to the payment of secured and unsecured debt and other creditors of Braskem's subsidiaries and jointly controlled companies.

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**Table of Contents**

Upon any liquidation or reorganization of Braskem, any right of the holders of the 2024 Notes, through enforcement of the guarantees, to participate in the assets of Braskem, including the capital stock of its subsidiaries and jointly controlled entities, will be subject to the prior claims of Braskem's secured creditors, and to participate in the assets of Braskem's subsidiaries and jointly controlled entities will be subject to the prior claims of the creditors of its subsidiaries and jointly controlled entities. The indenture relating to the 2024 Notes includes a covenant limiting the ability of Braskem and its subsidiaries to create or suffer to exist liens, although this limitation is subject to significant exceptions.

As of December 31, 2015, Braskem had (1) consolidated corporate debt, net of transaction costs, of R\$27,350.5 million (US\$7,004.3 million), and (2) the Braskem Idesa Financing of R\$12,277.4 million (US\$3,144.2 million). Of the consolidated corporate debt, R\$5,475.1 million (US\$1,402.3 million) was unsecured debt of Braskem, R\$3,727.9 million (US\$954.7 million) was secured debt of Braskem, R\$5,478.1 million (US\$1,402.9 million) was debt of Braskem's subsidiaries and special purpose entities (other than Braskem Finance Limited and Braskem Idesa S.A.P.I.).

Braskem conducts a portion of its business operations through subsidiaries and jointly controlled companies, including Braskem Qpar, Braskem Petroquímica (formerly Quattor Petroquímica S.A.), Braskem America and QuantiQ. In servicing payments to be made on its guarantees of the 2024 Notes, Braskem will rely, in part, on cash flows from these subsidiaries and jointly controlled companies, mainly in the form of dividend payments and interest on shareholders' equity. The ability of these subsidiaries and jointly controlled entities to make dividend payments to Braskem will be affected by, among other factors, the obligations of these entities to their creditors, requirements of Brazilian corporate and other law, and restrictions contained in agreements entered into by or relating to these entities.

*Braskem's obligations under the guarantees are subordinated to certain statutory preferences.*

Under Brazilian law, Braskem's obligations under the guarantees are subordinated to certain statutory preferences. In the event of a liquidation, bankruptcy or judicial reorganization of Braskem, such statutory preferences, including post-petition claims, claims for salaries, wages, social security, taxes and court fees and expenses and claims secured by collateral, among others, will have preference over any other claims, including claims by any investor in respect of the guarantees. In such event, enforcement of the guarantees may be unsuccessful, and holders of the 2024 Notes may be unable to collect amounts that they are due under the 2024 Notes.

*Brazilian bankruptcy laws may be less favorable to you than bankruptcy and insolvency laws in other jurisdictions.*

If we are unable to pay our indebtedness, including our obligations under the guarantees, then we may become subject to bankruptcy proceedings in Brazil. The bankruptcy laws of Brazil currently in effect are significantly different from, and may be less favorable to creditors than, those of certain other jurisdictions. For example, holders of the 2024 Notes may have limited voting rights at creditors' meetings in the context of a court reorganization proceeding. In addition, any judgment obtained against us in Brazilian courts in respect of any payment obligations under the guarantees normally would be expressed in the *real* equivalent of the U.S. dollar amount of such sum at the exchange rate in effect (1) on the date of actual payment, (2) on the date on which such judgment is rendered, or (3) on the date on which collection or enforcement proceedings are started against us. Consequently, in the event of our bankruptcy, all of our debt obligations that are denominated in foreign currency, including the guarantees, will be converted into *reais* at the prevailing exchange rate on the date of declaration of our bankruptcy by the court. We cannot assure you that such rate of exchange will afford full compensation of the amount invested in the 2024 Notes plus accrued interest.



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**Table of Contents**

**ITEM 4. INFORMATION ON THE COMPANY**

According to IHS we are the largest producer of thermoplastic resins in the Americas, based on annual production capacity of our 29 plants in Brazil, five plants in the United States and two plants in Germany as of December 31, 2015. We are the only producer of ethylene, polyethylene and polypropylene in Brazil. We produce a diversified portfolio of petrochemical and thermoplastic products and have a strategic focus on thermoplastic resins, including polyethylene, polypropylene and PVC. We are also the seventh largest Brazilian company, based on net revenue in 2014, according to Valor Magazine. We recorded net sales revenue of R\$47,562.4 million and a net profit of R\$2,760.2 million during the year ended December 31, 2015.

As of December 31, 2015, our business operations were organized into five production business units, which corresponded to our principal production processes, products and services. Our business units were as follows:

our Basic Petrochemicals Unit, which includes our production and sale of basic petrochemicals at the petrochemical complex located in Camaçari in the State of Bahia, or the Northeastern Complex, the petrochemical complex located in Triunfo in the State of Rio Grande do Sul, or the Southern Complex, the petrochemical complex located in Capuava in the State of São Paulo, or the São Paulo Complex and the Rio de Janeiro Complex and our supply of utilities produced at these complexes to second generation producers, including some producers owned or controlled by our company. This segment accounted for net sales revenue of R\$24,269.8 million, or 43.2% of the net sales revenue of all reportable segments, including net sales to our other business units, and had an operating margin of 13.9% in 2015;

our Polyolefins Unit, which includes the production and sale of polyethylene, including the production of green polyethylene from renewable resources, and polypropylene produced by our company in Brazil. This segment accounted for net sales revenue of R\$19,986.2 million, or 35.6% of the net sales revenue of all reportable segments, including net sales to our other business units, and had an operating margin of 15.9% in 2015;

our Vinyls Unit, which includes our production and sale of PVC and caustic soda. This segment accounted for net sales revenue of R\$2,780.1 million, or 5.0% of the net sales revenue of all reportable segments, including net sales to our other business units, and had an operating margin of 4.0% in 2015;

our USA and Europe Unit, which includes our production, operations and sale of polypropylene in the United States and Germany. This segment accounted for net sales revenue of R\$8,239.9 million, or 14.7% of the net sales revenue of all reportable segments, including net sales to our other business units, and had an operating margin of 10.6% in 2015; and

our Chemical Distribution Unit, which includes the operations of QuantiQ and IQAG and distributes petrochemical products manufactured by our company and other domestic and international companies. This segment accounted for net sales revenue of R\$874.6 million, or 1.6% of the net sales revenue of all reportable segments, including net sales to our other business units, and had an operating margin of 6.1% in 2015.



## Strategy of Our Company

Our strategic objective is to satisfy our customers in the plastics value chain and the chemical industry in Brazil and the Americas, while maximizing return on the capital invested by shareholders.

The key elements of our strategy include:

***Differentiation of Our Business.*** We recognize the cyclical nature of the markets for our petrochemical products and believe that, by focusing on relationships with our customers, we can foster customer loyalty even during periods of lower demand. For instance, we offer our customers more flexible delivery options and credit terms than importers, which typically offer deliveries only through port facilities financed through letters of credit. Our growth strategy is centered on increasing the consumption of our products,

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**Table of Contents**

enabling customers to substitute non-plastic materials with thermoplastic resins. We are seeking to establish close, long-term relationships with our customers and are committed to providing technological support and solutions to our customers through our research centers in Rio Grande do Sul (Brazil), and in Pittsburgh, Pennsylvania (United States), which develop processes, products and applications for the petrochemical sector and which, as of December 31, 2015, collectively had 234 employees.

***Acquisition of Feedstocks at Competitive Prices and Diversification of Feedstock.*** In order to obtain feedstocks at competitive prices, we are constantly seeking to diversify our feedstock profile and to negotiate purchases of feedstocks at competitive prices.

As part of our efforts to acquire feedstock at competitive prices, in 2012 we acquired from Sunoco Chemicals, in the United States, a propylene splitter that was integrated into our unit in Marcus Hook, Pennsylvania. This acquisition provides a long-term solution to the unit's propylene supply. Additionally, we have entered into a partnership with Enterprise Products in the United States, which will supply approximately 65% of the propylene feedstock required by our three plants in the U.S. Gulf region. In addition to guaranteeing the supply of this feedstock for 15 years, the partnership establishes Enterprise's obligation to build a propane dehydrogenation plant (PDH) that will use shale gas and other non-traditional feedstock sources, giving Braskem access to competitive opportunities in gas-based feedstock in the region.

With respect to the diversification of our feedstock profile, we have advanced in the construction of the Ethylene XXI Project, a complex in Mexico that will include a cracker using ethane as feedstock and three integrated polyethylene plants with annual capacity of 1.05 million tons, with startup slated for the first half of 2016. Developed through a joint venture with Idesa, Braskem Idesa has entered into a long-term supply contract to purchase ethane from Pemex Gas y Petroquímica Básica, or Pemex Gas, a state-owned Mexican company, under competitive commercial conditions. In 2016, we expect to invest approximately R\$380 million to enable the use of up to 15% of ethane as raw material in the Northeastern Complex in Brazil. The project will modernize this industrial unit and improve the port infrastructure. We expect to complete this modernization in the second half of 2017. Furthermore, we entered into a long-term ethane supply agreement with a U.S. company with pricing based on the Mont Belvieu market prices. These are strategies that we use to diversify our feedstock and increasing our competitiveness in the petrochemical supply chain in Brazil.

Additionally, we are involved in studies for a new project for the integrated production of polyethylene in the state of West Virginia. This project, called the Appalachian Shale Cracker Enterprise, or the Ascent Project, contemplates the involvement of third party investors. The role of each participant and the business model of the project has not yet been determined and will be subject to board approval if the initial findings of the study are positive. Given recent developments in the world energy markets, we are considering new oil price models into this project analysis.

***Expansion in Selected International Markets.*** As part of the continuous evaluation of our business and plans, we regularly consider a range of strategic options and transactions. From time to time, we consider a variety of potential strategic transactions to expand our presence in the global petrochemicals market. We plan to expand the production capacity of our business units during the next several years by constructing new facilities (greenfield projects) with access to competitive raw material sources independently or in conjunction with third parties and/or through the acquisition of petrochemical producers that currently compete with us or produce complementary products.

We believe that additional capacity purchased or developed by us together with joint venture partners will enable us to maintain and expand our leadership position in the Americas and support the growth of our main markets.

***New Business Opportunities.*** We seek to pursue new business opportunities by developing new and specialized products and technologies, including the following:

We have expanded and converted one of our polyethylene production lines in Bahia to produce metallocene-based linear low density polyethylene. This resin has distinctive characteristics for the flexible packaging industry, including greater resistance to impact and punctures, higher polish and greater transparency. This production line commenced operations in the fourth quarter of 2014;

**Table of Contents**

We are continuously evaluating opportunities to improve our existing products and to act as partner or supplier in connection with the manufacture of new value-added products; and

We are seeking a strong position in the technological development of chemicals from renewable resources and/or using production processes that generate fewer emissions by investing in research, development and technological innovation.

***Long-Term Naphtha Agreement***

On December 23, 2015, we and Petrobras entered into a Petrochemical Naphtha Purchase Agreement. This long-term naphtha agreement was the result of our efforts with Petrobras to renegotiate agreements terminated in February 2014 for the supply of naphtha to our basic petrochemicals plants.

Under the terms of this new agreement:

Petrobras has agreed to sell and deliver naphtha, for a period of five years, to our basic petrochemicals plants in the Northeastern, Southeastern and the Southern Complex exclusively for our use as a raw material;

we are required to purchase a minimum monthly volume of naphtha;

we provide Petrobras with a firm commitment order for naphtha each month, together with an estimate of the volume of naphtha that we will purchase over the following six months;

we may request volumes of naphtha that exceed a monthly firm commitment order, which Petrobras may supply at its discretion;

naphtha's price is based on 102.1% of ARA;

the contract may be amended in the event that unforeseen extraordinary events occur that cause a disruption in the economic-financial equilibrium of the contract;

the contract can be renegotiated from January 2018 onwards depending on the occurrence of certain specific markets events for each party;

parties may terminate the contract, without prior notice, in the event of: (1) failure to cure any breach of the contract following a 30 day grace period; (2) a force majeure event that continues for more than 90 days; (3) transfer or offer as a guaranty all or part of its rights and obligations under the contract to a third party without prior consent; (4) change of ownership or corporate purposes that conflicts with the object of the contract; (5) dissolution; or (6) failure to perform the compliance obligations of the contract.

Petrobras may terminate the contract, without prior notice, in the event of bankruptcy or liquidation of Braskem.

### **History and Development of Our Company**

Our business began when the Odebrecht Group (comprised of Odebrecht S.A. and its subsidiaries) and Mariani Group acquired control of Copene, a raw materials petrochemical complex in Camaçari, in July 2001, and then subsequently integrated their assets in the petrochemical sector with Copene. From 2001 to 2004, we underwent a corporate reorganization and merged many recently acquired companies. In addition, we acquired Polialden in 2005 and Politeno in 2006.

**Table of Contents**

Through a partnership with Petrobras, we began consolidating the Southern Complex in Brazil in March 2007 with the acquired petrochemical assets from the Ipiranga group. In November 2007, we signed an agreement with Petrobras and Odebrecht, which required them to contribute part of their assets in the petrochemical sector to Braskem. In September 2008, Ipiranga Petroquímica, Petroquímica Paulínia and the spun-off portion of Ipiranga Química were merged into our company. In May 2009, our merger with Triunfo was approved.

In January 2010, we announced the acquisition of Quattor in order to strengthen the Brazilian petrochemical sector and establish ourselves among the five largest and most competitive petrochemical companies in the world. In February 2010, we announced the acquisition of the polypropylene assets of Sunoco Chemicals, the fourth largest producer of this resin in the United States. This acquisition represented an important step towards strengthening our internationalization strategy, which combines our growth in the U.S. market with alternative access to competitive raw materials and main consumer markets. As a result of this acquisition, we became a leader of thermoplastic resins in the Americas, consolidating our position as a major player in the international petrochemical market and the third largest global player in the polypropylene industry.

In July 2011, we announced the acquisition of Dow Chemical's polypropylene business, including four plants (two plants in the United States and two plants in Germany). The U.S. assets, located in Freeport and Seadrift, Texas, have a combined annual production capacity of 545,000 tons, which represented a 50% increase in annual capacity polypropylene production in the United States. The German assets, located in the cities of Wesseling and Schkopau, have a combined annual production capacity of 545,000 tons. This acquisition represented an important step in the consolidation of our international strategy, positioning us as the largest producer of polypropylene in the United States.

The following discussion highlights the important developments in our business since January 1, 2015.

**Table of Contents**

**Our Corporate Structure**

The following chart presents our ownership structure and the corporate structure of our principal subsidiaries as of the date of this annual report. The percentages in bold italics represent the direct and indirect percentage of the voting share capital owned by each entity, and the percentages not in bold italics represent the direct and indirect percentage of the total share capital owned by each entity.

**Basic Petrochemicals Unit**

As of December 31, 2015, according to IHS, our Basic Petrochemicals Unit's facilities had one of the largest annual production capacities of all first generation producers in Latin America. Including net sales to our other business units, our Basic Petrochemicals Unit generated net sales revenue of R\$24,269.8 million in 2015, or 43.2% of the net sales revenue of all reportable segments. Net sales revenue generated by internal sales to our other business units was R\$11,526.0 million during 2015, representing 47.5% of the net sales revenue of our Basic Petrochemicals Unit.

Our Basic Petrochemicals Unit is comprised of the basic petrochemicals operations conducted by our company in the Northeastern Complex, the Southern Complex, the São Paulo Complex and the Rio de Janeiro Complex.

Our Basic Petrochemicals Unit produces:

olefins, such as ethylene, polymer and chemical grade propylene, butadiene, isoprene and butene-1;

**Table of Contents**

BTX products;

fuels, such as automotive gasoline and liquefied petroleum gas, or LPG;

intermediates, such as cumene; and

other basic petrochemicals, such as ethyl tertiary butyl ether, or ETBE, solvent C9 and pyrolysis C9. The products of our Basic Petrochemicals Unit are used primarily in the manufacture of intermediate second generation petrochemical products, including those manufactured by our Polyolefins Unit and our Vinyls Unit. Our Basic Petrochemicals Unit also supplies other second generation producers in each of the petrochemical complexes in which we operate and other companies located outside of these complexes, and renders services to those producers. In 2015, 83.1% of our Basic Petrochemicals Unit's net sales revenue (including intra-company sales) was derived from the sale of basic petrochemicals, 6.3% from the sale of fuels, 4.5% from the sale of naphtha and condensate, 3.0% from the sale of intermediates and 3.1% from the sale of utilities and services. In 2015, 47.5% of our Basic Petrochemicals Unit's net sales revenue from sales of basic petrochemicals was derived from sales made to our Polyolefins and Vinyls Units.

***Products of Our Basic Petrochemicals Unit***

Our other business units and third-party petrochemical producers use ethylene and propylene produced by our Basic Petrochemicals Unit to produce second generation products such as polyethylene, polypropylene and PVC. We also sell butadiene, a variety of aromatics, including BTX products, and intermediates, such as cumene, to third-party petrochemical producers for use as raw materials in the production of a variety of second generation products, including synthetic rubber, elastomers, resins, nylon fibers, ethyl benzene (which is used to make styrene monomer/polystyrene), linear alkyl benzene, purified terephthalic acid, dimethyl terephthalate, bisphenol A, a feedstock for the production of polycarbonate resins, phthalic anhydride, plasticizers and paint.

The following table sets forth the sales volume of basic petrochemicals by our Basic Petrochemicals Unit (excluding our intra-company sales) for the periods indicated.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(thousands of tons)</b>		
Domestic sales:			
Ethylene	485.8	499.6	531.8
Propylene	246.1	208.9	209.9
Cumene	206.0	211.6	234.1
Butadiene	220.1	210.0	210.8
BTX products(1)	724.7	716.0	686.3
Others	443.5	394.9	395.0
Total domestic sales of basic petrochemicals	2,326.2	2,241.0	2,267.9
Total export sales of basic petrochemicals	1,237.0	1,324.9	1,274.6



Total sales of basic petrochemicals	3,563.2	3,565.9	3,542.5
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(1) Includes benzene, toluene, ortho-xylene, para-xylene and mixed xylenes.

**Table of Contents**

In addition, we had the following intra-company sales:

	Year Ended December 31,		
	2015	2014	2013
	(thousands of tons)		
Ethylene	2,793.5	2,704.3	2,828.2
Propylene	942.7	859.5	977.9
Benzene			7.5

***Production Facilities of Our Basic Petrochemicals Unit***

We believe that the technological processes we use at our basic petrochemicals plants are among the most advanced in the world. Our Basic Petrochemicals Unit currently owns and operates:

five major basic petrochemicals units in the Northeastern Complex (two olefins units, two aromatics units and one utilities unit);

four major basic petrochemicals units in the Southern Complex (two olefins units, one aromatics unit, and one utilities unit);

three basic petrochemicals units in the São Paulo Complex (one olefins unit, one aromatics unit and one utilities unit); and

two basic petrochemicals units in the Rio de Janeiro Complex (one olefins unit and one utilities unit).

We define the term **unit** to mean several production lines that are linked together to produce olefins, aromatics or utilities.

The table below sets forth the primary products of our Basic Petrochemicals Unit, annual production capacity as of December 31, 2015 and annual production for the years presented.

Primary Products	Annual Production Capacity	Production For the Year Ended December 31,		
		2015	2014	2013
		(in tons)		
<b>Olefins:</b>				
Ethylene	3,952,000	3,357,078	3,237,886	3,372,825
Propylene	1,585,000	1,389,796	1,306,636	1,505,595
Butadiene	480,000	389,272	374,827	389,854
<b>Aromatics:</b>				
BTX products(1)	1,479,000	1,031,280	1,013,873	1,217,831

(1) Consists of benzene, toluene, para-xylene and ortho-xylene.

***Raw Materials of Our Basic Petrochemicals Unit***

*Naphtha*

Naphtha is the main raw material that we use to produce our basic petrochemical products and represents the principal production and operating cost of our Basic Petrochemicals Unit. We also use condensate as a raw material in our basic petrochemicals units in the Southern Complex.

The price of naphtha and condensate that we purchase varies primarily based on changes in the U.S. dollar-based international price of crude oil. Naphtha and condensate accounted for 59.0% of the total cost of sales of our Basic Petrochemicals Unit during 2015, and naphtha accounted for 45.2% of our direct and indirect consolidated cost of sales and services rendered during 2015.

**Table of Contents**

The following table shows the average Amsterdam-Rotterdam-Antwerp market price of naphtha for the periods indicated.

	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
Average(1)	US\$ 332.82	US\$ 461.89	US\$ 836.23	US\$ 903.01
Month ended:				
January	317.83	396.91	918.58	932.95
February	293.00	502.13	913.65	991.86
March	351.07	504.86	911.40	910.29
April	372.00	525.61	925.63	815.70
May		550.86	937.84	833.20
June		538.07	952.45	843.60
July		472.37	935.59	876.79
August		403.38	865.81	913.88
September		411.66	841.36	929.81
October		430.26	711.52	901.87
November		419.18	628.94	929.33
December		387.41	491.98	956.78

(1) The information in the Average row represents the mean average monthly naphtha prices during each respective year.

Source: IHS

**Supply Contracts and Pricing of the Basic Petrochemicals Unit***Naphtha*

The following table shows the distribution of the naphtha purchases by our Basic Petrochemicals Unit for the periods indicated by geographic location of the suppliers.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Brazil	55.5%	69.8%	72.4%
Algeria	19.7%	10.2%	13.0%
United States of America	4.5%		
Venezuela	9.9%	9.0%	9.0%
Others	10.4%	11.0%	5.7%
Total	100%	100%	100%

*Supply Contracts with Petrobras*

On December 23, 2015, we and Petrobras entered into a new five-year Naphtha Purchase Agreement. This contract replaced the naphtha supply contract between our company and Petrobras for the supply of naphtha to our basic petrochemicals plants located in the Northeastern Complex and superseded the naphtha supply contract between our company and Petrobras for the supply of naphtha to our basic petrochemicals plants located in the Southern Complex. The new contract will expire in December 2020.

Under the terms of this new agreement:

Petrobras has agreed to sell and deliver naphtha, for a period of five years, to our basic petrochemicals plants in the Northeastern, Southeastern and the Southern Complex exclusively for our use as a raw material;

**Table of Contents**

we are required to purchase a minimum monthly volume of naphtha;

we provide Petrobras with a firm commitment order for naphtha each month, together with an estimate of the volume of naphtha that we will purchase over the following six months;

we may request volumes of naphtha that exceed a monthly firm commitment order, which Petrobras may supply at its discretion;

the price we pay for naphtha is equal to 102.1% of ARA;

the contract will be amended in the event that unforeseen extraordinary events occur that cause a disruption in the economic-financial equilibrium of the contract;

beginning in January 2018, either party can renegotiate the contract upon the occurrence of certain market events;

either party may terminate the contract, without prior notice, in the event of: (1) failure to cure any breach of the contract following a 30 day grace period; (2) a force majeure event that continues for more than 90 days; (3) transfer or offer as a guaranty all or part of either party's rights and obligations under the contract to a third party without the other party's consent; (4) an alteration of ownership or corporate purposes that conflicts with the object of the contract; (5) dissolution; or (6) failure to comply with the compliance obligations of the contract; and

Petrobras may terminate the contract, without prior notice, in the event of our bankruptcy or liquidation.

*Supply Arrangements with SONATRACH*

La Société Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation des Hydrocarbures, or SONATRACH (the Algerian national oil company), is one of our suppliers of imported naphtha and condensate. We have imported naphtha supplied by SONATRACH since 2002. On an annual basis, we negotiate the minimum and maximum volumes of naphtha and condensate that we will purchase from SONATRACH. In the event that we were unable to renew our supply arrangements with SONATRACH, we believe that we could purchase sufficient quantities of naphtha from other suppliers to meet the supply needs of our basic petrochemicals plants.

*Other Supply Contracts*

As part of our strategy to diversify our sources of supply of naphtha, we are acquiring naphtha under annual supply arrangements with Venezuelan and multinational suppliers.

*Spot Market Purchases of Naphtha*

In addition to our supplies of naphtha under the agreements described above, we purchase naphtha on the spot market from time to time from foreign suppliers located in Africa, Europe, North America and Latin America.

*Ethane and Propane*

Ethane and propane are the principal raw materials that we use to produce our basic petrochemical products in the Rio de Janeiro Complex and represent the principal production and operating cost of the basic petrochemicals unit in the Rio de Janeiro Complex. The price of ethane and propane that we purchase varies primarily based on changes in the U.S. dollar-based international price of these feedstocks.

**Table of Contents**

In December 2000, RioPol and Petrobras entered into an ethane and propane supply agreement. The initial term of this contract expires in 2020 and this agreement is automatically renewable for one two-year period, unless either party notifies the other party in writing, at least one year prior to the expiration of the contract, that it does not intend to renew this agreement. Under the terms of this agreement:

Petrobras agrees to sell and deliver ethane and propane to our basic petrochemical plant in the Rio de Janeiro Complex exclusively for use as a raw material;

we are required to purchase and Petrobras is required to deliver a minimum annual volume of ethane and/or propane;

we agree to provide Petrobras with a firm commitment order for ethane and propane each month, together with an estimate of the volume of ethane and propane that we will purchase over the immediately succeeding four months;

the price for ethane and propane is based on the US Marketscan Mont Belvieu price; and

Petrobras may terminate the contract, without prior notice, in the event of: (1) our failure to cure any breach of the contract following a 60-day grace period; (2) a force majeure event that continues for more than 365 days; (3) we transfer or offer as a guaranty all or part of our rights and obligations under the contract to a third party without Petrobras consent; and (4) the dissolution, bankruptcy or liquidation of RioPol.

*Light Refinery Hydrocarbons*

In January 2005, Braskem Qpar and Petrobras entered into an agreement for the purchase and sale of a stream of light refinery hydrocarbons, from which we separate ethylene and propylene. This agreement provides that we and Petrobras will negotiate the renewal of this agreement prior to its expiration in 2020 and that, in the event that Petrobras does not intend to renew this agreement, it must notify us at least two years prior to the expiration of this agreement and must perform under the terms and conditions of this agreement until 2028. Under the terms of this agreement:

Petrobras agrees to sell and deliver light refinery hydrocarbons to our basic petrochemical plant in the São Paulo Complex exclusively for use as raw materials;

we are required to purchase a minimum daily volume of light refinery hydrocarbons;

the price for light refinery hydrocarbons is based on a variety of market indices;



the contract will be amended in the event that unforeseen extraordinary events occur that cause a disruption in the economic-financial equilibrium of the contract; and

Petrobras may terminate the contract, without prior notice, in the event of: (1) our failure to cure any breach of the contract following a 30-day grace period; (2) a *force majeure* event that prevents the execution of the contract; (3) we transfer or offers as a guarantee all or part of its rights, obligations and credits under the contract to a third party without Petrobras' consent, unless the third party is a member of our economic group; (4) the dissolution or bankruptcy of Braskem S.A; and (5) a change of entity type, merger, sale, spin-off or any other corporate reconstruction of Braskem S.A that conflicts with or impedes the execution of contract's object.

*Utilities*

We self-generated approximately 36% of the Bahia Complex's energy consumption. About 53% of the demand was supplied by Companhia Hidrelétrica do São Francisco, or CHESF, a Brazilian government-owned electric power generation company. The remaining energy was supplied under long-term contracts in the free power market (*Mercado Livre de Energia*) from several companies.

**Table of Contents**

Approximately 78% of the Alagoas Complex's energy consumption was supplied by CHESF. About 15% of the demand was delivered by Eletrobras Alagoas, another Brazilian government-owned electric power generation company. The remainder energy was supplied under long-term contracts in the free power market from several companies

We self-generated approximately 35% of the Southern Complex's energy consumption, and the remainder energy was acquired primarily under long-term contracts in the free power market from several companies.

We self-generated approximately 11% of the São Paulo Complex's energy consumption, and the remainder energy was acquired primarily under long-term contracts in the free power market from several companies.

We purchased substantially all of the energy consumption requirements of the Rio de Janeiro Complex's from Petrobras Energia until August 2015 when the contract expired. Since then, we acquired all energy consumption from other energy suppliers under several long-term contracts.

***Sales and Marketing of Our Basic Petrochemicals Unit***

We sell our basic petrochemical products principally in Brazil, mainly to second generation petrochemical producers, including our other business units, as well as to customers in the United States, Europe, South America and Asia.

As is common with other first generation petrochemical producers, our Basic Petrochemicals Unit has a high concentration of sales to a limited number of customers. Net sales to our Basic Petrochemicals Unit's 10 largest customers (excluding intra-company sales) accounted for 61% of our Basic Petrochemicals Unit's total net sales revenue (excluding intra-company sales) during the year ended December 31, 2015.

The following table sets forth our net sales revenue derived from domestic and export sales, excluding inter-company sales, by our Basic Petrochemicals Unit for the years indicated:

	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(in millions of reais)</b>		
Net sales revenue:			
Domestic sales	R\$ 7,523.5	R\$ 8,459.5	R\$ 7,786.3
Export sales	4,944.2	5,389.8	5,661.7
	R\$ 12,467.7	R\$ 13,849.3	R\$ 13,448.0

***Domestic Sales of Basic Petrochemicals***

As part of our commercial strategy, our Basic Petrochemicals Unit focuses on developing longer-term relationships with our customers and entering into long-term supply contracts that provide for minimum and maximum quantities to be purchased and monthly deliveries. We determine the domestic prices that we charge for ethylene by reference to Western European contract prices. We determine the domestic prices that we charge for propylene based on a formula under which 34% of the price is determined by reference to Northwest Europe prices and the remaining 66% is determined by reference to the North American contract prices. We determine the domestic price of butadiene by reference to the U.S. Gulf contract price, and our price for butadiene, unlike our prices for our other basic

petrochemical products, include freight costs. We set the domestic prices of our BTX products, including benzene, para-xylene, ortho-xylene and toluene by reference to North American spot market prices. We set the domestic prices of solvents by reference to international market prices and we determine the domestic prices for our other olefins and aromatics products with reference to several market indicators.

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## **Table of Contents**

### *Export Sales of Basic Petrochemicals*

We export basic petrochemicals mainly to customers in the United States and in Europe. We set export prices for:

benzene, toluene and para-xylene with reference to market prices prevailing in the U.S. Gulf market; and

propylene, ETBE, ortho-xylene, butene-1 and isoprene with reference to market prices prevailing in the European market.

We are focused on maintaining our leading position in the Brazilian market, while continuing to use our exports to protect our operations and adjust the imbalances between demand and production. Export net sales of our Basic Petrochemicals Unit represented 20.4% of our Basic Petrochemicals Unit's net sales revenue during 2015.

Additionally, we have applied our expertise in commodities trading to increase our resale operations of naphtha and oil derivatives in the international markets. In order to meet our crackers' naphtha requirements (in terms of timing, pricing and quality), we maintain an excess supply of naphtha and resell the surplus on the spot market. During 2015, we recorded average resale operations of R\$369.3 million per month.

### ***Competition***

Our basic petrochemical customers, which are mostly second generation petrochemical producers with plants located in the Brazilian petrochemical complexes, would have difficulty obtaining their feedstocks from other sources at lower prices due to the high cost of transportation of these products, as well as other logistical difficulties. In addition, because Brazil produces sufficient quantities of olefins to meet domestic demand, imports of these products are generally sporadic and usually related to scheduled plant maintenance shutdowns or to meet unsatisfied domestic demand.

During the past several years, as the relative cost of naphtha and gas as feedstocks for petrochemical crackers has diverged, many crackers using gas as a feedstock have become low-cost producers in the global markets and have seen their margins improve substantially as compared to naphtha crackers, such as our company. However, as gas crackers are able to produce fewer of the co-products and byproducts that naphtha crackers generate, such as propylene, butadiene and BTX products, and in smaller quantities, the prices of these products in the international markets have increased. As a result of the increased prices available for these co-products and byproducts, our net sales revenue from export sales of these products increased and we believe that this increase in net sales revenue from exports of these products will continue in future periods in which the relative competitiveness of cracker feedstocks is disrupted. Competition in the international markets for these products is primarily based on the price of delivered products and competition has increased since mid-2008 as the balance between supply and demand was disrupted due to the impact of the global economic downturn on consumers of these products. In the international markets for our basic petrochemical products, we compete with a large number of producers, some of which are substantially larger and have substantially greater financial, manufacturing, technological and marketing resources than our company.

### ***Polyolefins Unit***

As of December 31, 2015, our polyolefins production facilities had the largest annual production capacity of all second generation producers of polyolefins products in Latin America. Our Polyolefins Unit generated net sales revenue of R\$19,986.2 million during 2015, or 35.6% of the net sales revenue of all reportable segments.

Our Polyolefins is comprised of the operations conducted by our company at thirteen polyethylene plants and five polypropylene plants located in the Northeastern Complex, the Southern Complex, the São Paulo Complex and the Rio de Janeiro Complex.

*Products of Our Polyolefins Unit*

Our Polyolefins Unit produces:

polyethylene, including LDPE, LLDPE, HDPE, ultra-high molecular weight polyethylene, or UHMWPE, EVA and green polyethylene from renewable resources; and

**Table of Contents**

polypropylene.

We manufacture a broad range of polyolefins for use in consumer and industrial applications, including:

plastic films for food and industrial packaging;

bottles, shopping bags and other consumer goods containers;

automotive parts; and

household appliances.

The following table sets forth a breakdown of the sales volume of our Polyolefins Unit by product line and by market for the years indicated.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(thousands of tons)</b>		
Domestic sales*:			
Polyethylene (1)	1,684.4	1,743.0	1,765.7
Polypropylene	1,126.9	1,204.0	1,268.9
Other	21.4	20.3	19.6
<b>Total domestic sales</b>	<b>2,832.8</b>	<b>2,967.4</b>	<b>3,054.2</b>
Total export sales	1,307.1	1,112.5	1,150.3
<b>Total Polyolefins Unit sales</b>	<b>4,139.9</b>	<b>4,079.9</b>	<b>4,204.5</b>

(1) Includes EVA.

(\*) Unaudited.

We provide technical assistance to our customers to meet their specific needs by adapting and modifying our polyethylene and polypropylene products. In particular, we develop customized value-added polypropylene compounds for use by our customers in their specialized applications. We believe that the variety of technological processes at our polyolefins plants provides us with a competitive advantage in meeting our customers' needs.

***Production Facilities of Our Polyolefins Unit***

As of December 31, 2015, our Polyolefins Unit owned 19 production facilities. Our Polyolefins Unit operates seven plants located in the Southern Complex, five plants located in the Northeastern Complex, five plants located in the São Paulo Complex and two plants located in the Rio de Janeiro Complex.

The table below sets forth for each of our primary polyolefins products, our annual production capacity as of December 31, 2015 and annual production for the years presented.

Primary Products	Annual	Production		
	Production Capacity (in tons)	For the Year Ended 2015	2014	2013
Polyethylene:				
LDPE/EVA(1)	825,000	645,072	616,849	697,540
HDPE/LLDPE/UHMWPE(2)	2,230,000	2,003,747	1,890,974	1,960,394
Polypropylene(3)	1,850,000	1,510,363	1,592,491	1,627,142

## **Table of Contents**

- (1) Represents capacity and production at five plants with swing line capable of producing two types of resins.
- (2) Represents capacity and production at eight plants with swing line capable of production two types of resins. Capacity varies depending on actual production demands.
- (3) Represents capacity and production at five plants.

In September 2010, we commenced production of ethylene at a new plant located in the Southern Complex that produces green ethylene using sugar cane ethanol received through the Santa Clara Terminal as its primary raw material. This plant has an annual production capacity of 200,000 tons of ethylene.

During 2014, we converted and expanded, by 25,000 tons, one of our polyethylene lines in the state of Bahia to produce metallocene-based LLDPE. The project began its operations in January 2015.

### ***Raw Materials of Our Polyolefins Unit***

#### *Ethylene and Propylene*

The most significant direct costs associated with our production of polyethylene and polypropylene are the costs of purchasing ethylene and propylene, which together accounted for 86.3% of our Polyolefins Unit's total variable cost of production during 2015. During 2015, our Polyolefins Unit purchased all of its ethylene requirements and approximately 64% of its propylene requirements from our Basic Petrochemicals Unit.

#### *Propylene Contracts with Petrobras and its Subsidiaries*

Braskem holds multiple propylene contracts with Petrobras refineries, which in 2015 were responsible for the supply of 36% of our propylene demand to produce polypropylene. These supply contracts have initial terms expiring at various dates between May 2021 through April 2028, and are priced based on international references to assure competitiveness of feedstock.

Petrobras may terminate these contracts, without prior notice, in the event of: (1) our failure to cure any breach of the contract following a 30-day grace period; (2) a force majeure event occurs, although some of these contracts require that the force majeure event continues for more than 180 days; (3) we transfer or offer as a guaranty all or part of its rights and obligations under the contract to a third party without Petrobras' consent; (4) an alteration of Braskem management or corporate purposes that conflicts with the object of the contract; (5) the dissolution, bankruptcy or liquidation of Braskem; and (6) a change of entity type, merger, sale, spin-off or any other corporate reconstruction of Braskem that conflicts with or impedes the execution of contract's object.

#### *Ethanol Supply Contracts*

Braskem holds multiple ethanol contracts with major producers of ethanol to supply our new facility that produces ethylene using sugar cane ethanol. These supply contracts have initial terms expiring at various dates between May 2016 through April 2017. Under these contracts, we are or will be required to purchase an annual supply of ethanol sufficient to meet approximately 70% of the capacity of this ethylene plant. The price that we pay under these contracts is or will be determined by reference to the monthly price of combustible hydrated alcohol as published by the Center for Advanced Studies in Applied Economics of the Superior School of Agriculture (*Centro de Estudos Avançados em Economia Aplicada da Escola Superior de Agricultura - CEPEA/ESALQ*).



We also purchase ethanol on the spot market from time to time to supplement the supplies that we obtain under these contracts. The price that we pay for ethanol under most of these contracts is determined by reference to market indexes.

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**Table of Contents**

*Other Materials and Utilities*

In addition to direct sales of polyolefins to our customers, our Polyolefins Unit sells products in Brazil through exclusive independent distributors. Our Polyolefins Unit is served by five distributors, through which we distribute our products pursuant to formal agreements and spot market transactions.

Our Polyolefins Unit uses butene and hexane as raw materials in the production of HDPE and LLDPE. Butene is supplied by our Basic Petrochemicals Unit, and we import hexane from suppliers located in South Africa.

Our Unipol® plants in the Northeastern Complex and Rio de Janeiro Complex use catalysts supplied to us by Univation Technologies. Our HDPE plant in the São Paulo Complex uses catalysts supplied to us by W.R. Grace & Co. Our HDPE slurry plant in the Northeastern Complex produces its own catalysts, and we purchase the inputs that we need to produce our own catalysts from various suppliers at market prices. We purchase most of the catalysts that we use in our Polyolefins Unit's polypropylene plants from Basell Polyolefins Company N.V., or Basell, and we also import some catalysts from suppliers in the United States and Europe. We purchase the catalysts that our Polyolefins Unit uses in its swing line LLDPE/HDPE plants from Basell. We produce our own catalysts for our HDPE plants in the Southern Complex using Hoechst technology, and we purchase the inputs that we need to produce these catalysts from various suppliers at market prices.

Our Basic Petrochemicals Unit supplies most of the steam and water requirements of our Polyolefins Unit's facilities. We purchase steam and water for our polyethylene plant in the Rio de Janeiro Complex from Lanxess. We purchase water for our polyethylene plants located in Santo André from Petrobras Refinaria de Capuava, or RECAP, or Serviço Municipal de Saneamento Ambiental de Santo André. We purchase water for our basic petrochemicals unit in Santo André from Aquapolo Ambiental S.A. We purchase electric power for each of our polyolefins plants, other than our plants in the Northeastern Complex, from third parties pursuant to long-term power purchase agreements. In the Northeastern Complex, our polyolefins plants purchase their electric power requirements from our Basic Petrochemicals Unit. Our polyolefins plants in the Northeastern Complex are able to purchase electric power from alternative sources if our Basic Petrochemicals Unit is unable to meet our total demand for electric power.

In general, we believe that there are sufficient alternative sources available at reasonable prices for each of these other inputs used in our polyolefins production process such that the loss of any single supplier would not have a material adverse effect on our operations.

***Sales and Marketing of Our Polyolefins Unit***

Our Polyolefins Unit sells polyethylene and polypropylene products to approximately 2,000 customers. We have a diversified product mix that allows us to serve a broad range of end users in several industries. The customers of our Polyolefins Unit generally are third generation petrochemical producers that manufacture a wide variety of plastic-based consumer and industrial goods.

Net sales revenue to the 10 largest customers of our Polyolefins Unit accounted for 16.8% of our Polyolefins Unit's total net sales revenue during 2015. No customer of our Polyolefins Unit accounted for more than 3.0% of our total net sales revenue in 2015, 2014 or 2013.

The following table sets forth our net sales revenue derived from domestic and export sales by our Polyolefins Unit for the years indicated:

**For the Year Ended December 31,**  
**2015                      2014                      2013**  
**(in millions of reais)**

Net sales revenue:			
Domestic sales	R\$ 14,032.1	R\$ 14,098.6	R\$ 12,848.6
Export sales:			
South America (excluding Brazil)	2,806.5	2,421.1	2,093.2
Europe	1,675.4	872.1	905.2
North America	866.5	896.4	642.9
Asia	446.9	189.4	166.0
Other	158.6	24.6	288.8
<b>Total export sales</b>	<b>5,953.9</b>	<b>4,403.6</b>	<b>4,096.1</b>
	<b>R\$ 19,986.2</b>	<b>R\$ 18,502.2</b>	<b>R\$ 16,944.7</b>

## **Table of Contents**

### *Domestic Sales*

We are focused on developing longer-term relationships with our customers. Given the cyclical nature of the markets for our polyolefins products, we believe that we can strengthen customer loyalty during periods of reduced demand for polyethylene or polypropylene by providing a reliable source of supply to these customers during periods of high demand. We work closely with our customers to determine their needs, to provide technical assistance and to coordinate the production and delivery of our products. Customers submit annual proposals giving their estimated monthly requirements for the upcoming year for each of our polyolefins products, including technical specifications, delivery terms and proposed payment conditions. We evaluate these proposals on a monthly basis to make any required adjustments and to monitor and attempt to ensure adequate supply for each customer.

In addition to direct sales of polyolefins to our customers, our Polyolefins Unit sells products in Brazil through exclusive independent distributors. Our Polyolefins Unit is served by five distributors, through which we distribute our products pursuant to formal agreements and spot market transactions.

We have selected our distributors based on their ability to provide full service to their customers, including the ability to prepare our products on a customized basis. These distributors sell our polyethylene and polypropylene products to manufacturers with lower volume requirements and are able to aggregate multiple orders for production and delivery to customers that would otherwise be uneconomical for us to serve. Furthermore, by serving smaller customers through a network of distributors, our account managers focus their efforts on delivering high quality service to a smaller number of large, direct customers.

### *Export Sales*

Our volume of polyolefins export sales has generally varied based upon the level of domestic demand for our products. Our Polyolefins Unit has a sales office in Argentina which we use to consolidate our marketing efforts in Argentina. Our Polyolefins Unit has a sales office in the Netherlands which we use to support our European customers, improve our knowledge of the European market, optimize our logistics process in this market and develop regional partners. We also maintain a sales office in Chile, Peru and Colombia.

We have established a strategic position in the polyolefins business in South America and Europe through regular direct sales, local distributors and agents who understand their respective markets. Our strategy to increase our presence in these foreign markets is intended, among other things, to reduce our exposure to the cyclicity of the international spot market for polyolefins through the development of long-term relationships with customers in neighboring countries. Our local presence in Europe allows us to further enhance our position in that market and sell our polyolefins segment products through our US and Europe segment.

The main focus of our Polyolefins Unit is to maintain our leading position in the Brazilian market while continuing to export in order to manage the relationship between our production capacity and domestic demand for our products. We believe that our continued presence in export markets is essential to help manage any overcapacity in the Brazilian market and to maintain our position as leader in the supply of polyolefins in South America.

### *Prices and Sales Terms*

We determine the domestic prices for polyethylene by reference to North American contract prices and our domestic prices for polypropylene by reference to Northeast Asian spot market prices. Our customers in Brazil may pay in full on delivery or elect credit terms that require payment in full within seven to 56 days following delivery. We charge interest based on prevailing market rates to our Brazilian customers that elect to pay on credit.



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**Table of Contents**

Over the last few years, some Brazilian states have encouraged imports of polyethylene and polypropylene, as well as final products made from these polymers, by providing tax benefits on imported goods. However, on January 1, 2013, federal legislation took effect reducing the maximum *Imposto sobre Circulação de Mercadorias e Serviços*, or ICMS tax (a state value-added tax on sales and services) tax that states can charge from a rate of 12% to 4% on interstate sales of imported raw materials and other goods that are not wholly or partially manufactured in Brazil. As a result, Brazilian states are less able to attempt to attract imports at local ports by offering tax benefits in the form of reduced ICMS tax rates. For more information, see Item 5. Operating and Financial Review and Prospects Principal Factors Affecting Our Results of Operations Effects of Brazilian Industrial Policy Import Tariffs at Local Ports.

Our Polyolefins Unit generally conducts export sales to buyers in countries outside the Southern Cone through the international spot market. Our customer base in these markets consists primarily of trading houses and distributors, most of which have operations in Europe, the United States or in Asia, principally Hong Kong. Pricing is based on international spot market prices. We make all sales in these markets with letters of credit. Export prices for polyethylene and polypropylene sales in the Southern Cone countries by our Polyolefins Unit are primarily based on regional prices and sales are generally made either with letters of credit or through direct bank collections.

***Competition***

We are the only producer of polyethylene and polypropylene in Brazil. We compete with polyolefins producers located in South America and with other importers of these products. In 2015, Brazilian polyethylene and polypropylene imports declined by 11% and represented 27% of Brazilian polyolefin consumption.

We compete for export sales of our polyolefins products in other countries in Latin America and in markets in the United States, Asia and Europe. Our export business is a commodities business and we compete with a variety of resin producers, some of which have greater financial, research and development, production and other resources than our company. Our competitive position in the export markets that we serve is primarily based on raw material costs, selling prices, product quality and customer service and support.

***Vinyls Unit***

We are the leading producer of PVC in Brazil, based on sales volumes in 2015. As of December 31, 2015, our PVC production facilities had the third largest annual production capacity in Latin America. Our Vinyls Unit generated net sales revenue of R\$2,780.1 million in 2015, or 5.0% of our net sales revenue of all reportable segments.

Our Vinyls Unit is the only vertically integrated producer of PVC in Brazil. Our PVC production is integrated through our production of chlorine, ethylene and other raw materials. Our Vinyls Unit also manufactures caustic soda, which is used by producers of aluminum, paper and chlorine.

In 2015, we had an approximate 51% share of the Brazilian PVC market, based on sales volumes of our Vinyls Unit.

***Products of Our Vinyls Unit***

The following table sets forth a breakdown of the sales volume of our Vinyls Unit by product line for the years indicated.

**Table of Contents**

	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(thousands of tons)</b>		
PVC	529.5	659.5	636.4
Caustic soda	435.7	478.1	475.0
Other(1)	114.5	126.7	127.6
Total domestic sales	1,079.7	1,252.2	1,239.0
Total export sales	65.4	12.1	0.1
Total Vinyls Unit sales	1,145.1	1,264.4	1,239.1

(1) Includes chlorine, hydrogen, caustic soda flake and sodium hypochlorite.

(\*) Unaudited.

***Production Facilities of Our Vinyls Unit***

We own five vinyls production facilities. Two of our facilities are located in the Northeastern Complex, and three others are located in the State of Alagoas.

The table below sets forth for each of our primary vinyls products, our annual production capacity as of December 31, 2015 and annual production for the years presented.

<b>Primary Products</b>	<b>Annual Production Capacity</b>	<b>Production For the Year Ended December 31,</b>		
		<b>2015</b>	<b>2014</b>	<b>2013</b>
		<b>(in tons)</b>		
PVC(1)	710,000	542,297	633,942	582,579
Caustic Soda(2)	539,000	436,185	448,062	437,334

(1) Represents capacity at three plants and production at four plants.

(2) Represents capacity and production at two plants.

***Raw Materials of Our Vinyls Unit******Ethylene***

The most significant direct cost associated with the production of PVC is the cost of ethylene, which accounted for 54.0% of our Vinyls Unit's total cost of sales in 2015. Our Basic Petrochemicals Unit supplies all of the ethylene required by our Vinyls Unit.

***Electric Power***

Electric power is a significant cost component in our production of chlorine and caustic soda. Electric power accounted for 18.7% of our Vinyls Unit's total cost of sales in 2015. Our Vinyls Unit obtains its electric power requirements from various generators under long-term power purchase agreements. Our caustic soda plants at Camaçari and Alagoas and our PVC plant at Camaçari purchase their electric power requirements from CHESF under a long-term contract that expires in 2037. Companhia Energética de Alagoas S.A., or CEAL, distributes electric power to our PVC plant in Alagoas. The power purchase agreement with CEAL is renewable contracts with automatic rolling one-year extensions. These agreements provide us with the option to purchase our total electric power requirements based on an annual estimate. The price terms of this contract are based upon tariffs regulated by the Brazilian National Electrical Energy Agency (*Agência Nacional de Energia Elétrica*).



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**Table of Contents**

*Salt*

We used approximately 848,885 tons of salt during 2015. Salt accounted for 0.5% of our Vinyls Unit's total cost of sales in 2015. We have exclusive salt exploration rights at a salt mine located near our Alagoas plant. We estimate that the salt reserves of this mine are sufficient to allow us to produce chlorine at expected rates of production for approximately 35 to 45 years. We enjoy significant cost advantages when compared to certain of our competitors due to the low extraction costs of rock salt (particularly compared to sea salt), and low transportation costs due to the proximity of the salt mine to our production facility.

***Sales and Marketing of Our Vinyls Unit***

Net sales revenue to our 10 largest Vinyls Unit customers accounted for 42.1% of our Vinyls Unit's total net sales revenue during 2015. One customer accounted for 9.7% of our Vinyl Unit's total sales revenue in 2015, 9.4% in 2014 and 13.3% in 2013.

There is a structural link between the PVC and caustic soda markets that exists because caustic soda is a byproduct of the production of chlorine required to produce PVC. When demand for PVC is high, then greater amounts of caustic soda are produced, leading to an increase in supply and generally lower prices for caustic soda. Conversely, when demand for PVC is low, prices for caustic soda tend to rise.

We make most of our sales of PVC and caustic soda directly to Brazilian customers without the use of third party distributors. However, our Vinyls Unit maintains contractual relationships with three distribution centers located in Paulínia and Barueri, both in the State of São Paulo, and Joinville in the State of Santa Catarina that provide logistical support. In addition, we operate three warehouse facilities for PVC and six terminal tank facilities for caustic soda strategically located along the Brazilian coast to enable us to deliver our products to our customers on a just-in-time basis. Our Vinyls Unit develops its business through close collaboration with its customers, working together to improve existing products as well as to develop new applications for PVC. Our marketing and technical assistance groups also advise customers and potential customers that are considering the installation of manufacturing equipment for PVC end products.

***Prices and Sales Terms***

We determine the domestic prices for our PVC resins with reference principally to the prices paid by third generation producers in Brazil for imports of PVC, which generally reflect the Northeast Asian spot market price, plus additional service charges and transportation costs. Delivery time, quality and technical service also affect the levels of sales of PVC resins. We establish our domestic price for caustic soda based on North American spot market prices, taking into account any import duties and freight costs. Approximately 59% of our caustic soda sales in 2015 were effected pursuant to agreements that are generally for one- to three-year terms and may include minimum and maximum prices.

Prices that we charge for our PVC and caustic soda products in the Brazilian market are traditionally higher than the prices that we could obtain if we exported these products. The difference in prices between the Brazilian and export markets results generally from:

transportation costs;

tariffs, duties and other trade barriers;

a pricing premium reflecting the tighter demand/supply relationship in Brazil; and

our reliability of supply, coupled with the technical support that we provide.

Our customers in Brazil may pay in full on delivery or elect credit terms that require payment in full within seven to 90 days following delivery. We charge interest based on prevailing market rates to our customers in Brazil that elect longer payment options. In the event we export PVC and caustic soda products, terms for exports generally require payment between 90 and 120 days following delivery. We require irrevocable letters of credit for export sales made on the spot market.

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**Table of Contents**

***Competition***

***PVC***

We and Solvay are the only two producers of PVC in Brazil. Solvay's total Brazilian installed annual production capacity is 300,000 tons, compared to our annual production capacity of 710,000 tons. Solvay's production facilities are located in São Paulo and, therefore, are closer than our facilities to the primary PVC market in Brazil. However, we believe that our vertically integrated production capabilities, our modern PVC suspension plants, our strong relationship with our customers and our technical assistance programs enable us to compete effectively with Solvay.

We also compete with importers of PVC. Solvay, which has a plant in Argentina in addition to its plants in Brazil, is also our principal competitor in the Brazilian PVC market. Imports accounted for approximately 22.5% of Brazilian PVC consumption in 2015. Domestically produced PVC is currently competitively priced with imported PVC after taking into account transportation costs and import duties.

In addition, we compete with other producers of thermoplastics that manufacture the same PVC products or substitutes for products in our PVC product line. Thermoplastic resins, principally polyethylene and polypropylene, are used in certain applications as substitutes for PVC. Wood, glass and metals also are used in some cases as substitutes for PVC.

***Caustic Soda***

The four largest Brazilian producers of caustic soda accounted for 84% of Brazilian production in 2015. Our company and another international petrochemical company operate in this market throughout Brazil, while the other domestic producers of caustic soda generally operate on a local or regional basis. Imports accounted for 38.8% of Brazil's total caustic soda consumption in 2015.

Our principal competitors in the caustic soda market elsewhere in South America are other international petrochemical companies operating in Brazil and producers located on the U.S. Gulf Coast.

**USA and Europe Unit**

Our USA and Europe Unit includes:

the operations of Braskem America, which consist of five polypropylene plants in the United States; and

the operations of two polypropylene plants in Germany.

As of December 31, 2015, our USA and Europe Unit's facilities had the largest annual polypropylene production capacity in the United States. Our USA and Europe Unit generated net sales revenue of R\$8,239.9 million during 2015, or 14.7% of the net sales revenue of all reportable segments.

In June 2014, we announced the construction of an UHMWPE production facility in our La Porte, Texas site, which is expected to become operational in 2017. We believe that the production of specialized UHMWPE at this new plant complements our existing portfolio of products and will enable us to access new markets and to develop close relationships with new and existing clients.



**Table of Contents***Products of Our USA and Europe Unit*

Our USA and Europe Unit produces polypropylene. The sales volume of polypropylene by this unit was approximately 1,973,274 tons in 2015, 1,862,600 tons in 2014 and 1,790,700 tons in 2013. For a description of the uses of our polypropylene products, see Polyolefins Unit.

*Production Facilities of our USA and Europe Unit*

The table below sets forth the annual production capacity as of December 31, 2015 of the USA and Europe Unit's polypropylene plants in the United States and Germany and the annual production for the years presented.

Plant	Annual Production Capacity	Production For the Year Ended December 31,		
		2015	2014	2013
		(in tons)		
United States	1,465,000	1,434,671	1,317,800	1,306,863
Germany	545,000	532,357	537,876	479,075

*Raw Materials of Our USA and Europe Unit**Propylene*

The most significant direct cost associated with the production of polypropylene by our USA and Europe Unit is the cost of purchasing propylene.

We acquire propylene for our polypropylene plants in the United States under a variety of long-term supply agreements and through the spot market. As of December 31, 2015, we had long-term supply agreements with multiple suppliers. The pricing formulas for propylene under these supply agreements are generally based on market prices. A portion of the propylene supplied to our gulf coast plants is provided by a limited partnership that we formed with a leading basic petrochemicals producer, under which we acquire propylene produced by an ethylene facility of that producer in La Porte, Texas. Under the terms of the partnership agreement, the partnership has agreed to provide us with sufficient propylene to produce up to 25% of our U.S. gulf coast plants' current annual production capacity into early 2018, at prices calculated based on a cost-based formula that includes a fixed discount that declines until 2018.

As a result of rising natural gas production and related production of natural gas liquids, several companies have announced plans to build propane dehydrogenation (PDH) plants, which would produce on-purpose propylene. Braskem has secured a long-term, approximately 15 years, propylene agreement with one of those companies, Enterprise Products, which is currently building a PDH plant in Texas with an annual capacity of 750,000 tons. We expect this agreement with an established producer to provide us with a competitive, long-term supply of propylene, using shale gas and other nontraditional sources as its feedstock. This plant is expected to commence operations in the first quarter of 2017. Under this arrangement, the pricing of these contracts will be based on market prices for propane and other market costs.

In June 2012, we acquired the propylene splitter assets at Sunoco's Marcus Hook refinery, which we are currently using to convert refinery grade propylene to polymer grade propylene for use at our Marcus Hook polypropylene plant.

We acquire propylene for our polypropylene plants in Germany under long-term supply agreements that provide for the supply of 95% of the propylene requirements of these plants. One of these supply agreements will expire in March 2021, and is automatically renewable for consecutive one-year terms, unless cancelled by one of the parties, and the other supply agreement expires in December 2021. The pricing formula for propylene under these supply agreements is based on market prices.

**Table of Contents*****Sales and Marketing of Our USA and Europe Unit***

Our USA and Europe Unit sells polypropylene products to approximately 350 customers. We have a diversified product mix that allows us to serve a broad range of end users in several industries. The customers of our USA and Europe Unit generally are third generation petrochemical producers that manufacture a wide variety of plastic-based consumer and industrial goods.

Net sales revenue to the 10 largest customers of our USA and Europe Unit accounted for 33.4% of our USA and Europe Unit's total net sales revenue in 2015, 50.4% in 2014 and 49.1% in 2013 respectively.

The following table sets forth our net sales revenue derived from sales of our USA and Europe Unit for the years indicated:

	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(in millions of reais)</b>		
Net sales revenue:			
Europe	R\$ 2,339.9	R\$ 2,167.3	R\$ 1,690.1
North America	5,900.1	5,767.0	5,058.4
	R\$ 8,240.0	R\$ 7,934.3	R\$ 6,748.5

Approximately 50% of the sales of polypropylene by the USA and Europe Unit are made under long-term supply agreements with our customers. These supply contracts generally have an initial two-year term and are automatically renewable for one-year periods unless one party notifies the other of its intention not to renew. These contracts also provide for minimum and maximum quantities to be purchased and monthly deliveries.

We market the remainder of the polypropylene production of the USA and Europe Unit through (1) our direct sales force that seeks to establish supply relationships with customers, (2) a select number of distributors authorized to represent the Braskem brand in the U.S. and European markets, (3) resellers that trade these products under private labels in the North American and European markets, and (4) traders that resell these products in the export markets.

***Competition***

The USA and Europe Unit is largely a commodities business and competes with local, regional, national and international companies, some of which have greater financial, research and development, production and other resources than our company. Although competitive factors may vary among product lines, our competitive position is primarily based on raw material and production costs, selling prices, product quality, product technology, manufacturing technology, access to new markets, proximity to the market and customer service and support.

Our primary competitors for sales in the polypropylene industry in North America are other large international petrochemical companies. In general, demand is a function of economic growth in North America and elsewhere in the world.

Our primary competitors for sales in the polypropylene industry in Europe are other large international petrochemical companies. In general, demand is a function of economic growth in Europe and elsewhere in the world.

### **Chemical Distribution Unit**

Our Chemical Distribution Unit generated net sales revenue of R\$874.6 million during 2015, or 1.5% of the net sales revenue of all reportable segments. Our Chemical Distribution Unit distributes products manufactured by our Basic Petrochemicals Unit, as well as products from more than 100 domestic and international companies. Our Chemical Distribution Unit distributes products in a broad range of market segments, including agrochemicals, rubber and general purpose chemicals; food and feed; flavor and fragrance; cosmetics and pharmaceuticals; household and other industrial segments; engineering plastics; and paints, resins, adhesives and civil construction.



**Table of Contents*****Products Distributed by Our Chemical Distribution Unit***

Our Chemical Distribution Unit distributes a large and diverse portfolio of products consisting of more than 1,000 products. We classify the products distributed by our Chemical Distribution Unit as:

solvents, including aliphatic solvents, aromatic solvents, synthetic solvents and ecologically-friendly solvents (having lower toxicity and greater biodegradability than standard solvents);

hydrocarbon solvents and isoparaffins; and

general purpose chemicals, including process oils, chemical intermediates, blends, specialty chemicals and pharmaceuticals.

The following table sets forth a breakdown of the sales volume of our Chemical Distribution Unit by product for the periods presented.

	<b>For the Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(thousands of tons)</b>		
Solvents	125.8	122.4	149.5
General purpose chemicals	94.8	99.3	122.7
<b>Total net sales</b>	<b>220.6</b>	<b>221.7</b>	<b>271.3</b>

(\*) Unaudited.

***Distribution Agreements***

We have commercial relationships with more than 100 domestic and international companies, under which our Chemical Distribution Unit distributes specified products, including:

Conoco-Phillips for the distribution of hydrocarbon solvents;

Sasol Solvents for the distribution of synthetic solvents;

Wacker Chemie GmbH for the distribution of silicone-derived products;

RT Vanderbilt for the distribution of specialty chemicals for the rubber, cosmetics and lubricants industries;

Sasol Wax for the distribution of waxes;

DCC for the distribution of pigments; and

Emerald Kalama for the distribution of chemical intermediates and specialty chemicals.

In addition, our Chemical Distribution Unit has exclusive distribution rights for specified products in Brazil as a result of various distribution agreements with international companies, including:

Ergon for the distribution of naphthenic oils;

SK for the distribution of paraffinics GIII; and

Methanex, for the distribution of methanol.

## **Table of Contents**

Generally, our Chemical Distribution Unit initiates distribution activities for a producer with a letter of intent with a one-year term. Following this period, the commercial relationship or the distribution agreement is extended for an indefinite period of time. The distribution agreements with our Chemical Distribution Unit may be terminated by either party with 30 to 180 days prior notice.

Our distribution agreements are generally local stock agreements, indent sales agreements or agreements that combine the features of both. With respect to our local stock agreements, we purchase chemicals for resale to its customers. These agreements do not contain minimum volume or maximum margin requirements. Under local stock agreements, the sales price is negotiated between us and the producer. Our distribution agreement with Petrobras can provides us a price deduction on purchases based on the volume of products acquired. Under our indent sales agreements, we act as a sales agent and receive a percentage of the total sales revenue (FOB price) generated for producer.

### ***Sales and Marketing by Our Chemical Distribution Unit***

Our Chemical Distribution Unit distributes products to chemical retailers, third generation petrochemical producers and other manufacturers. We determine the prices for the distributed products according to several market references, including prices paid by third generation producers regarding imports and prevailing market prices in Brazil.

We serve approximately 5,000 active clients in more than 50 market segments through eight business units supported by ten sales offices throughout Brazil. We operate four distribution centers that include warehouses and tank farms. The distribution centers are located in Guarulhos and Mauá in the State of São Paulo, Canoas in the State of Rio Grande do Sul and Duque de Caxias in the State of Rio de Janeiro.

Our Chemical Distribution Unit distributes products in a broad range of market segments. No customer represented more than 10% of the net sales revenue of our Chemical Distribution Unit during 2015, 2014 or 2013.

### ***Competition***

According to The Brazilian Association Chemicals and Petrochemicals Distributors (Associquim), the chemical distribution industry in Brazil had revenue of US\$ 6.8 billion in 2014 (most recent data available). The chemical distribution industry in Brazil is highly fragmented. There are a small number of large distributors, such as Bandeirantes Brazmo, Brenntag, IMCD, MCassab, Pochteca and Univar, and a large number of small distributors. Associquim estimates that only 16% of the companies of the chemical distribution sector have annual sales of more than US\$150 million, while 58% have annual sales of less than US\$50 million.

## **Technology, Research and Development**

### ***Technology Licenses***

Our Basic Petrochemicals Unit uses engineering process technology under non-exclusive arrangements from a variety of sources for specific production processes. We have entered into several non-exclusive agreements with a number of leading petrochemical companies to use certain technology and catalysts for our Polyolefins Unit. Some of the license agreements used by our Polyolefins Unit allow us to use the licensed technology in both existing and future plants. We have entered into several non-exclusive agreements with a number of leading petrochemical companies to use technology for our Vinyls Unit. We have entered into several non-exclusive agreements with a number of leading petrochemical companies to use certain technology and catalysts for the polypropylene production of our USA and Europe Unit. Some of the license agreements used by our USA and Europe Unit allow us to use the licensed technology in both existing and future plants. If any of the arrangements or licenses under which we use third-party

technology were terminated or no longer available to us, we believe that we would be able to replace this technology with comparable or better technology from other sources.

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**Table of Contents**

We do not pay any continuing royalties under any of the arrangements or licenses used by our Basic Petrochemicals Unit or our Vinyls Unit. Most of the license agreements used by our Polyolefins Unit or our USA and Europe Unit do not require us to pay any continuing royalties. Under the license agreements that require continuing royalty payments, we pay royalties on a quarterly basis based on the volume of the products produced using the licensed technology.

Our largest chlor-alkali plant in Alagoas uses asbestos cell technology to produce chlorine and caustic soda, which technology can no longer be used in new petrochemical production facilities under Brazilian legislation due in part to environmental concerns regarding mercury emissions resulting from this manufacturing process. The Brazilian government may require us to shift to newer diaphragm technology, which we use in our Alagoas chlor-alkali plant, or membrane technology. We are currently studying new options and technologies but we have not shifted to these newer technologies yet, in part because the return from the capital expenditures associated with this shift would not be as high as those from other potential investments that we may undertake.

***Research and Development***

Our ability to compete in the Brazilian and foreign markets that we serve depends on our ability to integrate new production processes developed by our company and third parties in order to lower our costs and offer new thermoplastic products. In addition, our relationships with our customers are enhanced by our ability to develop new products and customize existing products to meet their needs.

In, November 2015, we and Genomatica announced that we have been successfully producing butadiene at our lab since June 2015, using our direct process. We are jointly developing a commercial process for the on-purpose production of a more sustainable butadiene, made from renewable feedstocks, as announced in December 2013. Butadiene is an ingredient used in the production of rubber for tires, as well as for electrical appliances, footwear, plastics, asphalt, building materials and latex. The demand for butadiene is over 20 billion pounds per year worldwide, and growing. By producing a more sustainable butadiene, the everyday products made with it can become more sustainable as well and will have a smaller environmental footprint. Program results include:

***Direct and continuous production.*** Genomatica has successfully developed a microorganism that consumes sugar and converts it to butadiene in our lab. At our lab, butadiene is produced, collected and continuously measured over the course of multiple days during each fermentation.

***Development of multiple direct pathways and novel enzymes:*** To develop an optimal process, Genomatica used its computational tools to develop 60 potential biological pathways to theoretically convert a microorganism into butadiene. The top five hypotheses were selected for experimentation, conducted by our and Genomatica's teams in San Diego, Campinas and São Paulo in conjunction our full-time visiting scientists at Genomatica's Innovation Center. These teams explored a large array of enzyme candidates, applying environmental sampling and metagenomics, for each step in determining the potential pathways. Genomatica then multiplied enzyme activity 60-fold on non-native substrates using its high-throughput screening and enzyme engineering capabilities.

***Expansion of intellectual property:*** Our and Genomatica's program teams have significantly added to our and Genomatica's extensive intellectual property related to this field. Such intellectual property includes design of optimal microorganisms and processes, which supports subsequent development stages. Such intellectual property represents an important competitive advantage.

We maintain a research and development program that is primarily implemented at two research centers that we operate: the Braskem Center for Technology and Innovation located in the Southern Complex and the Braskem America Technology Center located in Pittsburgh, Pennsylvania. Through these research centers, we coordinate and maintain our research and development program, which includes the operation of (1) pilot plants, (2) catalysis, polymerization and polymer sciences laboratories, and (3) process engineering and automation centers. Our investments in research and development, which are classified as expenses, totaled R\$169.6 million in 2015, R\$128.1 million in 2014 and R\$115.7 million in 2013.

## **Table of Contents**

### **Maintenance**

Most of our maintenance is performed by third-party service providers. For example, we have contracts with CNO, Asea Brown Boveri Ltd., Cegelec Ltda., Rip Serviços Industriais S.A., CI Engenharia Ltda. and other service providers to perform maintenance for our basic petrochemical plants in the Northeastern Complex and in the Southern Complex. We also perform some of our ordinary course maintenance with our small team of maintenance technicians, which also coordinate the planning and execution of maintenance services performed by third parties.

### ***Basic Petrochemicals Plants***

Regular basic petrochemicals plant maintenance requires complete plant shutdowns from time to time, and these shutdowns usually take approximately 30 to 40 days to complete. We occasionally undertake brief shutdowns of the basic petrochemical operations at our basic petrochemical plants that do not materially affect our production output, primarily for maintenance purposes, catalyst regeneration and equipment cleaning. In addition, because we have two independent Olefins units and two independent Aromatics units at the Northeastern Complex and two independent Olefins units at the Southern Complex, we may continue production of basic petrochemicals at these complexes without interruption, even while we perform certain maintenance services.

The next scheduled general maintenance shutdown of:

the Northeastern Complex's Olefins 2 and Aromatics 2 units are scheduled to occur in the fourth quarter of 2016;

the Rio de Janeiro Complex's Olefins unit is scheduled to occur in 2017;

the Southern Complex's Olefins 2 and Aromatics 2 units are scheduled to occur in 2018;

the Northeastern Complex's Aromatics 1 and Olefins 1 units in 2019;

the Southern Complex's Olefins 1 and Aromatics 1 units are scheduled to occur in 2020; and

the São Paulo Complex's Olefins and Aromatics units are scheduled to occur in 2020.

### ***Plants of Our Polyolefins, Vinyls and USA and Europe Units***

We have a regular maintenance program for each of our polyolefins plants. Production at each of our polyolefins plants generally is shut down for seven to 20 days every two to three years to allow for regular inspection and maintenance. In addition, we undertake other brief shutdowns for maintenance purposes that do not materially affect our production of polyolefins. We coordinate the maintenance cycles of our polyolefins plants with those of our basic petrochemicals plants. While our basic petrochemicals facilities must be shut down for up to 30 days for maintenance, our polyolefins facilities may be shut down for shorter periods because these facilities are less complex to operate and maintain than our basic petrochemicals plants. Similarly, our USA and Europe plants attempt to coordinate their

maintenance cycles with the routines of their largest suppliers.

We have a regular maintenance program for each of our vinyls plants. Our Camaçari and Alagoas PVC plants are generally shut down for 15 to 20 days every two years to allow for regular inspection and maintenance. Our caustic soda and chlorine plant in Alagoas shuts down once a year for three days of maintenance in different parts of the plant. Our caustic soda and chlorine plant in Camaçari does not require prolonged maintenance shutdowns and is shut down for two or three days each year.

### **Environmental Regulation**

In each of the countries in which we operate, our operations are subject to federal, state and local laws and regulations governing the discharge of effluents and emissions into the environment and the handling and disposal of industrial waste and otherwise relating to the protection of the environment.



## **Table of Contents**

Our consolidated annual expenditures on environmental control were R\$221.9 million in 2015, R\$190.0 million in 2014, R\$292.6 million in 2013, R\$256.3 million in 2012 and R\$198.9 million in 2011. Our consolidated environmental expenses relate to our continuous control and monitoring policies, and we do not expect to have any material future environmental liabilities. However, our environmental compliance costs are likely to increase as a result of the projected increase in our production capacity and projected increases in unit costs for treatment and disposal of industrial waste, as well as the cost of compliance with future environmental regulations.

We had established a provision for recovery of potential environmental liabilities in the amount of R\$127.2 million as of December 31, 2015.

### ***Compliance with Environmental Laws in Brazil***

The Brazilian government enacted an Environmental Crimes Law in 1998 that imposes criminal penalties on corporations and individuals causing environmental damage. Corporations found to be polluting can be fined up to R\$50.0 million, have their operations suspended, be prohibited from government contracting, be required to repair damage that they cause and lose certain tax benefits and incentives. Executive officers, directors and other individuals may be imprisoned for up to five years for environmental violations.

Our operations are in compliance in all material respects with applicable Brazilian environmental laws and regulations currently in effect. Some environmental studies that we have commissioned have indicated instances of environmental contamination at certain of our plants. In addition, we and certain executive officers of our company and of our subsidiaries have received notices from time to time of minor environmental violations and are or have been subject to investigations or legal proceedings with respect to certain alleged environmental violations. These environmental issues, and any future environmental issues that may arise, could subject us to fines or other civil or criminal penalties imposed by Brazilian authorities. We are addressing all environmental issues of which we are aware, and we believe that none of these issues will have a material adverse effect on our business, financial condition or results of operations.

### ***Operating Permits***

Under Brazilian federal and state environmental laws and regulations, we are required to obtain operating permits for our manufacturing facilities. If any of our environmental licenses and permits lapse or are not renewed or if we fail to obtain any required environmental licenses and permits, we may be subject to fines ranging from R\$500 to R\$50.0 million, and the Brazilian government may partially or totally suspend our activities and impose civil and criminal sanctions on our company or both.

Each State in which we operate has its own environmental standards and state authorities in each state have issued operating permits that must be renewed periodically. Additionally, all projects for the installation and operation of industrial facilities in the Northeastern Complex, Southern Complex, São Paulo Complex and Rio de Janeiro Complex are subject to approval by various environmental protection agencies, which must approve installed projects prior to their commencement of operations and must renew such approval periodically thereafter. State authorities have issued operating permits for all of our plants, as follows: the Northeastern Complex (State of Bahia); Southern Complex (State of Rio Grande do Sul), São Paulo Complex and Cubatão, Santo André, Mauá and Paulínia plants (State of São Paulo), Rio de Janeiro Complex (State of Rio de Janeiro) and our Alagoas plants (State of Alagoas). We are in possession of all necessary permits and do not expect to have difficulty in renewing any of them.

### ***Industrial Waste***

Companhia Riograndense de Saneamento, or Corsan, a state-owned sanitation company, operates an integrated system for liquid effluents treatment, or Sitel, in the Southern Complex. Sitel treats wastewater generated by our company and the other petrochemical producers at the Southern Complex at a liquid effluents treatment station located in the Southern Complex. This treatment station also includes a system for the collection of contaminated wastewater and disposal after treatment. We treat wastewater generated by our company at the Rio de Janeiro Complex at a liquid effluents treatment station located in the Rio de Janeiro Complex. This treatment station also includes a system for the collection and disposal of contaminated wastewater. Hazardous solid waste is co-processed in cement kilns or incinerated and other kinds of solid waste are disposed of in landfills at facilities approved by our company.

## **Table of Contents**

We treat wastewater generated by our company at the São Paulo Complex at a liquid effluents treatment station located in the São Paulo Complex. This treatment station also includes a system for the collection and disposal of contaminated wastewater, while hazardous waste generated at the São Paulo Complex is incinerated in cement kilns and other kinds of solid waste is disposed of in landfills.

In our Bahia facilities, all wastewater is transported to Cetrel, a wastewater treatment facility. Solid waste is incinerated in cement kilns or incinerators and the remaining waste is disposed of in landfills.

Additionally, we have a series of recycling programs that includes recycling of solid waste and wastewater. We recycle or reuse 26.8% of the solid waste generated by our facilities and 28.2% of the water used in our production processes.

## ***Compliance with Environmental Laws in the United States***

Our operations in the United States are subject to U.S. federal, state and local laws and regulations governing the discharge of effluents and emissions into the environment; the generation, storage, handling, management, transportation and disposal of hazardous waste, industrial waste and other types of waste; the use, storage, and handling of various types of products and materials; and the protection of human health, safety and the environment. In many instances, specific permits must be obtained for particular types of operations, emissions or discharges. For example, our facilities in Texas, Pennsylvania and West Virginia are required to maintain various permits relating to air quality and treatment of industrial wastewater, and to comply with regulatory requirements relating to waste management. We are in possession of necessary permits to operate our facilities (or they are in the process of being renewed in the ordinary course). We believe that our operations in the United States are in compliance in all material respects with applicable U.S. federal, state and local environmental laws and regulations currently in effect.

As with the U.S. petrochemical industry generally, compliance with existing and anticipated laws and regulations increases the overall cost of operating our U.S. plants, including operating costs and capital costs to construct, maintain and upgrade equipment and facilities. These laws and regulations have required, and are expected to continue to require us to make, expenditures of both a capital and an expense nature.

The Clean Air Act, which was last amended in 1990, requires the United States Environmental Protection Agency, or the EPA, to set National Ambient Air Quality Standards, or the NAAQS, for pollutants considered harmful to public health and the environment. The Clean Air Act requires periodic review of the science upon which the standards are based and the standards themselves. NAAQS for ozone and fine particulate matter (referred to as PM<sub>2.5</sub>), promulgated by the EPA have resulted in identification of nonattainment areas throughout the country, including certain areas within Texas, Pennsylvania and West Virginia, where Braskem America operates facilities. As a result of these nonattainment designations by the EPA, state or local air pollution control agencies are required to apply permitting and/or control requirements intended to reduce emissions of ozone precursors (nitrogen oxides and volatile organic compounds), and fine particles (including PM<sub>2.5</sub>, particles less than 2.5 micrometers in diameter, precursors), in order to demonstrate attainment with the applicable NAAQS. Such requirements may include imposition of offset requirements, and could result in enhanced emission control standards. In addition, in 2015 the EPA reevaluated the sufficiency of the current PM<sub>2.5</sub> NAAQS. This reevaluation could result in more stringent ambient standards, which could in turn translate into additional state-specific requirements to further reduce allowable emission rates for PM<sub>2.5</sub> or its precursor pollutants and issued a proposed rule. However, no final determination has been made. Any state-specific requirements would become applicable, if at all, following a multi-year process. Furthermore, in October 2015, the EPA lowered the primary NAAQS for ozone from 0.075 ppm to 0.070 ppm.

In addition to permitting and/or control requirements that may result from the implementation of the NAAQS at the state or local level, the EPA may promulgate new or revised federal New Source Performance Standards or National Emission Standards for Hazardous Air Pollutants that would apply directly to certain facility operations and may require the installation or upgrade of control equipment in order to satisfy applicable emission limits and/or operating standards under these regulatory programs. The EPA's currently-proposed regulations in this area would not specifically apply to Braskem America's operations.

**Table of Contents**

Additionally, there are various legislative and regulatory measures to address greenhouse gas emissions which are in various stages of review, discussion or implementation by Congress and the EPA. In August, 2015, the EPA promulgated new regulations aimed at lowering greenhouse gas emissions from existing, new and reconstructed electric generating units. While it is currently not possible to predict the final impact, if any, that these regulations may have on Braskem America or the U.S. petrochemical industry in general, they could result in increased utility costs to operate our facilities in the United States. In addition, future regulations limiting greenhouse gas emissions of carbon content of products, which target specific industries such as petrochemical manufacturing could adversely affect our ability to conduct Braskem America's business and also may reduce demand for its products. The EPA's currently-proposed regulations in this area would not specifically apply to Braskem America's operations.

***Environmental Regulation in Germany and the European Union***

Our operations of Germany are subject to German federal, state and local laws and regulations governing the discharge of effluents and emissions into the environment and the handling and disposal of industrial waste and otherwise relating to the protection of the environment and waste management. Our operations in Germany are in compliance in all material respects with applicable German federal, state and local environmental laws and regulations currently in effect.

As with the petrochemical industry in the European Union generally, compliance with existing and anticipated German laws and regulations increases the overall cost of operating our European business, including operating costs and capital costs to construct, maintain and upgrade equipment and facilities. These laws and regulations have required, and are expected to continue to require us to make expenditures of both a capital and an expense nature.

At our Schkopau and Wesseling, Germany facilities, we are required to maintain air, radiation, waste water and waste management permits from the German government and local agreements relating to the treatment of industrial wastewaters. We are in possession of all necessary permits.

Furthermore, our Wesseling, Germany facility is subject to existing European greenhouse gas regulations and a cap and trade program relating to emissions. We have purchased sufficient carbon dioxide emissions permits for its operations until 2018, provided it operates under normal business conditions. We will purchase any additional permits that may be required on the emission trade market. We are not aware of any new environmental regulations that would affect our European operations. Accordingly, we cannot estimate the potential financial impact of any future European Union or German environmental regulations.

***Environmental Regulation in Mexico***

Our operations are subject to the Mexican General Law for Ecological Equilibrium and Protection of the Environment (*Ley General del Equilibrio Ecológico y la Protección al Ambiente*), or LGEEPA, and its regulations; the Mexican General Law for the Prevention and Comprehensive Management of Waste (*Ley General para la Prevención y Gestión Integral de los Residuos*), or Waste Law, and its regulations, the National Waters Law (*Ley de Aguas Nacionales*), or Water Law, and its regulations; the Mexican General Law of National Assets (*Ley General de Bienes Nacionales*) and its regulations; the Regulations for Ground Transport of Hazardous Materials and Waste (*Reglamento para el Transporte Terrestre de Materiales y Residuos Peligrosos*); and the Regulations for the Protection of the Environment against Contamination due to Noise Pollution (*Reglamento para la Protección del Ambiente contra la Contaminación Originada por la Emisión de Ruido*).

The LGEEPA sets forth legislation applicable to activities with environmental impact, as well as the release of contaminants into the environment.

Regulations Related to the Evaluation of Environmental Impact (*Reglamento en Materia de Evaluación de Impacto Ambiental*) of the LGEEPA regulates the procedure for evaluation of environmental impact through which SEMARNAT authorizes, limits or forbids environmental impact together with risky activities that each project creates. Any variation or modification to the original project shall be carried out in accordance with applicable legislation, which in some cases requires the previous authorization of SEMARNAT or the corresponding environmental authority.

## **Table of Contents**

The Waste Law regulates the generation, management, treatment, transportation, storage and disposal of hazardous waste, as well as contamination of the soil, subsoil and underground water caused by the release and/or spillage of such waste resulting from a company's activities and operations. Additionally, the Waste Law sets forth the specific steps to be followed for the prevention and management of hazardous waste. Companies that produce hazardous waste must register with SEMARNAT and establish a plan for the handling of hazardous waste and must maintain records of the production and transportation of hazardous waste. Additionally, companies must deliver an annual report to SEMARNAT.

The Water Law establishes the regulatory framework applied to the use, application and exploitation of Mexican bodies of water and the discharge of waste water to Mexican bodies of water. Some of our projects require concessions provided by the National Water Commission (*Comisión Nacional del Agua*), or CNA, whether for the use, application and exploitation of Mexican waters or the discharge of waste water to certain bodies of water under national jurisdiction. The concession titles issued by the CNA are subject to certain terms and conditions, as well as payment of rights. The payment of rights must be made at the time and in the form established by the Federal Duties Law (*Ley Federal de Derechos*); and failure to pay may result in the imposition of penalties and inflationary adjustments for such payments.

The majority of environmental concessions, authorizations, licenses and permits issued in connection to our projects have a specific effective period, which may be extended subject to certain authorizations by the environmental authorities. In their consideration, the authorities take into consideration the level of compliance with the terms and conditions of the concessions, as well as the authorizations, licenses and/or permits in question.

The federal governmental authority responsible to oversee compliance of the applicable legal provisions is SEMARNAT, through the Mexico's Federal Attorney Office for Environmental Protection (*Procuraduría Federal de Protección al Ambiente*), or PROFEPA, and the CNA. State and municipal authorities are responsible to apply Environmental Legislation within their respective jurisdictions and oversee compliance of the applicable legal provisions.

## **Property, Plant and Equipment**

Our properties consist primarily of petrochemical production facilities in:

Camaçari in the State of Bahia;

Triunfo in the State of Rio Grande do Sul;

Duque de Caxias in the State of Rio de Janeiro;

São Paulo, Paulínia, Cubatão, Santo André and Mauá in the State of São Paulo;

Maceió and Marechal Deodoro in the State of Alagoas;

the United States in La Porte, Freeport and Seadrift, Texas, Marcus Hook, Pennsylvania, Neal, West Virginia;

Germany in Schkopau and Wesseling; and

Coatzacoalcos in Mexico.

Our principal executive offices are located in São Paulo in the State of São Paulo, and we have an administrative support office in the City of Salvador in the State of Bahia. We also have equity interests in investments located in other parts of the country. We own all our production facilities, but we generally rent our administrative offices.



**Table of Contents**

The following table sets forth our properties as of December 31, 2015 by location of facilities, products produced and size of plant.

<b>Type of Product or Service</b>	<b>Location of Facilities</b>	<b>Size of Plant (in hectares)(1)</b>
Basic petrochemicals	Triunfo	152.8
Basic petrochemicals	Santo André	74.1
Basic petrochemicals	Camaçari	65.5
Basic petrochemicals	Duque de Caxias	53.0
Basic petrochemicals	Mexico	23.6
Polypropylene	Paulínia	39.7
Polyethylene	Triunfo	30.5
Polyethylene	Camaçari	24.5
Polyethylene	Cubatão	17.6
Polyethylene	Santo André	15.8
Polyethylene	Duque de Caxias	15.0
Polyethylene	Mexico	14.9
Polypropylene	LaPorte, Texas	87.0
Polypropylene	Neal, West Virginia	27.1
Polypropylene	Mauá	15.8
Polypropylene	Duque de Caxias	15.0
Polypropylene	Camaçari	13.2
Polypropylene	Triunfo	10.0
Polypropylene	Marcus Hook, Pennsylvania	6.9
Polypropylene	Freeport, Texas	8.9
Polypropylene	Seadrift, Texas	2.5
Polypropylene	Schkopau, Germany	3.7
Polypropylene	Wesseling, Germany	26.0
Caustic soda/chlorine	Maceió	15.0
PVC/caustic soda/chlorine	Camaçari	12.6
PVC	Marechal Deodoro	186.7
Distribution Center	Vila Prudente/Capuava	3.2

(1) One hectare equals 10,000 square meters.

We believe that all of our production facilities are in good operating condition. As of December 31, 2015, the consolidated net book value of our property, plant and equipment was R\$34,111.6 million.

The following properties are mortgaged or pledged to secure certain of our financial transactions: (1) our basic petrochemicals plant and our polyethylene plant located in the Southern Complex; (2) our chlor-alkali plant and PVC plant located in the Northeastern Complex; (3) our basic petrochemicals plant and our polyethylene plant located in São Paulo Complex; (4) our chlor-alkali plant and PVC plant located in the State of Alagoas; (5) our basic petrochemicals plant, our polyethylene plant and our polypropylene plant located in the Rio de Janeiro Complex; and (6) our basic petrochemical plant and our polyethylene plants located in Mexico.

**Insurance**

In addition to the policies described below for our Brazilian and international operations, we maintain other insurance policies for specific risks, including directors and officers liability coverage, workers compensation, employers practice liability and automotive insurance.

## **Table of Contents**

We do not anticipate having any difficulties in renewing any of our insurance policies and believe that our insurance coverage is reasonable in amount and consistent with industry standards applicable to chemical companies operating globally.

### ***Operations in Brazil, the United States and Germany***

We carry insurance for all our plants against material damage and consequent business interruption through comprehensive all risk insurance policies.

The all risks insurance program for our plants provides for a total replacement value of US\$19.5 billion for property damage. This insurance program is underwritten through separate policies in Brazil and the United States by large insurance companies. This all risk insurance program/policies are in force until April 2017.

The material damage insurance for our plants provides insurance coverage for losses due to accidents resulting from fire, explosion and machinery breakdown, among others. This coverage has a maximum indemnification limit of US\$2 billion per event (combined material damage and business interruption coverage) for the Brazilian plants and US\$250 million (combined material damage and business interruption coverage, excluding flood and earthquake damages, which have a maximum indemnification limit of US\$200 million per event) for our plants in the United States and Germany. Our policies have deductibles from US\$250,000 to US\$20 million, depending on the plant and/or coverage.

The business interruption coverage under our policies provides coverage for losses resulting from interruptions due to any material damage covered by the policy. The losses are covered with maximum indemnity periods ranging from 12 to 24 months and deductibles ranging from 45 to 90 days, depending on the plant.

As a part of our insurance program, we also have a third-party liability policy for our operations, which covers losses for damages caused to third parties from our operations, including sudden environmental pollution.

### ***Operations in Mexico***

We have an insurance program for our Project Ethylene XXI project in Mexico that provides coverage for the project during the construction and testing stages until the commencement of operations, which is expected to occur in the first half of 2016. This insurance program is comparable to policies issued by large insurance companies in Mexico and includes: (1) all risk policies for construction and delays in commencement of operations up to an aggregate amount of US\$5.2 billion, (2) terrorism coverage up to a limit of US\$ 900 million, (3) marine cargo coverage up to a limit per shipment of US\$50 million and (4) delays in commencement of operations up to a combined limit of US\$1.4 billion. The project also has comprehensive third-party liability insurance coverage for the construction and testing period.

## **Compliance**

We have adopted a Policy on Compliance in Acting Ethically with Integrity and Transparency, and several internal policies designed to guide our management, employees and counterparties and reinforce our principles and rules for ethical behavior and professional conduct. We maintain an Ethics Line managed by a third party available for employees and non-employees. Every whistleblower complaint is investigated and submitted for evaluation by our Ethics Committee.

Following our discovery of vulnerabilities in our internal controls in connection with the Investigation, we have designed and implemented remediation efforts to improve and evolve our Global Governance and Compliance system, including a series of efforts designed to ensure that every vulnerability that permitted the occurrence of the material weaknesses in our internal control over financial reporting described in Item 15. Controls and Procedures is mitigated. We expect such measures to be implemented and producing the desired effects by the end of 2017. We have taken the following measures, among others: (a) established the Compliance Committee (as defined below), (b) hired a Chief Compliance Officer (as defined below) and increased staffing and resources for our Internal Controls, Risk Management, Compliance and Internal Audit departments, (c) created an Internal Audit department, (d) incorporated anti-corruption clauses in our contracts with third-parties,

**Table of Contents**

(e) adopted the Policy on Compliance in Acting Ethically with Integrity and Transparency, (f) developed and implemented training programs for our directors, senior management and other employees, (g) enhanced vendor data, due diligence, procurement and payment procedures and associated controls, and (h) redesigned our process for monitoring in-transit inventory of raw materials, including naphtha. Furthermore, we implemented a new set of controls in the fourth quarter of 2016 that improved the processes in connection with manual journal entries, monitoring of payments of commissions and ledger accounts. We have also taken actions to implement controls within the process of posting entries in the inventory and trade payable balance accounts for naphtha imports processed by Braskem Netherlands.. We believe that these steps, taken together, will provide additional supervision, approval and review of accounting transactions and will enable us to better prevent and detect potential issues in our internal controls. For more information, see Item 6. Directors, Senior Management and Employees Directors and Senior Management and Item 15. Controls and Procedures.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not Applicable.

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**Table of Contents**

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*The following discussion of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements as of December 31, 2015 and 2014 and for the three years ended December 31, 2015, included in this annual report, as well as with the information presented under Presentation of Financial and Other Information and Item 3. Key Information Selected Financial and Other Information.*

*The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including those set forth in Cautionary Statement with Respect to Forward-Looking Statements and Item 3. Key Information Risk Factors.*

**Overview**

Our results of operations for the years ended December 31, 2015, 2014 and 2013 have been influenced, and our results of operations will continue to be influenced, by a variety of factors, including:

Brazil's GDP, which contracted 3.8%, as compared to growth of 0.1% in 2014 and 3.0% in 2013, which affects the demand for our products and, consequently, our domestic sales volume;

the U.S. GDP, which expanded 2.4%, as compared to growth of 2.4% in 2014 and 1.9% in 2013, which affects the demand for our products and, consequently, our domestic sales volume;

Europe's GDP, which expanded 1.5%, as compared to growth of 0.9% in 2014 and a contraction of 0.5% in 2013, which affects the demand for our products and, consequently, our domestic sales volume;

the expansion of global production capacity for the products that we sell and the growth rate of the global economy;

the international market price of naphtha, our principal raw material, expressed in U.S. dollars, which has a significant effect on the cost of producing our products and which has been volatile during the three years ended December 31, 2015, fluctuating in a range between US\$387 and US\$551 per ton during 2015, US\$492 and US\$952 per ton during 2014 and US\$816 and US\$992 per ton during 2013;

the average domestic prices of our principal products expressed in U.S. dollars, which fluctuate to a significant extent based on fluctuations of international prices for these products and which also have a high correlation to our raw material costs;

our crackers' capacity utilization rates, which increased in 2015 as result of the improvements in processes and the investments made over recent years, as well the company's capacity to export any surplus not

absorbed by Brazil's domestic market;

government industrial policy;

sales outside Brazil, which increased to R\$23.2 billion in 2015 from R\$19.8 billion in 2014;

changes in the *real*/U.S. dollar exchange rate, including the depreciation of the *real* against the U.S. dollar by 47.0% in 2015, 13.4% in 2014 and 14.6% in 2013;

the level of our outstanding indebtedness, fluctuations in benchmark interest rates in Brazil, which affect our interest expenses on our *real*-denominated floating rate debt and financial income on our cash and cash equivalents, and fluctuations in the LIBOR rate, which affect our interest expenses on our U.S. dollar-denominated floating rate debt;

## **Table of Contents**

the inflation rate in Brazil, which was 10.7% in 2015, 3.8% in 2014 and 5.5% in 2013, in each case, as measured by the IGP-DI, and the effects of inflation on our operating expenses denominated in *reais* and our *real*-denominated debt that is indexed to take into account the effects of inflation or bears interest at rates that are partially adjusted for inflation; and

the tax policies and tax obligations.

Our financial condition and liquidity is influenced by various factors, including:

our ability to generate cash flows from our operations and our liquidity;

prevailing Brazilian and international interest rates and movements in exchange rates, which affect our debt service requirements;

our ability to continue to be able to borrow funds from Brazilian and international financial institutions and to sell our debt securities in the Brazilian and international securities markets, which is influenced by a number of factors discussed below;

our capital expenditure requirements, which consist primarily of maintenance of our operating facilities, expansion of our production capacity and research and development activities; and

the requirement under Brazilian Corporate law and our by-laws that we pay dividends on an annual basis in an amount equal to at least 25% of our adjusted net income, unless our board of directors deems it inconsistent with our financial position and the decision of our board of directors is ratified by our shareholders.

## **Financial Presentation and Accounting Policies**

As described in the Explanatory Note on this annual report, as a result of the adjustments in our financial statements for the fiscal years ended December 31, 2015, 2014 and 2013, our consolidated financial statements as of December 31, 2015 and 2014 and for the three years ended December 31, 2015 were restated. For further information on the effect in our consolidated financial statements, see note 2.4 to our audited consolidated financial statements included elsewhere in this annual report.

We have identified material weaknesses in our internal controls and procedures. For information on the material weaknesses identified in our internal controls and procedures, see Item 15. Controls and Procedures.

## ***Presentation of Financial Statements***

We have prepared our audited consolidated financial statements as of December 31, 2015 and 2014 and for each of the years ended December 31, 2015, 2014 and 2013 in accordance with IFRS.



Our consolidated financial statements have been prepared in accordance with IFRS 10 (Consolidated Financial Statements).

***Operating Segments and Presentation of Segment Financial Data***

We believe that our organizational structure as of December 31, 2015 reflected our business activities and corresponded to our principal products and production processes. As of December 31, 2015, we had five production business units and reported our results by five corresponding segments to reflect this organizational structure:

*Basic Petrochemicals* This segment includes (1) our production and sale of basic petrochemicals at the Northeastern Complex and the Southern Complex, (2) our production and sale of basic petrochemicals at the São Paulo Complex and the Rio de Janeiro Complex, and (3) our supply of utilities produced at these complexes to second generation producers, including some producers owned or controlled by our company.

## **Table of Contents**

*Polyolefins* This segment includes the production and sale of polyethylene, including the production of green polyethylene from renewable resources, and polypropylene by our company, excluding the operations of Braskem Europe.

*USA and Europe* This segment includes the operations of our five polypropylene plants in the United States and the operations of our two polypropylene plants in Germany.

*Vinyls* This segment includes our production and sale of PVC and caustic soda.

*Chemical distribution* This segment includes operations of QuantiQ and IQAG, which consists of distribution of petroleum-based solvents, intermediate chemicals, special chemicals and pharmacons.

We have included a reconciliation of the results of operations of our segments, as they existed as of December 31, 2015, to our consolidated results of operations under Results of Operations below.

## ***Critical Accounting Policies***

The presentation of our financial condition and results of operations in conformity with IFRS requires us to make certain judgments and estimates regarding the effects of matters that are inherently uncertain and that impact the carrying value of our assets and liabilities. Actual results could differ from these estimates. In order to provide an understanding about how we form our judgments and estimates about certain future events, including the variables and assumptions underlying the estimates, and the sensitivity of those judgments to different variables and conditions, we have included comments related to the following critical accounting policies under IFRS:

*Impairment of property, plant and equipment and non-financial assets.* Our goodwill based on expected future profitability as of December 31, 2015 were R\$2,058.9 million. The recoverable value of property, plant and equipment and other noncurrent assets including intangible assets (other than goodwill based on expected future profitability) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable value of goodwill based on expected future profitability is reviewed for impairment on an annual basis. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of (1) an asset's fair value less costs to sell; and (2) its value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows that can be cash-generating units or operating segments. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

We did not record any impairment charges in the years ended December 31, 2015, 2014 and 2013. As of December 31, 2015, we do not believe that any of our cash generating units were at risk of impairment.

Our impairment tests of goodwill consider the lowest level of cash-generating operations at (1) the Southern Complex in the Basic Petrochemicals Unit, (2) the Polyolefins Unit and (3) the Vinyls Unit.

The discount rate applied is based on the weighted average cost of capital for our company at the relevant dates of valuation. Our projections include assumptions regarding (1) volumes that consider our current and projected

production; (2) prices based on a sales prices cycle of approximately five years for our products; (3) costs of goods sold based on international reference prices; and (4) capital expenditures projected for future years. The current price cycle reached a low point in 2012 due to global economic volatility. Changes to our projected margins resulting from changes in the petrochemical cycle, global economic conditions or strategic decisions to suspend or terminate production of certain products and to close the related plants could significantly impact our impairment charges. The impairment test performed as of October 31, 2012 supports a 5% negative fluctuation in contribution margin without changing the impairment result.

**Table of Contents**

*Valuation of derivative instruments.* We use swaps, non-deliverable forwards and other derivative instruments to manage risks from changes in foreign exchange, interest rates and commodities prices. We record these instruments at their estimated fair market value based on market quotations for similar instruments, and based on standard mark-to-market practices, which take into account reliable market curves for interest rates, foreign exchange rates and commodities prices.

*Deferred Income Tax and Social Contribution.* We recognize deferred income tax and social contribution assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities using prevailing tax rates. We regularly review any deferred income tax and social contribution assets for recoverability and reduce their carrying value based on our historical taxable income, projected future taxable income and the expected timing of any reversals of existing temporary differences. If one of our subsidiaries operates at a loss or is unable to generate sufficient future taxable income, or if there is a material change in the actual effective tax rates or the time period within which the underlying temporary differences become taxable or deductible, we evaluate the need to reduce partially or completely the carrying value of our deferred income tax and social contribution assets.

*Provisions and Contingencies.* We are currently involved in numerous judicial and administrative proceedings, as described under Item 8. Financial Information Legal Proceedings, and in notes 20 and 23 to our audited consolidated financial statements. We record accrued liabilities for provisions that we deem probable of creating an adverse effect on our results of operations or financial condition. For the main contingencies that we deem possible of creating an adverse effect on our results of operations or financial condition, we disclose relevant information regarding the proceedings in accordance with IAS 37. Additionally, the contingencies assumed in a business combination for which an unfavorable outcome is considered possible are recognized at their fair value on the acquisition date. We believe that these judicial and administrative proceedings are properly recognized or disclosed in our financial statements.

*Pension plans.* For defined benefit plans that we sponsor, we calculate our funding obligations based on calculations performed by independent actuaries using assumptions provided by the plan's management, such as interest rates investment returns, and levels of inflation, and provided by the actuaries, such as mortality rates and future employment levels. Collectively, these assumptions directly impact our liability for accrued pension costs and the amounts we record as pension costs, although individual assumptions are not expected to be material.

*Useful life of long-lived assets.* We recognize the depreciation of long-lived assets based on their estimated useful life, which in turn is based on industry practices and previous experience. However, the actual useful life can vary based on the current state of technologies at each unit. The useful life of the long-lived asset also affects the impairment testing. We do not believe that there are any indications of material change in the estimates and assumptions used in the calculation or the impairment losses of long-lived assets. However, if the actual results are not consistent with the estimates and assumptions used in the future cash flows estimating the fair value of the assets, we could be exposed to potentially significant losses.

*Valuation of assets and liabilities in business combinations.* We have entered into certain business combinations that we have accounted for in accordance with IFRS. In this regard, we hire and supervise the

specialized service providers to evaluate the fair value of the assets acquired and liabilities assumed. We allocate the cost of the entity acquired to the assets acquired and liabilities assumed, on a fair value basis, estimated at the date of acquisition. Any difference between the cost of the acquisition and the fair value of the assets acquired and liabilities assumed is recorded as goodwill or a gain on bargain purchase. We exercise significant judgment in the process of identifying the tangible and intangible assets and liabilities, valuing such assets and liabilities in determining the remaining useful life. Assumptions used to value those assets and liabilities include estimates of discounted cash flows or discount rates and may result in a difference between the estimated and actual values. If the actual results are not consistent with the estimates and assumptions used, we could be exposed to potentially significant losses.

**Table of Contents****Principal Factors Affecting Our Results of Operations*****Growth of Brazil's GDP and Domestic Demand for Our Products***

Our sales in Brazil represented 51.6% of our net sales revenue in the year ended December 31, 2015. As a Brazilian company with a substantial majority of our operations in Brazil, we are significantly affected by economic conditions in Brazil. Our results of operations and financial condition have been, and will continue to be, affected by the growth rate of Brazilian GDP because our products are used in the manufacture of a wide range of consumer and industrial products.

Because of our significant market share in many of the Brazilian markets in which our petrochemical products are sold, fluctuations in Brazilian demand for polyethylene, polypropylene and PVC affect our production levels and net sales revenue. Brazilian GDP grew at an estimated compound average annual rate of 0.3% from 2011 through 2015. From 2011 through 2015, the apparent consumption volumes in Brazil of polyethylene (including EVA), polypropylene and PVC increased (decreased) at compound average annual rates of 2.7%, (0.2)% and (2.8)%, respectively.

The following table sets forth the growth rates of Brazilian GDP and domestic apparent consumption for polyethylene, polypropylene and PVC for the periods presented.

	<b>Year Ended December 31,</b>				
	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Brazilian GDP	(3.8)%	0.1%	3.0%	1.9%	3.9%
Brazilian consumption of polyethylene	(2.0)		10.2	2.9	(3.4)
Brazilian consumption of polypropylene	(7.4)	(5.7)	8.7	4.5	(4.0)
Brazilian consumption of PVC	(19.6)	(3.2)	16.0	(1.1)	5.7

*Source:* Brazilian government, IPEA and ABIQUIM

Brazilian GDP growth has fluctuated significantly, and we anticipate that it will likely continue to do so. Our management believes that economic growth in Brazil should positively affect our future net sales revenue and results of operations. However, continued low growth or a recession in Brazil would likely reduce our future net sales revenue and have a negative effect on our results of operations.

In 2013, Brazilian GDP growth fell short of market expectations and increased by only 3.0% in 2013. However, the stronger performance of certain sectors, such as food, infrastructure, automotive and agribusiness, and the trend toward restocking supply chains positively influenced apparent consumption of thermoplastic resins, which increased by 10.2% for polyethylene, 8.7% for polypropylene and 2.4% for PVC.

In 2014, the Brazilian economy continued to face challenges, registering low GDP growth. The decrease in consumer confidence, demonstrated by the deceleration of consumption, and weaker external demand affected most economic sectors, including the industrial and services sectors, which registered decreased growth as compared to 2013. As a result, Brazilian consumption volumes of thermoplastic resins declined by 5.7% for polypropylene and 3.2% for PVC. Brazilian consumption volumes of polyethylene remained stable.

In 2015, Brazil was affected by the continued political crisis, lower-than-expected GDP growth in China (6.9%, the lowest in 25 years), declines in international commodity prices and weakening currencies in emerging economies, led by the Brazilian *real*. Key sectors in the Brazilian economy, such as services, construction and infrastructure, experienced a slowdown which affected the labor market by reducing income levels and consequently household spending and investment. According to the IBGE, Brazil's GDP contracted 3.8% in 2015. As a result, Brazilian consumption volumes of thermoplastic resins declined by 2.0% for polypropylene, 7.4% for polyethylene and 19.6% for PVC.

## **Table of Contents**

We generally obtain higher prices in Brazil for our products than the prevailing international prices. The difference in prices between the Brazilian and export markets results from:

costs of transporting products to and within Brazil;

warehousing, and other logistics costs; and

tariffs and duties.

In addition, we are generally able to charge higher prices for our products than the *real* price of imports because we are able to provide better product customization services to our customers than sellers of imported products.

During periods in which the domestic demand for our products is reduced, we actively pursue export opportunities for our products in order to maintain capacity utilization rates. During periods of increased domestic demand for our products, our export sales volumes may decline as we increase domestic sales of our products.

We believe that domestic demand for thermoplastic resins may continue to be affected by global macroeconomic factors. Exports of basic petrochemicals and thermoplastic resins, which represent a large percentage of our sales, are also affected by global macroeconomic factors.

### ***Effect of Sales Outside Brazil on Our Financial Performance***

We have significant production capacity located outside of Brazil from our plants located in the United States and Germany, through our subsidiaries Braskem America and Braskem Europe.

During the past several years, as the relative cost of naphtha and gas as feedstocks for petrochemical crackers has diverged, the profit margins of many naphtha crackers, including ours, have decreased as crackers using gas as feedstock have become the low-cost producer in the global markets. However, since gas crackers are unable to produce the co-products and byproducts that naphtha crackers generate, such as propylene, butadiene and BTX products, the prices of these products in the international markets have increased. As a result of the increased prices available for most of these co-products and byproducts, our net sales revenue from export sales of these products increased.

During the year ended December 31, 2015, 48.7% of our net sales revenue was derived from sales of our products outside Brazil as compared with 43.4% during 2014 and 42.7% during 2013. Net sales revenues derived from sales outside Brazil increased by 16.7% during 2015, 13.4% during 2014 and 14.2% during 2013.

During the year ended December 31, 2015, sales to customers in countries in the Americas (other than Brazil) accounted for 60.5% of our sales outside Brazil. During the year ended December 31, 2015, sales to customers in Europe accounted for 26.3% of our sales outside Brazil, and sales to customers in East Asia accounted for 8.7% of our sales outside Brazil.

Our ability to export to other countries is a function of the level of economic growth in these countries and other economic conditions, including prevailing inflation rates and interest rates. We believe that continued slow or negative growth in the global economy, coupled with the increase in global capacity in the petrochemical industry, may lead to



reduced profitability of the global petrochemical industry, and consequently reduced margin for our products. In addition, reduced global demand for our products may impair our ability to export our products in response to a decline in domestic demand for these products.

***Cyclicalities Affecting the Petrochemical Industry***

Global consumption of petrochemical products has increased significantly over the past 30 years. Due to this growth in consumption, producers have experienced periods of insufficient capacity for these products. Periods of insufficient capacity, including some due to raw material shortages, have usually resulted in increased capacity utilization rates and international market prices for our products, leading to increased domestic prices and operating margins. These periods have often been followed by periods of capacity additions, which have resulted in declining capacity utilization rates and international selling prices, leading to declining domestic prices and operating margins.

## **Table of Contents**

We expect that these cyclical trends in international selling prices and operating margins relating to global capacity shortfalls and additions will likely persist in the future, principally due to the continuing impact of four general factors:

cyclical trends in general business and economic activity produce swings in demand for petrochemicals;

during periods of reduced demand, the high fixed cost structure of the capital intensive petrochemicals industry generally leads producers to compete aggressively on price in order to maximize capacity utilization;

significant capacity additions, whether through plant expansion or construction, can take three to four years to implement and are therefore necessarily based upon estimates of future demand; and

as competition in petrochemical products is generally focused on price, being a low-cost producer is critical to improved profitability. This favors producers with larger plants that maximize economies of scale, but construction of plants with high capacity may result in significant increases in capacity that can outstrip demand growth.

A variety of petrochemical companies have announced plans to build significant additional ethylene production capacity, primarily in Asia, the Middle East and North America. According to IHS, 32.0 million tons of annual global ethylene capacity is scheduled to be commissioned between 2016 and 2020, including approximately 9.0 million tons of annual capacity in China, 4.3 million tons of annual capacity in the Middle East and 10.0 million tons of annual capacity in North America. According to IHS, the majority of the new capacity in China (5.9 million tons of annual capacity) will be based on coal as their principal feedstock. The majority of the new capacity in the Middle East (4.2 million tons of annual capacity) will be based on ethane as their feedstock, either as the only raw material, or with another feedstock for flexible crackers. However, expansions of ethylene capacity are frequently subject to delays, and we cannot predict when the planned additional capacity will be commissioned, if at all.

International pricing pressures increased in 2011 and 2012 as the price differential between naphtha and gas increased and producers using ethane as raw materials were able to maintain competitive margins at sales prices lower than those required by some naphtha based producers. In 2013, the global economy showed signs of recovery, as reflected by the improved performance of the U.S. economy and indications that the euro zone had begun to emerge from crisis. This scenario helped support a recovery in the profitability of the global petrochemical industry, and the spreads for thermoplastic resins and main basic petrochemicals improved during the year. In 2014, world GDP growth fell short of initial forecasts for the year, reflecting the slower growth in emerging economies and in the euro zone. However, the recovery in the U.S. economy and the good performance of other developed markets, such as the United Kingdom, had a positive impact on the world economy in 2014. In 2015 crude oil prices fell sharply, which reduced the competitive advantage of gas-based producers compared to naphtha-based producers.

The combination of the decline in oil prices, and consequently the decline in naphtha prices, the main feedstock used by the global petrochemical industry, which registered an average price in 2015 of US\$462/ton, down 45% from 2014, as well as the cancelation and postponements of previously announced petrochemical projects, supported healthy thermoplastics resins spreads.

We believe that the pricing scenario for the short-term is marked by caution. As expected, petrochemical prices have followed the downward trend in naphtha prices, which in turn followed the downward trend in crude oil markets. However, it is expected that the improvement in the world economy will continue to positively influence the demand and profitability of the sector in the short term.

Based on historical growth of demand for polyethylene, polypropylene and PVC, we believe that the additional capacity introduced in the market in 2013, 2014 and 2015 will be absorbed by the market in the medium-term. However, the production generated by this increase in capacity may lead to continued pressure on prices in the international markets and an increase in competition from imports in the Brazilian markets, which could adversely affect our net sales revenues, gross margins and overall results of operations.

## Table of Contents

### *Effects of Fluctuations in Naphtha Prices and Natural Gas*

Fluctuations in the international market price of naphtha have significant effects on our costs of goods sold and the prices that we are able to charge our customers for our first and second generation products. Political instability in the Middle East or similar events that may occur in the future may lead to unpredictable effects on the global economy or the economies of the affected regions, have had and may continue to have negative effects on oil production and price volatility, consequently driving naphtha and petrochemical prices higher worldwide.

The price of natural gas in the Mont Belvieu region in Texas is used as a reference for our costs of natural gas. Any future developments that affect the U.S. supply/demand balance for natural gas may adversely affect the Mont Belvieu price of natural gas (including ethane, propane and butane) and increase our production costs or decrease the price of petrochemical products. External factors and natural disasters such as hurricanes, harsh winters or industry developments, such as shale gas exploration, may disrupt the supply of natural gas, thereby increasing the cost, which may materially adversely affect our cost of sales and results of operations.

### *Effects on Cost of Sales*

Naphtha is the principal raw material used by our Basic Petrochemicals Unit and, indirectly, in several of our other business units. Naphtha and condensate accounted for approximately 59.0% of the total cost of sales of our Basic Petrochemicals Unit during 2015. Naphtha accounted for approximately 44.5% of our direct and indirect consolidated cost of sales and services rendered during 2015.

The cost of naphtha varies in accordance with international market prices, which fluctuate depending upon the supply and demand for oil and other refined petroleum products. We purchase naphtha under a long-term supply contract with Petrobras, and we import naphtha from other suppliers through our terminal at Aratú in the State of Bahia and Petrobras terminal at Osório in the State of Rio Grande do Sul. The prices that we pay for naphtha under these arrangements, other than our supply contract with Petrobras, are based on the Amsterdam-Rotterdam-Antwerp market price for naphtha. As a result, fluctuations in the Amsterdam-Rotterdam-Antwerp market price for naphtha have had a direct impact on the cost of our first generation products.

Our contracts with Petrobras provides for naphtha prices based on a variety of factors, including the market prices of naphtha and other basic petrochemical derivatives, the volatility of the prices of these products in the international markets, the *real*/U.S. dollar exchange rate, and the level of paraffinicity of the naphtha that is delivered. We believe that these contracts have reduced the exposure of the cost of our first generation products to fluctuations in the Amsterdam-Rotterdam-Antwerp market price for naphtha.

The international price of naphtha has fluctuated significantly in the past, and we expect that it will continue to do so in the future. Significant increases in the price of naphtha and, consequently, the cost of producing our products, generally reduce our gross margins and our results of operations to the extent that we are unable to pass all of these increased costs on to our customers, and may result in reduced sales volumes of our products. Conversely, significant decreases in the price of naphtha and, consequently, the cost of producing our products, generally increase our gross margins and our results of operations and may result in increased sales volumes if this lower cost leads us to lower our prices. In periods of high volatility in the U.S. dollar price of naphtha, there is usually a lag between the time that the U.S. dollar price increases or decreases and the time that we are able to pass on increased, or required to pass on reduced, costs to our customers in Brazil. These pricing discrepancies decrease when the U.S. dollar price of naphtha is less volatile.

We do not currently hedge our exposure to changes in the prices of naphtha because a portion of our sales are exports payable in foreign currencies and linked to the international market prices of naphtha and also because the prices of our polyethylene, polypropylene and PVC products sold in Brazil generally reflect changes in the international market prices of these products.

**Table of Contents***Effects on Prices of Our Products*

The prices that we charge for many of our basic petrochemical products are determined by reference to the European contract prices for these products. Because European producers of basic petrochemical products primarily use naphtha as a raw material, changes in the European contract prices are strongly influenced by fluctuations in international market prices for naphtha. To the extent that our prices are based on the European contract prices for our products, the prices that we charge for these products are significantly influenced by international market prices for naphtha.

We negotiate the *real* prices for certain of our products, principally polyethylene, polypropylene and PVC, on a monthly basis with our domestic customers. We attempt to revise our prices to reflect (1) changes in the international market prices of these products, which tend to fluctuate in tandem with naphtha prices, and (2) the appreciation or depreciation of the *real* against the U.S. dollar. However, during periods of high volatility in international market prices or exchange rates, we are sometimes unable to fully reflect these changes in our prices in a prompt manner.

The international market prices of our petrochemical products have fluctuated significantly, and we believe that they will continue to do so. Volatility of the price of naphtha and the upward trend in the price of petroleum and naphtha have effects on the price competitiveness of our naphtha-based crackers and our resins. Because pricing trends for naphtha and ethane have diverged in recent years to a greater extent than has been the case historically, producers of ethylene and resin products derived from ethane generally have experienced lower unit raw material costs than naphtha-based producers of these products. As a consequence, significant increases in the pricing differential between naphtha and gas increases the competitiveness of products derived from ethane and may result in pricing pressure in the international markets.

Significant increases in the international market prices of our petrochemical products and, consequently, the prices that we are able to charge, generally increase our net sales revenue and our results of operations to the extent that we are able to maintain our operating margins and increased prices do not reduce sales volumes of our products. Conversely, significant decreases in the international prices of our petrochemical products, and, consequently, the prices that we charge, generally reduce our net sales revenue and our results of operations if we are unable to increase our operating margins or these reduced prices do not result in increased sales volumes of our products.

***Capacity Utilization***

Our operations are capital intensive. Accordingly, to obtain lower unit production costs and maintain adequate operating margins, we seek to maintain a high capacity utilization rate at all of our production facilities.

The table below sets forth capacity utilization rates with respect to the production facilities for some of our principal products for the periods presented.

	<b>Year Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Ethylene	89%	86%	90%
Polyethylene	87%	80%	85%
Polypropylene	76%	81%	83%
PVC	76%	89%	83%
Polypropylene USA and Europe	98%	92%	91%

In 2013, our utilization rate was affected by (1) a power outage that occurred on August 28, 2013, which affected the entire Brazilian Northeast and caused unscheduled shutdowns at our plants in the region; (2) planned maintenance shutdowns of the Northeastern Complex's Olefins 1 unit for 40 days in September, October and November of 2013, and (3) a lack of ethane and propane supply at the Rio de Janeiro Complex.

## **Table of Contents**

In 2014, the average capacity utilization of Braskem's crackers was affected by (1) the scheduled maintenance shutdown of one of our cracker production lines in the Southern Complex; (2) the scheduled maintenance shutdown at our cracker production line in the São Paulo Complex; (3) a lack of propylene supply at the Rio de Janeiro Complex, and (4) a lack of ethane and propane supply at the Rio de Janeiro Complex.

In 2015, the average capacity utilization of Braskem's crackers was affected by (1) improved performance of the complexes in the Northeastern Complex and the Southern Complex; (2) incident at the complex in São Paulo; and (3) a lack of propylene supply at the Rio de Janeiro Complex and (4) a lack of ethane and propane supply at the Rio de Janeiro Complex.

### ***Effects of Brazilian Industrial Policy***

The Brazilian government has a significant influence in some sectors of the domestic economy, including the petrochemical sector in which we operate. The Brazilian government has adopted, or is considering adopting, measures to boost the competitiveness of domestic companies, as described below.

#### ***Reintegra***

In December 2011, the Brazilian government implemented the Reintegra program, which is designed to improve the competitiveness of Brazilian plastics producers in the export markets by refunding the federal taxes levied on their export sales. As a result of this incentive, exports of third generation products by Brazilian companies have increased, therefore increasing Brazilian demand for our products. The original program ended in the end of December 2013. It was reinstated in August 2014 with a refund tax rate of 0.1% and in October 2014, the Brazilian government restored the rate to 3.0% until the end of 2015. However, in March 2015, the Brazilian federal government again decreased the rate to 1.0% for 2015 and 2016. In October 2015, according to the Decree 8,543, the Brazilian federal government decreased the refund rate to decrease to 0.1% as of December 1, 2015. The currently rate of 0.1% will remain valid until December 31, 2016. In January 2017, the Reintegra rate is expected to increase to 2% in 2017 and 3% in 2018.

#### ***Import Tariffs at Local Ports***

Historically, tariffs on imports have been established by the federal government. However, in recent years, some Brazilian states established tax benefits to attract imports at local ports in order to raise revenue and develop local port infrastructure, primarily in the form of reductions of ICMS taxes that would otherwise be due to these states. Industry and union leaders alleged that such legislation creates a subsidy for imported products, thereby harming local industry.

On January 1, 2013, legislation took effect reducing the maximum ICMS tax that the state can charge from a rate of 12% to 4% on interstate sales of imported raw materials and other goods that are not wholly or partially manufactured in Brazil. In addition to certain other limited exceptions, this tax reduction does not apply to imported goods that do not have Brazilian-made substitutes. As a result, current tax benefits offered by some Brazilian states for the import of goods in the form of reduced ICMS tax rates have become less attractive.

#### ***Pricing and Tariffs***

We set prices for ethylene, the principal first generation petrochemical product that we sell to third-party second generation producers, by reference to international market prices. See Basic Petrochemicals Unit Sales and Marketing of Our Basic Petrochemicals Unit. Prices paid by second generation producers for imported first generation petrochemical products partly reflect transportation and tariff costs. We establish the prices of ethylene by-products, such as butadiene, by reference to several market factors, including the prices paid by second generation producers for



imported products. Prices paid for such imports also reflect transportation and tariff costs.

Second generation producers, including our company, generally set prices for their petrochemical products by reference to several market factors, including the prices paid by third generation producers for imported products. Prices paid for such imports also reflect transportation and tariff costs.

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## Table of Contents

The Brazilian government has used import tariffs to implement economic policies. As a result, import tariffs imposed on petrochemical products have varied in the past and may vary in the future. Tariffs on imports of first generation petrochemical products are between 0% and 4%, and tariffs on polyethylene, polypropylene and PVC resins are 14.0%.

Imports and exports within the free trade area in South America (*Mercado Comum do Sul*), or Mercosul, which is composed of Argentina, Brazil, Paraguay and Uruguay, have not been subject to tariffs since December 2001. Imports of suspension PVC from Colombia are not subject to tariffs and imports of suspension PVC from Venezuela are subject to reduced tariffs of 2.1% under the *Acordo de Alcance Parcial de Complementação Econômica nº 59*, under which imports from these countries are lower than generally applicable tariffs.

Imports of suspension PVC from the U.S. and Mexico have been subject to anti-dumping duties of 16.0% and 18.0%, respectively, that were imposed by the Brazilian Foreign Trade Chamber (*Câmara de Comércio Exterior*), or CAMEX, of the Ministry of Development, Industry and Trade. In 2005, the anti-dumping regime was changed so that duties were assessed on a sliding scale (from 0% to 16.0% and 0% to 18.0% for the U.S. and Mexico, respectively), in which the rate of the duties are determined based on a variety of factors, including the price of the products and the likelihood that imports of these products will adversely affect local industry. In September 2011, however, CAMEX changed the application of the anti-dumping practices for imports from the U.S. to an *ad valorem* rate of 16%, maintaining the sliding scale for Mexico, which is scheduled to expire in December 2015. The renewal of this anti-dumping regime is under analysis, during which time the same rates will be maintained.

Since 2008, imports of suspension PVC from China have been subject to duties ranging between 10.5% and 21.6%, and imports of suspension PVC from South Korea have been subject to duties ranging between 0% and 18.9%, depending on the producer, as a result of the imposition of anti-dumping duties by CAMEX. In August 2014, CAMEX changed the anti-dumping rates for imports from China to 21.6% and maintained the range of duties on imports from South Korea to between 0% and 18.9%.

Additionally, in December 2010, CAMEX imposed an additional anti-dumping duty of 10.6% on polypropylene imports from the United States for a period of five years. The renewal of this anti-dumping regime is under analysis, during which time the same rates will be maintained.

Beginning in August 2014, the Brazilian government imposed additional anti-dumping duties on polypropylene imports from South Africa, India and South Korea of 16.0%, 6.4 to 9.9% and 2.4 to 6.3%, respectively. These duties are scheduled to expire in 2019.

In 2015, approximately 26% of Brazilian polyethylene, polypropylene and PVC resins were imported products, which reflected a 12% annual decrease in the volume of resins imported, reflecting the volatility in the U.S. dollar-denominated prices of thermoplastic resins, which triggered an increase in the purchase of thermoplastic resins in Brazil. For more information, see *Effects of Brazilian Industrial Policy Import Tariffs at Local Ports*.

### *Increased Import Duties on Polyethylene*

As part of its initiative to strengthen domestic manufacturers, on October 1, 2012, the Brazilian government adopted a resolution that increased import duties on 100 products related to various industries, including an increase on the import tariff for polyethylene from 14% to 20%. In October 2013, the Brazilian government reduced the import tariff for polyethylene to the previous level of 14%.

### *Legislative Change Affecting Accumulated ICMS*

In May 2013, the State of São Paulo approved new legislation reducing ICMS on certain acquisitions of naphtha, ethylene and propylene within the state. This reduction is conditioned upon certain requirements, including (1) the parties to the transactions must use a specified governmental data processing system to issue and account for tax documents, and they must regularly comply with related obligations and (2) the buyer must be accredited by the applicable governmental authority. In accordance with the requirements prescribed by law, in 2014 we used the reduced ICMS on the purchase of naphtha, ethylene and propylene, resulting in an ICMS credit balance in the State of São Paulo of zero

**Table of Contents**

***Effects of Fluctuations in Exchange Rates between the Real and the U.S. Dollar***

Our results of operations and financial condition have been, and will continue to be, affected by the rate of depreciation or appreciation of the *real* against the U.S. dollar because:

a substantial portion of our net sales revenue is denominated in or linked to U.S. dollars;

our costs for some of our raw materials, principally naphtha and certain catalysts required in our production processes, are incurred in U.S. dollars or are U.S. dollar-linked;

we have operating expenses, and make other expenditures, that are denominated in or linked to U.S. dollars; and

we have significant amounts of U.S. dollar-denominated liabilities that require us to make principal and interest payments in U.S. dollars.

Virtually all of our sales are of petrochemical products for which there are international market prices expressed in U.S. dollars. We generally attempt to set prices that take into account (1) the international market prices for our petrochemical products, and (2) in Brazil, variations in the *real*/U.S. dollar exchange rate. As a result, although a significant portion of our net sales revenue is denominated in *reais*, substantially all of our products are sold at prices that are based on international market prices that are quoted in U.S. dollars.

Fluctuations in the *real* affect the cost of naphtha and other U.S. dollar-linked or imported raw materials. The price of naphtha, our principal raw material, is linked to the U.S. dollar. The pricing formula included in the contract with Petrobras under which we purchase naphtha for our basic petrochemical plants in the Northeastern Complex and in the Southern Complex includes a factor that adjusts the price to reflect the *real*/U.S. dollar exchange rate.

The depreciation of the *real* against the U.S. dollar generally increases the production cost for our products and we generally attempt to increase the Brazilian prices for our products in *reais* (to the extent possible in light of then-prevailing market conditions in Brazil), which may result in reduced sales volumes of our products. To the extent that our price increases are not sufficient to cover the increased costs for raw materials, our operating margin decreases. Conversely, the appreciation of the *real* against the U.S. dollar generally decreases the production cost for our products and we generally decrease the Brazilian prices for our products in *reais*, which may result in increased sales volumes of our products. In periods of high volatility in the *real*/U.S. dollar exchange rate, there is usually a lag between the time that the U.S. dollar appreciates or depreciates and the time that we are able to pass on increased, or are required to pass on reduced, costs in *reais* to our customers in Brazil. These pricing discrepancies decrease when the *real*/U.S. dollar exchange rate is less volatile.

Our consolidated U.S. dollar-denominated indebtedness represented 77.8% of our outstanding indebtedness as of December 31, 2015. As a result, when the *real* depreciates against the U.S. dollar:

the interest costs on our U.S. dollar-denominated indebtedness increase in *reais*, which adversely affects our results of operations in *reais*;

the amount of our U.S. dollar-denominated indebtedness increases in *reais*, and our total liabilities and debt service obligations in *reais* increase; and

our financial expenses tend to increase as a result of foreign exchange losses that we must record, mitigated by our decision to designate, on May 1, 2013, part of our U.S. dollar-denominated liabilities as a hedge for our future exports.

Appreciation of the *real* against the U.S. dollar has the converse effects.

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## **Table of Contents**

Export sales and sales by our USA and Europe Unit, which enable us to generate receivables payable in foreign currencies, tend to provide a hedge against a portion of our U.S. dollar-denominated debt service obligations, but they do not fully match them. To further mitigate our exposure to exchange rate risk, we try, where possible, to enter into trade finance loans for our working capital needs, which funding is generally available at a lower cost because it is linked to U.S. dollar exports.

### ***Effect of Level of Indebtedness and Interest Rates***

As of December 31, 2015, our total outstanding consolidated corporate indebtedness was R\$27,350.5 (US\$7,004.3 million), net of transaction costs. This indebtedness does not include (i) an aggregate amount of R\$1,111.6 million (US\$284.7 million) outstanding as of December 31, 2015 in connection with derivatives transactions (including interest rate swaps, exchange rate swaps and currency options), and (ii) an aggregate amount of R\$12,277.4 million (US\$3,144.2 million) outstanding as of December 31, 2015 in connection with the project finance facility to fund the development of Project Ethylene XXI, or the Braskem Idesa Financing. The level of our indebtedness results in significant financial expenses that are reflected in our statement of operations. Financial expenses consist of interest expense, exchange variations of U.S. dollar- and other foreign currency-denominated debt, foreign exchange losses or gains, and other items as set forth in note 29 to our audited consolidated financial statements. In the year ended December 31, 2015, we recorded total financial expenses in the financial expenses, net line item of R\$2,507.3 million, of which R\$1,722.8 million consisted of net interest expense, R\$377.5 million consisted of net expenses related to monetary variation on financing and a negative R\$1,035.0 million consisted of net foreign exchange variation. The interest rates that we pay depend on a variety of factors, including prevailing Brazilian and international interest rates and risk assessments of our company, our industry and the Brazilian economy made by potential lenders to our company, potential purchasers of our debt securities and the rating agencies that assess our company and its debt securities.

Standard & Poor's, Moody's and Fitch maintain ratings of our company and our debt securities. Currently, Standard & Poor's and Fitch maintain ratings of our company on global and national basis. Moody's only maintains ratings of our company on a global basis. Standard & Poor's maintains a rating for our company of BBB- (negative) on a global basis and a rating for our company of brAAA (negative) on a national basis; Fitch maintains a rating for our company of BBB- (negative) on a global basis and a rating for our company of AA+ (negative) on a national basis; and Moody's maintains a rating for our company of Ba1 (negative) on a global basis. Any decision by these agencies to downgrade the ratings of our company or of our debt securities in the future would likely result in increased interest and other financial expenses relating to our borrowings and debt securities and the inclusion of financial covenants in the instruments governing new indebtedness, and could significantly reduce our ability to obtain such financing on satisfactory terms or in amounts required by us and our liquidity and would require us to post cash collateral pursuant to our obligations.

### ***Effects of Brazilian Inflation***

Brazilian inflation affects our financial performance by increasing some of our operating expenses denominated in *reais* (and not linked to the U.S. dollar). A significant portion of our costs of sales and services rendered, however, are denominated in or linked to the U.S. dollar and are not substantially affected by the Brazilian inflation rate. Some of our *real*-denominated debt is indexed to take into account the effects of inflation. Under this debt, the principal amount generally is adjusted with reference to the General Price Index Market (*Índice Geral de Preços Mercado*), an inflation index, so that inflation results in increases in our financial expenses and debt service obligations. In addition, a significant portion of our *real*-denominated debt bears interest at the TJLP or the CDI rate, which are partially adjusted for inflation.

***Effect of Taxes on Our Income***

We are subject to a variety of generally applicable Brazilian federal and state taxes on our operations and results. We are generally subject to Brazilian federal income tax (combined with Social Contribution on Net Income (*Contribuição Social Sobre o Lucro Líquido*), or CSLL) at an effective rate of 34%, which is the standard corporate tax rate in Brazil. We have available certain federal tax exemptions based upon federal law that offers tax incentives to companies that locate their manufacturing operations in the Brazilian states of Bahia and Alagoas. These exemptions have been granted for varying lengths of time to each of our manufacturing plants located in these states.

## **Table of Contents**

We are entitled to pay 25% of the statutory income tax rate on the profits arising from the sale of:

polyethylene manufactured at one of our polyethylene plants in the Northeastern Complex until December 31, 2016; and

PVC manufactured at our plant in the Alagoas until December 31, 2019.

Polyethylene manufactured at one of our polyethylene plants in the Northeastern Complex and caustic soda, chlorine and ethylene dichloride produced at our plants in the Northeastern Complex and Alagoas until 2024. Each of our exemptions entitles us to pay only 44.9% of the statutory income tax rate (of 34%) on the profits arising from products manufactured at these plants.

Due to operating losses sustained by us in the past, we had R\$2,114.5 million of deferred income tax and social contribution assets arising from tax loss carryforwards available as of December 31, 2015. Income tax loss carryforwards available for offset in Brazil do not expire. However, the annual offset is limited to 30% of our adjusted net profits. This limit also affects the CSLL.

Our export sales are currently exempt from (1) PIS (2) COFINS, a federal value-added tax, (3) the Tax on Industrial Products (*Imposto sobre Produtos Industrializados*), or IPI, a federal value-added tax on industrial products, and (4) ICMS.

## **Recent Developments**

The following is a summary of major transactions entered into, and other developments affecting, our company since December 31, 2015.

### *Management Changes*

In April and May 2016, we announced a new Chief Financial and Investor Relations Officer and Chief Executive Officer.

### *Approval of Annual Dividend Payment*

At our annual shareholders meeting on April 6, 2016, our shareholders approved the payment of dividends in the amount of R\$1.0 billion, which was paid on April 15, 2016.

### *Mexico Complex*

On April 6, 2016, Braskem Idesa successfully produced its first batch of polyethylene in the Mexico Complex. This is part of a gradual start-up process which began in December 2015.

### *Feedstock Investment*



On March 18, 2016, our board of directors approved a project that includes investments of R\$380 million to permit flexibility in the use of up to 15% of ethane as feedstock for our Bahia cracker. The investments also include the modernization of the industrial unit and the renovation of port infrastructure and it is expected to start operations in the second half of 2017. In addition, we entered into a long-term contract with an affiliate of Enterprise Products Partners L.P. for the supply of ethane imported from the United States at a price based on the international Mont Belvieu reference price.

This project is part of Braskem's strategy of diversifying its feedstock matrix, with a focus on increasing its competitiveness and that of the Brazilian petrochemical chain.

**Table of Contents**

*Termination of BNDESPAR Shareholders Agreement*

In February 2016, we received a letter from BNDESPAR informing us of its sale of preferred shares of our capital stock on the BM&FBOVESPA. As a result of these sales, BNDESPAR held preferred shares and total share capital of 6.61% and 2.86%, respectively. The shareholders agreement to which BNDESPAR was a party automatically terminated as a result of BNDESPAR holding less than 5.0% of our total share capital.

*Global Settlement*

In December 2016, we entered into a global settlement with the MPF, the DoJ, the SEC and the OAG with regard to certain matters under investigation, which we refer to as the Global Settlement. The Global Settlement was reached at the conclusion of the Investigation into the allegations of improper payments in connection with the so-called Operation Car Wash in Brazil. Under the Global Settlement, Braskem will pay the aforementioned authorities in Brazil and overseas the aggregate approximate amount of US\$957 million, equivalent to approximately R\$3.1 billion. The Global Settlement was definitively ratified as follows:

In Brazil, the Leniency Agreement was ratified by the 5th Coordination and Review Chamber of the MPF on December 15, 2016 and on June 6, 2017 by the 13th Federal Court of Curitiba.

In the United States, the competent courts confirmed the resolution with the DoJ on January 26, 2017 and the resolution with the SEC on February 28, 2017.

In Switzerland, the agreement with the OAG did not require ratification to produce effect. Of the total fine established in the Global Settlement, we have already paid approximately R\$1.3 billion in the following manner

US\$94.9 million (R\$296.6 million) to the DoJ on February 8, 2017;

US\$65.0 million (R\$206.5 million) to the SEC on April 27, 2017;

CHF30.2 million (R\$104.4 million) to the OAG on June 27, 2017;

R\$736.5 million to the MPF on July 6, 2017.

The outstanding amount of approximately R\$1.8 billion will be paid in the following manner:

CHF64.3 million to the OAG in four equal annual and successive installments of CHF16.1 million due on June 30 of each year commencing in 2018; and

R\$1.6 billion to the MPF in six annual installments adjusted for inflation by the variation in the IPCA inflation index due on January 30 of each year commencing in 2018. To guarantee payment of future installments, Braskem has provided a guaranty in the form of fixed assets in an amount equal to one annual installment.

For more information regarding the Global Settlement, see [Item 8. Financial Information](#) [Legal Proceedings](#) [Global Settlement](#).

**Table of Contents****Results of Operations**

The following discussion of our results of operations is based on our restated consolidated statements of income. For further information on the restatement, see note 2.4 to our financial statements included elsewhere in this annual report.

The discussion of the results of our business segments is based upon financial information reported for each of the segments of our business, as presented in the following tables, which set forth the results of each of our segments and the reconciliation of these results of our segments to our consolidated results of operations. This segment information was prepared on the same basis as the information that our senior management uses to allocate resources among segments and evaluate their performance. We evaluate and manage the performance of our segments based on information generated from our statutory accounting records maintained in accordance with IFRS, and reflected in our consolidated financial statements.

	Year Ended December 31, 2015				Restated		Operating profit (loss)
	Net sales revenue	Cost of products sold	Gross profit	Selling, general, and, distribution expenses	Results from equity investments	Other operating income (expense), net(1)	
	(in millions of reais)						
Basic Petrochemicals	24,269.8	(20,053.1)	4,216.7	(658.9)		(178.1)	3,379.6
Polyolefins	19,986.2	(15,461.2)	4,525.0	(1,224.6)		(130.7)	3,169.7
Vinyls	2,780.1	(2,415.9)	364.2	(224.9)		(27.0)	112.4
USA and Europe	8,239.9	(6,908.6)	1,331.3	(445.9)		(13.4)	872.0
Chemical Distribution	874.6	(692.7)	182.0	(123.4)		(5.0)	53.5
Total segments	56,150.6	(45,531.3)	10,619.2	(2,677.7)		(354.3)	7,587.3
Other segment(2)	631.5	(637.0)	(5.5)	(94.7)		(70.1)	(170.3)
Corporate unit(3)				(9.0)	2.2	(244.6)	(251.3)
Reclassifications and eliminations(4)	(9,219.7)	8,930.0	(289.7)	149.9		(87.3)	(227.1)
Consolidated	47,562.4	(37,238.4)	10,324.0	(2,631.4)	2.2	(756.2)	6,938.5

	Year Ended December 31, 2014				Restated		Operating profit (loss)
	Net sales revenue	Cost of products sold	Gross profit	Selling, general, and, distribution expenses	Results from equity investments	Other operating income (expense), net(1)	
	(in millions of reais)						
Basic Petrochemicals	25,576.3	(23,252.8)	2,323.5	(692.7)		190.3	1,821.1
Polyolefins	18,502.2	(15,599.6)	2,902.6	(965.7)		(53.2)	1,883.7

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Vinyls	2,709.5	(2,551.5)	158.0	(205.3)		57.3	10.0
USA and Europe	7,934.3	(7,481.2)	453.0	(294.9)		(82.5)	75.6
Chemical Distribution	842.7	(700.9)	141.8	(105.2)		(28.8)	7.8
Total segments	55,565.0	(49,586.1)	5,978.9	(2,263.9)		83.0	3,798.0
Other segment(2)	402.7	(284.3)	118.4	(170.0)		(4.1)	(55.7)
Corporate unit(3)				(110.5)	3.9	(96.6)	(203.1)
Reclassifications and eliminations(4)	(10,210.6)	10,039.3	(171.3)	78.1		31.7	(61.6)
Consolidated	45,757.0	(39,831.0)	5,926.0	(2,466.3)	3.9	14.0	3,477.6

Year Ended December 31, 2013 Restated

	Net sales revenue	Cost of products sold	Gross profit	Selling, general, and, distribution expenses	Results from equity investments	Other operating income (expense), net(1)	Operating profit (loss)
	<i>(in millions of reais)</i>						
Basic Petrochemicals	25,037.8	(22,561.2)	2,476.6	(534.9)		(67.8)	1,873.9
Polyolefins	16,944.7	(14,694.3)	2,250.4	(852.7)		(30.7)	1,367.1
Vinyls	2,581.1	(2,384.5)	196.5	(174.1)		(11.2)	11.3
USA and Europe	6,748.5	(6,420.5)	328.0	(282.9)		(37.6)	7.5
Chemical Distribution	891.7	(761.1)	130.6	(96.7)		(6.5)	27.4
Total segments	52,203.8	(46,821.7)	5,382.1	(1,941.2)		(153.8)	3,287.1
Other segment(2)	130.3	(133.0)	(2.7)	(68.6)		0.2	(71.1)
Corporate unit(3)				(219.9)	(3.2)	(173.8)	(397.0)
Reclassifications and eliminations(4)	(11,405.2)	11,160.0	(245.2)	90.0		0.1	(155.0)
Consolidated	40,928.9	(35,794.7)	5,134.2	(2,139.7)	(3.2)	(327.4)	2,664.0

(1) Includes research and development.

(2) Includes revenues and expenses of Braskem Idesa S.A.P.I. and revenues and expenses related to sales of cyclohexane and cyclohexanone.

(3) Represents expenses of Braskem that are not allocated to any particular segment.

(4) Eliminations consist primarily of intersegment sales, which are made in similar terms as arm's length transactions.

**Table of Contents**

In the following discussion, references to increases or declines in any period are made by comparison with the corresponding prior period, except as the context otherwise indicates.

**Year Ended December 31, 2015 Compared with Year Ended December 31, 2014**

The following table sets forth consolidated financial information for the years ended December 31, 2015 and 2014.

	Year Ended December 31,		% Change
	2015 Restated	2014 Restated	
<b>(in millions of reais)</b>			
Net sales revenue	R\$ 47,562.4	R\$ 45,757.0	3.9%
Cost of products sold	(37,238.4)	(39,831.0)	(6.5)%
Gross profit	10,324.0	5,926.0	74.2%
Income (expenses):			
Selling and distribution	(1,122.0)	(1,083.5)	3.6%
General and administrative	(1,339.8)	(1,254.7)	6.8%
Research and development	(169.6)	(128.1)	32.4%
Results from equity investments	2.2	3.9	(43.6)%
Other operating income (expenses), net	(756.2)	14.0	n.m.
Operating profit	6,938.5	3,477.6	99.5%
Financial results:			
Financial expenses	(4,206.5)	(2,767.8)	52.0%
Financial income	1,699.0	355.4	378.1%
Profit before income tax and social contribution	4,431.0	1,065.2	316.0%
Income tax and social contribution	(1,670.8)	(487.0)	243.1%
Profit	R\$ 2,760.2	R\$ 578.2	377.4%

n.m.: Not meaningful

**Net Sales Revenue**

Net sales revenue increased by 3.9% during 2015, primarily as a result of (1) an 8.0% increase in net sales revenue of our Polyolefins segment, and (2) a 3.9% increase in net sales revenue of our USA and Europe segment, the effects of which were partially offset by a 5.1% decline in net sales revenue of our Basic Petrochemicals segment.

Reclassifications and eliminations of net sales revenues of our segments in consolidation, primarily reflecting intercompany sales of basic petrochemicals by our Basic Petrochemicals segment to our other segments, declined by 9.7% during 2015.

*Net Sales Revenue of Basic Petrochemicals Segment*

Net sales revenue of the Basic Petrochemicals segment declined by 5.1% during 2015, primarily as a result of a 12.9% decline in net sales revenue generated by sales of basic petrochemicals (excluding condensate, fuels, intermediates and utilities) to third parties to R\$8,647.9 million during 2015 from R\$9,932.9 million during 2014.

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**Table of Contents**

Net sales revenue generated by sales of:

basic chemicals (including fuels and intermediaries) declined by 10.4% to R\$2,247.3 million during 2015 from R\$2,508.2 million during 2014, primarily as a result of a 18.9% decline in net sales revenues from intermediates.

naphtha, condensate and crude oil increased by 43.3% to R\$4,432.1 million during 2015 from R\$3,092.3 million during 2014, primarily as a result of a 62.6% increase in volume of these sales.; and

utilities increased by 21.2% to R\$757.5 million during 2015 from R\$625.3 million during 2014.

The most significant factors contributing to the decline of net sales revenue generated by sales of basic petrochemicals to third parties were (1) a R\$687.6 million, or 20.0%, decline in net sales revenue generated by sales of BTX products, (2) a R\$341.8 million, or 23.5%, decline in net sales revenue generated by sales of propylene, and (3) and a R\$196.2 million, or 16.4%, decline in net sales revenue generated by sales of butadiene. The effects of these declines was partially offset by a R\$66.1 million, or 3.6%, increase in net sales revenue generated by sales of ethylene.

Sales volume of ethylene to third parties increased by 7.3% to approximately 548,600 tons during 2015 from approximately 511,400 tons during 2014, primarily as a result of a 430.9% increase in export sales reflecting our solid operating performance and favorable pricing in the international market. Domestic sales volume of ethylene to third parties declined by 2.8%, principally due to reduced demand in the domestic market. Export sales volume of ethylene more than quadrupled as a result of favorable pricing in the international market primarily reflecting the favorable foreign exchange effect of a strong U.S. dollar. The average prices that we realized for sales of ethylene declined primarily as a result of the 17.1% decline in the average Western Europe contract price of ethylene in euros, as reported by IHS, the effects of which were partially offset by the 18.3% average depreciation of the *real* against the euro.

Sales volume of propylene to third parties declined by 6.5% to approximately 416,500 tons in 2015 from approximately 445,400 tons during 2014. Domestic sales volume of propylene to third parties increased by 17.8%, primarily as a result of BASF's inauguration of its world-scale production complex for acrylic acid, butyl acrylate and superabsorbent polymers in Camaçari, Bahia. Export sales volume of propylene declined by 28.0%, mainly reflecting the products' lower supply and the prioritizing domestic demand. The average prices that we realized for sales of propylene declined primarily as a result of a 45.1% decline in the average North American contract price of propylene in U.S. dollars, as reported by IHS, the effects of which were partially offset by the effects of the 41.6% average depreciation of the *real* against the U.S. dollar.

Sales volume of butadiene to third parties increased by 1.8% to approximately 385,500 tons during 2015 from approximately 378,900 tons during 2014. Domestic sales volume of butadiene to third parties increased by 4.8%, principally due to reduction of import reflecting low supply in the international market, given the scheduled and unscheduled shutdowns at certain crackers, particularly in Europe. Export sales volume of butadiene declined by 2.1%, principally due to butadiene's lower supply and the prioritizing of domestic demand. The average prices that we realized for sales of butadiene increased primarily as a result of a 43% decline in the average North American contract price of butadiene in U.S. dollars, as reported by IHS, the effects of which were partially offset by the effects of the average depreciation of the *real* against the U.S. dollar.



The principal factors leading to the decrease in net sales revenue generated by sales of BTX products to third parties were (1) a 27.6% decline in net sales revenue generated by sales of benzene, (2) a 39.3% decline in net sales revenue generated by sales of mixed xylenes, and (3) a 28.6% decline in net sales revenue generated by sales of toluene. The effects of these increases were partially offset by an 81.6% increase in net sales revenue generated by sales of para-xylene.

Sales volume of benzene to third parties declined slightly to approximately 666,700 tons during 2015 from approximately 667,200 tons during 2014. The average prices that we realized for sales of benzene declined primarily as a result of a 48.6% decline in the average North American contract market price of benzene in U.S. dollars, as

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**Table of Contents**

reported by IHS, the effects of which were partially offset by the effects of the average depreciation of the *real* against the U.S. dollar. Sales volume of mixed xylenes to third parties declined by 45.0% to approximately 71,700 tons during 2015 from approximately 130,300 tons during 2014, primarily as a result of reduction in domestic demand. The average prices that we realized for sales of mixed xylenes increased primarily as a result of the effects of the average depreciation of the *real* against the U.S. dollar, the effects of which were partially offset by a 30% decline in the average North American contract market price of mixed xylenes in U.S. dollars, as reported by IHS. Sales volume of toluene to third parties declined by 20.8% to approximately 141,500 tons during 2015 from approximately 178,700 tons during 2014, primarily as a result of the lower production. The average prices that we realized for sales of toluene declined primarily as a result of a 32.8% decline in the average North American contract market price of toluene in U.S. dollars, as reported by IHS, the effects of which were partially offset by the effects of the average depreciation of the *real* against the U.S. dollar. Sales volume of para-xylene to third parties increased by 81.4% to approximately 179,500 tons during 2015 from approximately 99,000 tons during 2014, primarily as a result of the stronger demand in Brazil and in export markets fueled by the product's low supply in the international market, given the scheduled and unscheduled shutdowns of certain crackers, particularly in Europe and Asia. The average prices that we realized for sales of para-xylene remained stable during 2015.

*Net Sales Revenue of Polyolefins Segment*

Net sales revenue of the Polyolefins segment increased by 8.0% during 2015, primarily as a result of an 11.5% increase in net sales revenue generated by sales of polyethylene.

Sales volume of polyethylene increased by 5.3% to approximately 2,436,500 tons during 2015 from approximately 2,313,300 tons during 2014. During 2015, domestic sales volume of polyethylene declined by 4.3%, principally as a result of the weak performance of the Brazilian economy. Export sales volume of polyethylene increased by 29.0%, primarily as a result of (1) our capacity to export volumes not absorbed by the domestic market and (2) favorable foreign exchange. The average prices that we realized for sales of polyethylene increased primarily as a result of the effects of (1) the average depreciation of the *real* against the U.S. dollar and (2) a 32%, 29% and 31% increase in average HDPE, LLDPE and LDPE contract prices in the North American market, respectively, according to IHS.

Sales volume of polypropylene declined by 4.8% to approximately 1,515,700 tons during 2015 from approximately 1,591,900 tons during 2014. During 2015, domestic sales volume of polypropylene declined by 6.4%, reflecting the weak performance of the Brazilian economy mainly in the industrial and automotive sector. Export sales volume of polypropylene were stable. The average prices that we realized for sales of polypropylene increased primarily as a result of the effects of the average depreciation of the *real* against the U.S. dollar, the effects of which were partially offset by a 27.3% decline in the average spot prices of the Northeast Asian market, according to IHS.

*Net Sales Revenue of Vinyls Segment*

Net sales revenue of the Vinyls segment increased by 2.6% during 2015, primarily as a result of a 17.0% increase in net sales revenue from the sale of caustic soda, the effects of which were partially offset by a 1.3% decline in net sales revenue from the sale of PVC.

Sales volume of PVC declined by 8.1% to approximately 606,300 tons during 2015 from 659,500 tons during 2014. During 2015, domestic sales volume of PVC declined by 18.0%, reflecting the weak performance of the infrastructure and construction sectors of the main consumers of resin. The reduction in domestic demand and devaluation of the *real* against the U.S. dollar led us to export part of our PVC production, with export sales volume reaching approximately 65,000 tons in 2015 compared to no export sales volume in 2014. The average prices that we realized for sales of PVC increased primarily as a result of the average depreciation of the *real* against the U.S. dollar and the

19% decrease in the average Northeast Asian spot market prices of PVC in U.S. dollars, as reported by IHS.

Sales volume of caustic soda declined by 7.2% to approximately 443,800 tons during 2015 from approximately 472,200 tons during 2014, primarily as a result of the reduction in domestic demand, particularly in the aluminum industry. The average prices that we realized for sales of caustic soda increased primarily as a result of the 24.6% increase in the average North American spot market prices of caustic soda in U.S. dollars, as reported by IHS, and the effects of the average depreciation of the *real* against the U.S. dollar.

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**Table of Contents***Net Sales Revenue of USA and Europe Segment*

Net sales revenue of the USA and Europe segment, which includes our polypropylene assets in the United States and Europe, increased by 3.9% during 2015, primarily as a result of the 5.9% increase in sales volume of polypropylene of the USA and Europe segment to approximately 1,973,300 tons during 2015 from approximately 1,862,600 tons during 2014, primarily due to the recovery in the U.S. economy and the increased competitiveness of polypropylene over substitute materials. The effects on net sales revenue of the increase in sales volume was partially offset by the decline in average polypropylene sales prices of the USA and Europe segment as a result of a 27.3% decline in the spot prices of the Northeast Asian market of polypropylene, according to IHS, the effects of which were partially offset by the effects of the depreciation of the *real* against the currencies in which the USA and Europe segment made sales (principally, the U.S. dollar and the euro) on our net sales revenue reported in *reais*.

*Net Sales Revenue of Chemical Distribution Segment*

Net sales revenue of the Chemical Distribution segment increased by 3.8% during 2015, primarily as a result of the depreciation the *real* against the U.S. dollar, the effects of which were partially offset by a decrease in the average price of our principal products.

*Cost of Products Sold and Gross Profit*

Cost of products sold declined by 6.5% during 2015, primarily as a result of (1) a 13.8% decline in cost of products sold in our Basic Petrochemicals segment, and (2) a 7.7% decline in cost of products sold in our USA and Europe segment. Reclassifications and eliminations of cost of sales and services rendered of our segments in consolidation, primarily reflecting the costs of basic petrochemicals purchases by our Polyolefins and Vinyls segments from our Basic Petrochemicals segment, declined by 11.0% during 2015.

Consolidated gross profit increased by 74.4% during 2015. Gross margin (gross profit as a percentage of net sales revenue) increased to 21.7% during 2015 from 13.0% during 2014.

*Cost of Products Sold of Basic Petrochemicals Segment*

Cost of products sold of the Basic Petrochemicals segment declined by 13.8% during 2015, as a result of a reduction of the cost of naphtha, the main feedstock, which registered an average price of US\$462 per ton in 2015, a decline of 45% from 2014. This decline is partially explained by a 47% reduction in the price of crude oil during 2014.

Gross profit of the Basic Petrochemicals segment increased by 81.5% to R\$4,216.7 million during 2015 from R\$2,323.5 million during 2014, and gross margin increased to 17.4% during 2015 from 9.1% during 2014.

*Cost of Products Sold of Polyolefins Segment*

Cost of products sold of the Polyolefins segment declined by 0.9% during 2015, primarily as a result of (1) the effects on our average cost of ethylene of the 17.1% decline in the average Western Europe contract price of ethylene in euros, as reported by IHS, and (2) the effects on our average cost of propylene of the 45.1% decline in the average North American contract price of propylene in U.S. dollars and a 23.6% decline in the average Western Europe contract price of propylene in euros, as reported by IHS. The effects of these factors were partially offset by (1) the effects of the average depreciation of the *real* against the U.S. dollar and the euro on the cost of raw materials of our Polyolefins Unit that are determined by reference to U.S. dollar- and euro-denominated prices, and a 1.6% increase in sales volume of the Polyolefins segment.

Gross profit of the Polyolefins segment increased by 55.9% to R\$4,525.0 million during 2015 from R\$2,902.6 million during 2014, and gross margin increased to 22.6% during 2015 from 15.7% during 2014.

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**Table of Contents**

*Cost of Products Sold of Vinyls Segment*

Cost of products sold of the Vinyls segment declined by 5.3% during 2015, primarily as a result of a 7.8% decline in the total sales volume of our Vinyls Unit. The effects of this decline in sales volume were partially offset by the effects on our Vinyls Unit's average cost of ethylene of the 17.1% decline in the average Western Europe contract price of ethylene in euros, as reported by IHS, partially offset by the effects of the average depreciation of the *real* against the euro on the cost of raw materials of our Vinyls Unit that are determined by reference to euro-denominated prices.

Gross profit of the Vinyls segment increased by 130.5% to R\$364.2 million during 2015 from R\$158.0 million during 2014, while gross margin increased to 13.1% during 2015 from 5.8% during 2014.

*Cost of Products Sold of USA and Europe Segment*

Cost of products sold of the USA and Europe segment declined by 7.7% during 2015, primarily as a result of (1) the effects on this segment's average cost of propylene of a 45.1% decline in the average North American contract price of propylene in U.S. dollars, as reported by IHS, the effects of which were partially offset by the currency translation effects of a 42% average depreciation of the *real* against the U.S. dollar, and (2) the effects on this segment's average cost of propylene of a 23.6% decline in the average Western Europe contract price of propylene in euros, as reported by IHS, the effects of which were partially offset by the currency translation effects of a 18.3% average depreciation of the *real* against the euro. The effects of these reductions in the unit cost of raw materials were partially offset by the 5.9% increase in polypropylene sales volume recorded by this segment.

Gross profit of the USA and Europe segment increased by 193.9% to R\$1,331.3 million during 2015 from R\$453.0 million during 2014, and gross margin increased to 16.2% during 2015 from 5.7% during 2014.

*Cost of Products Sold of Chemical Distribution Segment*

Cost of sales of the Chemical Distribution segment declined by 1.2% during 2015 primarily as a result of the lower sales volume and lower price of raw materials.

Gross profit of the Chemical Distribution segment increased by 28.3% to R\$182.0 million during 2015 from R\$141.8 million during 2014, while gross margin increased to 20.8% during 2015 from 16.8% during 2014.

*Selling and Distribution Expenses*

Selling and distribution expenses increased by 3.6% during 2015, primarily as a result of the higher sales volume of our United States and Europe segment, as well as fluctuations in the relative value of the currencies of the countries in the USA and Europe segment against the *real*. Selling and distribution expenses as a percentage of net sales revenue remained stable at 2.4 during 2015 and 2014.

*General and Administrative Expenses*

General and administrative expenses increased by 6.8% during 2015, primarily as a result of expenses related to innovation and technology and higher expenses with payroll and third-party services. General and administrative expenses as a percentage of net sales revenue increased to 2.8% during 2015 from 2.7% during 2014.

*Research and Development Expenses*

Research and development expenses increased by 32.4% during 2015, primarily as a result of higher expenses under contracts denominated in U.S. dollars. Research and development expenses as a percentage of net sales revenue increased to 0.4% during 2015 from 0.3% during 2014.

## **Table of Contents**

### *Results from Equity Investments*

Results from equity investments declined by 43.6% to a R\$2.2 million gain in 2015 from a R\$3.9 million gain in 2014, primarily as a result of losses on exchange variation on financial results in our jointly controlled investments and associated companies.

### *Other Operating Income (Expenses), Net*

Other operating expense, net was R\$756.2 million during 2015, consisting primarily of: (1) expenses of R\$174.5 million related to investment losses and expenses with projects, (2) depreciation expenses and maintenance costs of R\$152.5 million related to idle industrial plants, including the São Paulo site during the period the unit was shut down; (3) expenses of R\$147.2 million related to the Ascent Project, (4) allowances for judicial and labor claims of R\$105.6 million, and (5) expenses of R\$65.8 million related to environmental provisions.

Other operating income, net was R\$14.0 million during 2014, primarily consisting of (1) revenues from the divestment of the water treatment unit in the Southern Complex of R\$277.3 million, and (2) revenues from the recognition of credits of subsidiaries to settle installment payment under Federal Law 11,941/09 of R\$98.3 million. This revenue was partially offset by (1) allowances for judicial and labor claims of R\$132.6 million; (2) depreciation expenses and maintenance costs of R\$119.8 million related to idle industrial plants, (3) payments for services to third parties without corresponding evidence of the services being rendered of R\$72.3 million, (4) expenses of R\$44.3 million related to the Ascent Project, (5) expenses related to provisions for environmental damages of R\$30.7 million, and (6) extemporaneous taxes of R\$30.6 million.

### *Operating Profit (Loss)*

As a result of the foregoing:

operating profit on a consolidated basis increased by 99.5% during 2015, and as a percentage of net sales revenue, operating profit increased to 14.6% during 2015 from 7.6% during 2014;

operating profit of the Basic Petrochemical segment increased by 85.6% to R\$3,379.6 million during 2015 from R\$1,821.1 million during 2014, and the operating margin of the Basic Petrochemical segment increased to 13.9% during 2015 from 7.1% during 2014;

operating profit of the Polyolefins segment increased by 68.3% to R\$3,169.7 million during 2015 from R\$1,883.7 million during 2014, and the operating margin of the Polyolefins segment increased to 15.9% during 2015 from 10.2% during 2014;

operating profit of the USA and Europe segment increased to R\$872.0 million during 2015 from R\$75.6 million during 2014, and the operating margin of the USA and Europe segment increased to 10.6% during 2015 from 1.0% during 2014;



operating profit of the Vinyls segment increased to R\$112.4 million during 2015 from R\$10.0 million during 2014, while the operating margin of the Vinyls segment increased to 4.0% during 2015 from 0.4% during 2014; and

operating profit of the Chemical Distribution segment increased to R\$53.6 million during 2015 from R\$7.8 million during 2014, and the operating margin of the Chemical Distribution segment increased to 6.1% during 2015 from 0.9% during 2014.

*Financial Expenses*

Financial expenses increased by 52.0% to R\$4,206.5 million during 2015 from R\$2,767.8 million during 2014, primarily as a result of (1) our recording a R\$1,035.0 million loss on foreign exchange variation on liabilities during 2015 compared to a R\$38.9 million loss during 2014 as a result of a 47.0% appreciation in the U.S. dollar exchange rate against the *real* at the end of 2015 compared to a 12.7% appreciation in the end of period U.S. dollar exchange rate against the *real* during 2014, and (2) a 30.9% increase in interest expense to R\$1,722.8 million during 2015 from R\$1,315.9 million during 2014, mainly due to the impact from exchange variation on the outstanding balance of U.S. dollar-denominated debt.

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**Table of Contents***Financial Income*

Financial income increased by 378.1% to R\$1,699.0 million during 2015 from R\$355.4 million during 2014, primarily as a result of our recording a R\$1,105.4 million gain on exchange variation on monetary assets during 2015 compared to a R\$46.2 million loss during 2014 as a result of a 42.0% appreciation in the average U.S. dollar exchange rate against the *real* during 2015 compared to a 9.1% appreciation in the average U.S. dollar exchange rate against the *real* during 2014.

*Income Tax and Social Contribution*

During the Investigation, the specialized law firms identified payments for services to third parties without corresponding evidence of the services being rendered, or the Improper Commission Payments. As a result, we recognized errors in our calculation of taxes payable in prior periods, or the Tax Adjustments, determined that these errors were material, and that we would be required to restate our financial statements included in Amendment No. 1, as described in more detail in Note 34.b to our audited consolidated financial statements included in this annual report.

The composite corporate statutory income tax and social contribution rate was 34% during 2015 and 2014. Income tax and social contribution expense increased by 243.1% to R\$1,670.8 million during 2015 from R\$487.0 million during 2014.

The effective tax rate applicable to our profit before income tax and social contribution was 37.7% during 2015, primarily as a result of permanent adjustments caused by differences of income tax rates of investments in countries that have a lower tax rate than Brazil, which increased the effective tax rate by approximately 3.7%.

The effective tax rate applicable to our profit before income tax and social contribution was 45.7% during 2014, primarily as a result of permanent adjustments caused by differences of income tax rates of investments in countries that have a lower tax rate than Brazil, which increased the effective tax rate by approximately 9.5%, and (2) permanent adjustments caused by payments for third-party services, without proving the actual consideration which increased the effective tax rate by approximately 8.3%, the effects of which were partially offset by permanent adjustments caused by a discount on our tax installment payment, established by Law 13,043/2014, which reduced the applicable effective tax rate by 3.9%, and equity in results of investees, which reduced the applicable effective tax rate by 2.2%.

*Profit*

As a result of the restatements referred in items (1) and (2) in the explanatory note and the factors mentioned above, our profit increased by 377.4% to R\$2,760.2 million, or 5.8% of net sales revenue, during 2015 from R\$578.2 million, or 1.3% of net sales revenue, during 2014.

**Table of Contents****Year Ended December 31, 2014 Compared with Year Ended December 31, 2013**

The following table sets forth consolidated financial information for the years ended December 31, 2014 and 2013.

	Year Ended December 31,		%
	2014	2013	
	Restated	Restated	Change
	(in millions of reais)		
Net sales revenue	R\$ 45,757.0	R\$ 40,928.9	11.8%
Cost of products sold	(39,831.0)	(35,794.7)	11.3%
Gross profit	5,926.0	5,134.2	15.4%
Income (expenses):			
Selling and distribution	(1,083.5)	(945.2)	14.6%
General and administrative	(1,254.7)	(1,078.7)	16.3%
Research and development	(128.1)	(115.7)	10.7%
Results from equity investments	3.9	(3.2)	n.m.
Other operating income (expenses), net	14.0	(327.4)	(104.3)%
Operating profit	3,477.6	2,664.0	30.5%
Financial results:			
Financial expenses	(2,767.8)	(2,540.0)	9.0%
Financial income	355.4	773.1	(54.0)%
Profit before income tax and social contribution	1,065.2	897.1	18.7%
Income tax and social contribution	(487.0)	(457.0)	6.6%
Profit	R\$ 578.2	R\$ 440.1	31.4%

n.m.: Not meaningful

*Net Sales Revenue*

Net sales revenue increased by 11.8% during 2014, primarily as a result of (1) a 9.2% increase in net sales revenue of our Polyolefins segment, (2) a 17.6% increase in net sales revenue of our USA and Europe segment, and (3) a 2.2% increase in net sales revenue of our Basic Petrochemicals segment. Reclassifications and eliminations of net sales revenues of our segments in consolidation, primarily reflecting intercompany sales of basic petrochemicals by our Basic Petrochemicals segment to our other segments, declined by 10.5% during 2014.

*Net Sales Revenue of Basic Petrochemicals Segment*

Net sales revenue of the Basic Petrochemicals segment increased by 2.2% during 2014, primarily as a result of (1) a 7.6% increase in net sales revenue generated by sales of basic petrochemicals (excluding condensate, fuels,

intermediates and utilities) to third parties to R\$9,932.9 million during 2014 from R\$9,227.2 million during 2013, and (2) a 1.2% increase in net sales revenue generated by sales of basic petrochemicals to our other business units to R\$11,727.0 million during 2014 from R\$11,378.2 million during 2013.

Net sales revenue generated by sales of:

naphtha, condensate and crude oil increased by 38.0% to R\$3,092.3 million during 2014 from R\$2,241.0 million during 2013, primarily as a result of a 43.2% increase in volume of these sales; and

basic chemicals (including fuels, intermediaries and utilities) increased by 9.8% to R\$3,133.5 million during 2014 from R\$2,853.9 million during 2013, primarily as a result of a 16.1% increase in net sales revenues from fuels.

The most significant factors contributing to the increase of net sales revenue generated by sales of basic petrochemicals to third parties were (1) a R\$330.9 million, or 29.5%, increase in net sales revenue generated by sales of propylene, (2) a R\$199.5 million, or 6.1%, increase in net sales revenue generated by sales of BTX products, and (3) a R\$68.6 million, or 3.9%, increase in net sales revenue generated by sales of ethylene.

Sales volume of ethylene to third parties, substantially all of which is sold in the domestic market, declined by 4.5% to approximately 511,400 tons during 2014 from 535,400 tons during 2013, primarily as a result of a lower production volume due to the scheduled maintenance shutdown of one of our cracker production lines in the

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**Table of Contents**

Southern Complex and one of our cracker production line at our São Paulo Complex. The average prices that we realized for sales of ethylene increased primarily as a result of a 8.9% average depreciation of the *real* against the euro, the effect of which was partly offset by the 5.8% decline in the average Western Europe contract price of ethylene in euros, as reported by IHS.

Sales volume of propylene to third parties increased by 14.6% to approximately 445,400 tons during 2014 from approximately 389,000 tons during 2013. Domestic sales volume of propylene to third parties declined by 0.5%, principally due to reduced demand in the domestic market. Export sales volume of propylene increased by 32.2%, principally due to an oversupply of propylene in the domestic market, which led us to take advantage of demand in export markets. The average prices that we realized for sales of propylene increased primarily as a result of (1) a 3.2% increase in the average North American contract price of propylene in U.S. dollars, as reported by IHS, and (2) the effects of the average depreciation of the *real* against the U.S. dollar.

The principal factors leading to the increase in net sales revenue generated by sales of BTX products to third parties were (1) a 13.3% increase in net sales revenue generated by sales of benzene, and (2) a 32.6% increase in net sales revenue generated by sales of mixed xylenes. The effects of these increases were partially offset by a 27.5% decline in net sales revenue generated by sales of para-xylene.

Sales volume of benzene to third parties increased by 1.6% to approximately 667,200 tons during 2014 from approximately 656,700 tons during 2013. Domestic sales volume of benzene increased by 5.8% and export sales volume of benzene declined by 7.5%. The average prices that we realized for sales of benzene increased primarily as a result of (1) a 3.2% increase in the average North American contract market price of benzene in U.S. dollars, as reported by IHS, and (2) the effects of the average depreciation of the *real* against the U.S. dollar. Sales volume of mixed xylenes to third parties increased by 55.5% to approximately 130,300 tons during 2014 from approximately 83,900 tons during 2013. The average prices that we realized for sales of mixed xylenes declined primarily as a result of the decline in international prices. Sales volume of para-xylene to third parties declined by 23.1% to approximately 99,000 tons during 2014 from approximately 128,600 tons during 2013. The average prices that we realized for sales of para-xylene declined primarily as a result of the decline in international prices.

*Net Sales Revenue of Polyolefins Segment*

Net sales revenue of the Polyolefins segment increased by 9.2% during 2014, primarily as a result of a 6.5% increase in net sales revenue generated by sales of polyethylene and a 11.6% increase in net sales revenue generated by sales of polypropylene.

Sales volume of polyethylene declined by 6.2% to approximately 2,313,300 tons during 2014 from 2,467,300 tons during 2013. During 2014, domestic sales volume of polyethylene declined by 3.7%, principally as a result of the opportunistic entry of imported products in the fourth quarter of the year and the weak performance of the Brazilian economy. Export sales volume of polyethylene declined by 12.0%, primarily as a result of lower production volume due to the scheduled maintenance shutdown of one of our cracker production lines in the Southern Complex and one of our cracker production line at our São Paulo Complex. The average prices that we realized for sales of polyethylene increased primarily as a result of the effects of (1) the average depreciation of the *real* against the U.S. dollar and (2) a 8.9%, 8.9% and 8.5% increase in HDPE, LLDPE and LDPE contract prices in the North American market, respectively, according to IHS.

Sales volume of polypropylene increased by 0.7% to approximately 1,591,900 tons during 2014 from 1,580,800 tons during 2013. During 2014, domestic sales volume of polypropylene declined by 5.1%, reflecting the weak demand in the industrial and automotive sector. Export sales volume of polypropylene declined by 24.4%, primarily as a result of

lower production volume due to the scheduled maintenance shutdown of one of our cracker production lines in the Southern Complex and one of our cracker production line at our São Paulo Complex. The average prices that we realized for sales of polypropylene increased primarily as a result of the effects of (1) the average depreciation of the *real* against the U.S. dollar and (2) a 0.1% increase in the spot prices of the Northeast Asian market, according to IHS.

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**Table of Contents**

*Net Sales Revenue of Vinyls Segment*

Net sales revenue of the Vinyls segment increased by 5.0% during 2014, primarily as a result of a 9.1% increase in net sales revenue from the sale of PVC, the effects of which were partially offset by a 7.0% decline in net sales revenue from the sale of caustic soda.

Sales volume of PVC increased by 3.6% to approximately 659,500 tons during 2014 from 636,500 tons during 2013, primarily as a result of our increased production, with the normalization of operations at our new plant in the state of Alagoas. The average prices that we realized for sales of PVC increased primarily as a result of the average depreciation of the real against the U.S. dollar and the 0.9% increase in the average Northeast Asian spot market prices of PVC in U.S. dollars, as reported by IHS.

Sales volume of caustic soda increased by 0.7% to approximately 472,200 tons during 2014 from 468,800 tons during 2013, primarily as a result of the increased production.

*Net Sales Revenue of USA and Europe Segment*

Net sales revenue of the USA and Europe segment, which includes our polypropylene assets in the United States and Europe, increased by 17.6% during 2014, primarily as a result of the increase in average prices of sales in the USA and Europe segment, which increased as a result of (1) the translation of the currencies of the countries in the USA and Europe segment into *reais* when preparing our financial statements, which resulted in foreign exchange gains attributable to fluctuations in the relative value of these currencies against the *real*, rather than operational gains, and (2) a 0.1% increase in the spot prices of the Northeast Asian market of polypropylene, according to IHS. Sales volume of polypropylene by our USA and Europe Unit increased by 4.0% to approximately 1,862,600 tons during 2014 from 1,790,700 tons during 2013, primarily due to recovery in the U.S. economy and the improved performance of the European economy.

*Net Sales Revenue of Chemical Distribution Segment*

Net sales revenue of the Chemical Distribution segment declined by 5.5% during 2014, primarily as a result of a decline in the sales volume of solvents, such as methanol.

*Cost of Products Sold and Gross Profit*

Cost of products sold increased by 11.3% during 2014, primarily as a result of (1) a 16.5% increase in cost of products sold in our USA and Europe segment, (2) a 6.2% increase in cost of products sold in our Polyolefins segment, and (3) a 3.1% increase in cost of products sold in our Basic Petrochemicals segment. Reclassifications and eliminations of cost of sales and services rendered of our segments in consolidation, primarily reflecting the costs of basic petrochemicals purchases by our Polyolefins and Vinyls segments from our Basic Petrochemicals segment, declined by 10.0% during 2014.

Consolidated gross profit increased by 15.4% during 2014. Gross margin (gross profit as a percentage of net sales revenue) increased to 13.0% during 2014 from 12.5% during 2013.

*Cost of Products Sold of Basic Petrochemicals Segment*

Cost of products sold of the Basic Petrochemicals segment increased by 3.1% during 2014, primarily as a result of the appreciation in the average U.S. dollar exchange rate against the *real* during the year. These were partially offset by

(1) a 7.4% decline in the average Amsterdam-Rotterdam-Antwerp market price of naphtha in U.S. dollars as reported by IHS to US\$837.0 per ton during 2014 from US\$903.0 per ton during 2013, and (2) a 2.7% decline in sales volume of basic petrochemicals.

Gross profit of the Basic Petrochemicals segment declined by 6.2% to R\$2,323.5 million during 2014 from R\$2,476.6 million during 2013. and gross margin declined to 9.1% during 2014 from 9.9% in 2013.



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**Table of Contents**

*Cost of Products Sold of Polyolefins Segment*

Cost of products sold of the Polyolefins segment increased by 6.2% during 2014, primarily as a result of (1) the effects of the average depreciation of the *real* against the euro on the cost of raw materials of our Polyolefins Unit that are determined by reference to euro-denominated prices, and (2) the effects of the increase in the average cost of propylene, which was influenced by a 3.2% increase in the average North American contract price of propylene in U.S. dollars and a 1.9% increase in the average Western Europe contract price of propylene in euros, as reported by IHS. These factors were partially offset by (1) the effects on our average cost of ethylene, which was influenced by the 5.8% decline in the average Western Europe contract price of ethylene in euros, as reported by IHS, and (2) a 3.0% decline in sales volume of the Polyolefins segment.

Gross profit of the Polyolefins segment increased by 29.0% to R\$2,902.6 million during 2014 from R\$2,250.4 million during 2013, and gross margin increased to 15.7% during 2014 from 13.3% during 2013.

*Cost of Products Sold of Vinyls Segment*

Cost of products sold of the Vinyls segment increased by 7.0% during 2014, primarily as a result of (1) the effects of the average depreciation of the *real* against the euro on the cost of raw materials of our Vinyls Unit that are determined by reference to euro-denominated prices, and (2) a 2.7% increase in the total sales volume of our Vinyls Unit. These factors were partially offset by the effects on our Vinyls Unit's average cost of ethylene of the 5.8% decline in the average Western Europe contract price of ethylene in euros, as reported by IHS.

Gross profit of the Vinyls segment declined by 19.6% to R\$158.0 million during 2014 from R\$196.6 million during 2013, while gross margin declined to 5.8% during 2014 from 7.6% during 2013.

*Cost of Products Sold of USA and Europe Segment*

Cost of products sold of the USA and Europe segment increased by 16.5% during 2014, primarily as a result of (1) a 4.0% increase in polypropylene sales volume recorded by this segment, (2) the effects on this segment's average cost of propylene of a 3.2% increase in the average North American contract price of propylene in U.S. dollars, as reported by IHS, together with the translation effects of a 9.1% average depreciation of the *real* against the U.S. dollar, and (3) the effects on this segment's average cost of propylene of the average depreciation of the *real* against the euro, which were partially offset by a 5.8% decline in the average Western Europe contract price of propylene in euros, as reported by IHS.

Gross profit of the USA and Europe segment increased by 38.1% to R\$453.0 million during 2014 from R\$328.0 million during 2013, and gross margin increased to 5.7% during 2014 from 4.9% during 2013.

*Cost of Products Sold of Chemical Distribution Segment*

Cost of sales of the Chemical Distribution segment declined by 7.9% during 2014 primarily as a result of decrease in sales volume of solvents.

Gross profit of the Chemical Distribution segment increased by 8.6% to R\$141.8 million during 2014 from R\$130.6 million during 2013, while gross margin declined to 16.8% during 2014 from 14.6% during 2013.

*Selling and Distribution Expenses*

Selling and distribution expenses increased by 14.6% during 2014, primarily as a result of higher expenses related to exports, such as storage and demurrage, due to higher export sales volume. Selling and distribution expenses as a percentage of net sales revenue increased to 2.4% during 2014 from 2.3% during 2013.

*General and Administrative Expenses*

General and administrative expenses increased by 16.3% during 2014, primarily as a result of (1) higher personnel expenses related to wage adjustments granted under the collective bargaining agreement and to the price adjustment in the health insurance policy; and (2) sporadic expenses with institutional marketing, advertising materials and third-party services. General and administrative expenses as a percentage of net sales revenue increased to 2.7% during 2014 from 2.6% during 2013.

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**Table of Contents**

*Research and Development Expenses*

Research and development expenses increased by 10.7% during 2014. Research and development expenses as a percentage of net sales revenue remained stable at 0.3% during 2014 and 2013.

*Results from Equity Investments*

Results from equity investments was a gain of R\$3.9 million in 2014 compared to a loss of R\$3.2 million in 2013.

*Other Operating Income (Expenses), Net*

Other operating income, net was R\$14.0 million during 2014, primarily consisting of (1) revenues from the divestment of the water treatment unit in the Southern Complex of R\$277.3 million, and (2) revenues from the recognition of credits of subsidiaries to settle installment payment under Federal Law 11,941/09 of R\$98.3 million. This revenue was partially offset by (1) allowances for judicial and labor claims of R\$132.6 million; (2) depreciation expenses and maintenance costs of R\$119.8 million related to idle industrial plants, (3) payments for services to third parties without corresponding evidence of the services being rendered of R\$72.3 million, (4) expenses of R\$44.3 million related to the Ascent Project, (5) expenses related to provisions for environmental damages of R\$30.7 million, and (6) extemporaneous taxes of R\$30.6 million.

Other operating expenses, net was R\$327.4 million during 2013, primarily consisting of (1) depreciation expenses and maintenance costs of R\$110.6 million related to idle industrial plants, (2) expenses related to provisions for environmental damages of R\$59.4 million, (3) payments for services to third parties without corresponding evidence of the services being rendered of R\$55.5 million, and (4) extemporaneous taxes of R\$33.8 million.

*Operating Profit (Loss)*

As a result of the foregoing:

operating profit on a consolidated basis increased by 30.5% during 2014. As a percentage of net sales revenue, operating profit increased to 7.6% during 2014 from 6.5% during 2013;

operating profit of the Basic Petrochemical segment declined by 2.8% to R\$1,821.1 million during 2014 from R\$1,873.9 million during 2013, and the operating margin of the Basic Petrochemical segment declined to 7.1% during 2014 for 7.5% during 2013;

operating profit of the Polyolefins segment increased by 37.8% to R\$1,883.7 million during 2014 from R\$1,367.0 million during 2013, and the operating margin of the Polyolefins segment increased to 10.2% during 2014 from 8.1% during 2013;

operating profit of the USA and Europe segment increased to R\$75.6 million during 2014 from R\$7.5 million during 2013, and the operating margin of the USA and Europe segment increased to 1.0% during 2014 from 0.1% during 2013;

operating profit of the Vinyls segment declined by 11.8% to R\$10.0 million during 2014 from R\$11.3 million during 2013, while the operating margin of the Vinyls segment remained stable at 0.4% during 2014 and 2013; and

operating profit of the Chemical Distribution segment declined by 71.6% to R\$7.8 million during 2014 from R\$27.4 million during 2013, and the operating margin of the Chemical Distribution segment declined to 0.9% during 2014 from 3.1% during 2013.

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**Table of Contents***Financial Expenses*

Financial expenses increased by 9.0% to R\$2,767.8 million during 2014 from R\$2,540.0 million during 2013, primarily as a result of (1) a 16.5% increase in interest expense to R\$1,315.9 million during 2014 from R\$1,130.0 million during 2013, principally due to the impact from exchange variation on the conversion of interest payable on dollar-denominated debt, and (2) a 27.4% increase in monetary variations on fiscal debts to R\$222.1 million during 2014 from R\$174.4 million during 2013, principally due to the restatement of the provision for the Petros Plans.

*Financial Income*

Financial income declined by 54.0% to R\$355.4 million during 2014 from R\$773.1 million during 2013, primarily as a result of our recording a R\$46.2 million loss on exchange variation on monetary assets during 2014 compared to a gain of R\$333.4 million during 2013 as a result of a 9.1% depreciation in the average U.S. dollar exchange rate against the *real* during the year.

*Income Tax and Social Contribution*

During the Investigation, the specialized law firms Improper Commission Payments. As a result, we recognized errors the Tax Adjustments, determined that these errors were material, and that we would be required to restate our financial statements included in Amendment No. 1, as described in more detail in Note 34.b to our audited consolidated financial statements included in this annual report.

The composite corporate statutory income tax and social contribution rate was 34% during 2014 and 2013. Income tax and social contribution expense increased by 6.6% to R\$487.0 million during 2014 and R\$457.0 million during 2013.

The effective tax rate applicable to our profit before income tax and social contribution was 45.7% during 2014, primarily as a result of (1) permanent adjustments caused by differences of income tax rates of investments in countries that have a lower tax rate than Brazil, which increased the effective tax rate by approximately 9.5%, and (2) permanent adjustments caused by payments for third-party services, without proving the actual consideration which increased the effective tax rate by approximately 8.3%, the effects of which were partially offset by permanent adjustments caused by a discount on our tax installment payment, established by Law 13,043/2014, which reduced the applicable effective tax rate by 3.9%, and equity in results of investees, which reduced the applicable effective tax rate by 2.2%.

The effective tax rate applicable to our profit before income tax and social contribution was 50.9% during 2013, primarily as a result of (1) permanent adjustments caused by differences of income tax rates of investments in countries that have a lower tax rate than Brazil, which increased the effective tax rate by approximately [15.7]%, and (2) permanent adjustments caused by payments for third-party services, without providing the actual consideration, which increased the effective tax rate by approximately 1.7%, the effects of which were partially offset by permanent adjustments caused by a discount on our tax installment payment, established by Law 13,043/2014, which reduced the applicable effective tax rate by 1.0%

*Profit*

As a result of the restatements referred in items (1), (2) and (3) in the explanatory note and the factors mentioned above, our profit increased by 31.4% to R\$578.2 million, or 1.3% of net sales revenue, during 2014 from R\$440.1 million, or 1.1% of net sales revenue, during 2013.

**Liquidity and Capital Resources**

Our principal cash requirements for 2015 consisted of the following:

servicing our indebtedness;

working capital requirements;

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**Table of Contents**

capital expenditures related to investments in operations, construction of new plant facilities, and maintenance and expansion of plant facilities; and

dividends on our shares, including in the form of interest attributable to shareholders' equity.

Our principal sources of liquidity have traditionally consisted of the following:

cash flows from operating activities;

short-term and long-term borrowings; and

sales of debt securities in domestic and international capital markets.

During 2015, cash flow generated by operations was used primarily for investing activities, for working capital requirements and to service our outstanding debt obligations. As of December 31, 2015, our consolidated cash and cash equivalents and short-term financial investments amounted to R\$7,458.2 million. As of December 31, 2015, we had net working capital (defined as (1) current assets plus non-current assets held for sale, minus (2) current liabilities plus non-current liabilities held for sale) of R\$496.8 million.

***Projected Sources and Uses of Cash***

We anticipate that we will be required to spend approximately R\$27.3 billion to meet our short-term contractual obligations and commitments and budgeted capital expenditures during 2016 (excluding equity contributions to our joint ventures in Mexico and Venezuela). We expect that we will meet these cash requirements for (1) our operations through sales of our products, and (2) our debt service through operating cash flow and new financing activities, including new debt financings and the refinancing of our existing short-term indebtedness as it becomes due.

We have commitments from several financial institutions to provide us with financing in the future, including commitments from the Brazilian National Bank for Economic and Social Development (*Banco Nacional do Desenvolvimento*), or BNDES, to lend us funds under our revolving stand-by credit facilities (*Contrato de Abertura de Limite de Crédito*), or CALC facilities, described under Indebtedness and Financing Strategy Credit Facilities with BNDES. As of December 31, 2015, the full aggregate principal amount had been disbursed under these facilities.

These commitments are subject to conditions precedent which we believe that we will be able to satisfy in connection with any amounts drawn under these facilities. We pay commitment fees to these financial institutions in connection with their commitments, other than our BNDES revolving stand-by credit facilities.

In addition, we entered into the Braskem Idesa Financing. For more information regarding this facility, see Capital Expenditures Joint Venture Projects Project Ethylene XXI.

***Cash Flows***

The following discussion of our cash flows is based on our restated consolidated statements of cash flows. For further information on the restatement, see note 2.4 to our financial statements included elsewhere in this annual report.

*Cash Flows Provided by Operating Activities*

Net cash provided by operating activities was R\$7,877.8 million during 2015, R\$3,813.0 million during 2014 and R\$2,411.6 million during 2013.



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**Table of Contents**

Net cash provided by operating activities increased by R\$4,064.8 million during 2015 compared to 2014, primarily as a result of (1) our profit before income tax and social contribution of R\$4,431.0 million during 2015 compared to R\$1,065.2 million during 2014, and (2) an increase in non-cash interest and monetary and exchange variations, net to R\$3,182.6 million during 2015 compared to R\$1,566.2 million during 2014, primarily as a result of (a) the average depreciation of the *real* against the U.S. dollar and (b) our designation on May 1, 2013 of part of the liabilities our U.S. dollar-denominated debt instruments as a hedge for our future exports. The effects of these factors were partially offset by the R\$1,518.3 million decline in accounts payable to suppliers during 2015 compared to a R\$420.8 million decline during 2014, which resulted from the average depreciation of the *real* against the U.S. dollar, which impacted our contract to purchase certain raw materials.

Net cash provided by operating activities increased by R\$1,401.4 million during 2014 compared to 2013, primarily as a result of:

the R\$484.2 million decline in recoverable taxes during 2014 compared to a R\$454.2 million increase during 2013, which principally resulted from monetization of value-added tax on sales and services (ICMS) credits that we had accumulated over the past few years arising mainly from domestic sales subject to deferred taxation and export sales;

a R\$409.4 million decline in accounts receivable during 2014 compared to a R\$474.7 million increase in accounts receivable during 2013, primarily as a result of decline in international prices of thermoplastic resins which led to a decline in revenues from polyethylene, polypropylene and PVC;

an increase in non-cash interest and monetary and exchange variations, net to R\$1,566.2 million during 2014 compared to R\$965.3 million during 2013, primarily as a result of our designation on May 1, 2013 of part of the liabilities our dollar-denominated debt instruments as a hedge for our future exports;

the R\$499.4 million increase in inventories during 2014 compared to a R\$949.5 million increase during 2013, which resulted from the increase in inventories of polyolefins at the end of the year due to weak demand;

an decline in cash interest payments to R\$356.3 million during 2014 compared to R\$710.3 million during 2013; and

our profit before income tax and social contribution of R\$1,065.2 million during 2014 compared to R\$897.1 million during 2013.

The effects of these factors were partially offset by:

the R\$420.8 million decline in accounts payable to suppliers during 2014 compared to a R\$734.3 million increase during 2013, which resulted from the average depreciation of the *real* against the U.S. dollar, which

impacted our contract to purchase certain raw materials;

the R\$476.6 million decline in taxes and contributions payable during 2014 compared to the R\$61.1 million decline during 2013, which resulted from the prepayment of the outstanding balance of installment under the Federal Law 11,941/09 payment program;

the effect of a R\$277.3 million non-cash gain from the divestment of Distribuidora de Águas Triunfo S.A. recorded in 2014; and

the R\$261.9 million decline in advances from customers during 2014 compared to the R\$6.3 million increase during 2013, which resulted from the settlement in 2014 of transactions in which we had collected advances from customers during 2014.

## **Table of Contents**

### *Cash Flows Used in Investing Activities*

Investing activities used net cash of R\$4,120.3 million during 2015, R\$5,054.1 million during 2014 and R\$4,954.2 million during 2013.

During 2015, investing activities for which we used cash on a consolidated basis primarily consisted of (1) investments of R\$2,835 million in new capacity projects, including investments of R\$2,772 million for the construction of our facilities in Mexico, of which R\$1,104 million corresponds to our equity investments, (2) investments of R\$516 million to perform maintenance on our plants during scheduled shutdowns, (3) investments of R\$229 million in modernization, in information technology and increased reliability of our systems, (4) investments of R\$281 million in equipment replacement, and (5) investments of R\$213 million in productivity, safety improvements and others.

During 2014, investing activities for which we used cash on a consolidated basis primarily consisted of (1) investments of R\$3,533.8 million in new capacity projects, including investments of R\$3,465.6 million for the construction of our facilities in Mexico, of which R\$621.8 million corresponds to our equity investments, (2) investments of R\$ 1,009.1 million to perform maintenance on our plants during scheduled shutdowns, (3) investments of R\$252.1 million in modernization, in information technology and increased reliability of our systems, (4) investments of R\$ 322.8 million in equipment replacement, and (5) investments of R\$ 215.7 million in productivity, safety improvements and others. These investments were partially offset by our receipt of R\$315.0 million from the divestments of the water treatment unit in the Southern Complex.

During 2013, investing activities for which we used cash on a consolidated basis primarily consisted of (1) investments of R\$4,102.1 million in new capacity projects, including investments of R\$4,053.0 million for the construction of our facilities in Mexico, of which R\$1,098.4 million was in the form of an equity contribution, (2) investments of R\$781.0 million to perform maintenance on our plants during scheduled shutdowns, (3) investments of R\$275.5 million in modernization, in information technology and increased reliability of our systems, (4) investments of R\$284.7 million in equipment replacement, (5) investments of R\$194.1 million in productivity and safety improvements. These investments were partially offset by our receipt of R\$689.9 million from the divestments of Cetrel and Braskem Distribuidora.

### *Cash Flows Used in Financing Activities*

Financing activities used net cash of R\$97.5 million during 2015 compared to net cash provided of R\$894.4 million during 2014 and R\$3,614.2 million during 2013.

During 2015:

we entered into a revolving credit facility agreement with several international financial institutions under which we borrowed an aggregate principal amount of US\$250.0 million in June and July 2015;

we received disbursements under a financing agreement with BNDES, in the amounts of R\$72.6 million, R\$48.0 million and R\$292.4 million in the second, third and fourth quarter of 2015, respectively;

we entered into an advance on export contracts (*adiantamentos sobre contatos de exportação*), or ACC, with a local financial institution under which we borrowed an aggregate principal amount of US\$50.0 million in October 2015; and

Braskem Idesa borrowed US\$290.5 million and US\$23.6 million from international financial institutions in connection with the financing agreements relating to Project Ethylene XXI in April 2015 and September 2015, respectively.

**Table of Contents**

During 2015, we used cash:

to repurchase US\$54.1 million, representing all principal amounts and interest outstanding under our 9.38% Notes due 2015

to prepay R\$100.0 million, representing all principal amounts and interest outstanding under a credit facility agreement entered into in April 2015 with a local financial institution;

to pay R\$1,009.4 million, representing aggregate principal amounts and interest outstanding under a financing agreement with BNDES; and

to make other scheduled payments and prepayments under various of our outstanding debt instruments. In addition, we used cash to pay dividends in the aggregate amount of R\$482.1 million.

During 2014:

Braskem Finance Limited issued US\$750.0 million aggregate principal amount of 6.450% Notes due 2024 in February 2014 and May 2014;

Braskem Idesa borrowed US\$465.0 million from international financial institutions in connection with the financing agreements relating to Project Ethylene XXI in April 2014;

we entered into a credit facility agreement with an international financial institution under which we borrowed an aggregate principal amount of US\$75.0 million in January 2014;

we entered into a credit facility agreement with an international financial institution under which we borrowed an aggregate principal amount of US\$62.5 million in August 2014;

we entered into a credit facility agreement with a local financial institution under which we borrowed an aggregate principal amount of R\$100.0 million in September 2014; and

we entered into a credit facility agreement with a local financial institution under which we borrowed an aggregate principal amount of R\$100.0 million in November 2014.

During 2014, we used cash:

to prepay US\$50.3 million, representing all principal amounts and interest outstanding under a loan agreement that Braskem Netherlands entered into with an international financial institution in December 2011;

to prepay US\$50.3 million, representing all principal amounts and interest outstanding under a loan agreement that Braskem Netherlands entered into with an international financial institution in September 2011;

to prepay US\$50.1 million, representing all principal amounts and interest outstanding under a loan agreement that Braskem Netherlands entered into with an international financial institution in December 2011;

to prepay R\$299.8 million, representing all principal amounts and interest outstanding under a loan agreement that Braskem S.A. entered into with an international financial institution in October 2013;

to prepay US\$50.0 million, representing all principal amounts and interest outstanding under three foreign exchange contracts (*adiantamento sobre contrato de câmbio*) that we entered into with a Brazilian financial institution in December 2013;

**Table of Contents**

to prepay US\$50.7 million, representing all principal amounts and interest outstanding under an export prepayment agreement that we entered into with a Brazilian financial institution in December 2010;

to repurchase US\$58.1 million aggregate principal amount of our 8.00% notes due 2017, US\$266.1 million aggregate principal amount of our 7.25% notes due 2018 and US\$349.8 million aggregate principal amount of our 7.00% notes due 2020 pursuant to tender offers we completed in February 2014 and May 2014; and

to make other scheduled payments and prepayments under various of our outstanding debt instruments. In addition, we used cash to pay dividends in the aggregate amount of R\$482.1 million.

During 2013:

we borrowed US\$200.0 million aggregate principal amount in January 2013 under an export prepayment facility that we entered into with certain international financial institutions in December 2012;

we entered into three credit export notes facilities with Brazilian financial institutions in the aggregate amount of R\$300.0 million in February 2013;

we entered into a credit facility agreement with an international financial institution for an aggregate principal amount of US\$90.0 million in March 2013;

we entered into a credit facility agreement with an international financial institution for an aggregate principal amount of US\$210.0 million in June 2013;

Braskem Idesa borrowed US\$1,483.9 million aggregate principal amount in July 2013 under the financing agreements that Braskem Idesa entered into in December 2012 to finance the Ethylene XXI project;

we entered into several credit export notes facilities with an international financial institution in the aggregate amount of R\$163.5 million in August 2013;

we entered into a loan agreement with a Brazilian financial institution under which we borrowed an aggregate principal amount of US\$70.0 million in September 2013;

we received disbursements under a financing agreement with BNDES, in the amounts of R\$178.0 million, R\$144.1 million and R\$188.7 million in October, November and December 2013, respectively;

Braskem Idesa borrowed US\$546.9 million aggregate principal amount in November 2013 under the financing agreements that Braskem Idesa entered into in December 2012 to finance the Project Ethylene XXI project;

we borrowed R\$150.0 million under a credit export note facility that we entered into in December 2013 with a Brazilian financial institution; and

we entered into a ACC (advance payment on exchange contract) with an international financial institution for an aggregate principal amount of US\$50.0 million in December 2013.

During 2013, we used cash:

to prepay R\$512.7 million, representing all principal amounts and interest outstanding under four export credit note facilities;

to prepay R\$452.3 million, representing all principal amounts and interest outstanding under two export prepayment facilities;



**Table of Contents**

to prepay R\$123.6 million, representing all principal amounts and interest outstanding under a financing agreement with BNDES; and

to make other scheduled payments and prepayments under several of our outstanding debt instruments. Unless our board of directors deems it inconsistent with our financial position and the decision of our board of directors is ratified by our shareholders, payment of dividends is mandatory under Brazilian Corporation Law and our by-laws and also is required under agreements with two of our shareholders and, consequently, may give rise to significant cash requirements in future periods.

*Share Repurchase Program*

On August 13, 2012, our board of directors authorized a share repurchase program under which we were authorized to repurchase up to 13,376,161 class A preferred shares at market prices over the BM&FBOVESPA at any time and from time to time prior to August 28, 2013. Shares that were repurchased will be held in treasury and may be resold or cancelled. As of December 31, 2012, we had repurchased 262,300 class A preferred shares for an aggregate of R\$3.5 million.

We did not repurchase any shares in 2013 or 2014.

On February 11, 2015, our board of directors authorized a share repurchase program under which we are authorized to repurchase up to 3,500,000 class A preferred shares at market prices over the BM&FBOVESPA. The program started in February 19, 2015, and was effective until February 18, 2016. We repurchased 80,000 class A preferred shares for an aggregate of R\$0.9 million in 2015.

*Contractual Commitments*

The following table summarizes significant contractual obligations and commitments as of December 31, 2015 that have an impact on our liquidity:

	<b>Payments Due by Period</b>				<b>Total</b>
	<b>Less than one Year</b>	<b>One to Three Years</b>	<b>Three to Five Years</b>	<b>More than Five Years</b>	
	<i>(in millions of reais)</i>				
Loans and financings (1)	2,073.0	5,205.8	8,169.8	28,311.3	43,759.9
Braskem Idesa Financing (2)	335.3	1,720.6	2,291.0	11,963.8	16,310.7
Derivatives (3)	57.8	(6.5)	1,191.2		1,242.5
Defined benefit actuarial obligation (4)				154.7	154.7
Other payables (5)	112.5	160.8			273.3
Project Ethylene XXI EPC (6)	319.4				319.4
Purchase obligations for raw materials (7)	20,778	65,437	72,507	4,395	163,117
Purchase obligations for electric power and gas (7)	1,247	1,918	789	105	4,059
<b>Total contractual obligations</b>	<b>24,923</b>	<b>74,435.7</b>	<b>84,948.0</b>	<b>44,929.8</b>	<b>229,236.5</b>

- (1) Consists of estimated future payments of amortization amounts plus interest on our loans and financings, calculated based on interest rates and foreign exchange rates applicable as of December 31, 2015 and assuming (i) that all amortization payments and payments at maturity on our loans and financings will be made on their scheduled payment dates, and (ii) that our perpetual bonds are redeemed after 100 years.
- (2) Consists of limited recourse project finance debt, which is repaid solely from the cash generated by the project itself and shareholders provide limited guarantees. For further information, see note 15 of our consolidated financial statements elsewhere in this annual report.
- (3) Consists substantially of foreign exchange swaps that we entered into to offset the variation in the rates of export credit notes contracts. For further information, see note 16.2 of our consolidated financial statements elsewhere in this annual report.

**Table of Contents**

- (4) Consists of the actuarial liabilities related to defined benefit plans Novamont, Braskem Europe and health care plan in Brazil. For further information, see note 21.2 to our consolidated financial statements elsewhere in this annual report.
- (5) Consists of amounts payable to BNDES Participações S.A. as part of the business combination with Braskem Qpar. For further information, see note 22 of our consolidated financial statements elsewhere in this annual report.
- (6) Consists of contractual commitments for the engineering, procurement and construction of Project Ethylene XXI and technology license fee regarding this project, calculated based on estimated future contractual payments and interest and based on the foreign exchange rate in effect as of December 31, 2015.
- (7) Consists of purchase commitments for raw materials and electric power and gas pursuant to binding agreements of the company that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Based upon the applicable purchase prices as of December 31, 2015.

We are also subject to potential liabilities with respect to tax, labor, distributors and other claims, for which the chances of loss are considered probable, and for which we maintain provisions of R\$554.5 million as of December 31, 2015. These proceedings relate primarily to federal income taxes and VAT. See note 20 to our audited consolidated financial statements.

***Indebtedness and Financing Strategy***

As of December 31, 2015, our total outstanding consolidated indebtedness, net of transaction costs, was R\$27,350.5 million, consisting of R\$1,970.0 million of short-term indebtedness, including current portion of long-term indebtedness (7.2% of our total indebtedness), and R\$25,380.5 million of long-term indebtedness (92.8% of our total indebtedness), in addition to an aggregate amount of R\$12,277.4 million (US\$3,144.2 million), outstanding as of December 31, 2015 in connection with the Braskem Idesa Financing and in addition to an aggregate amount of R\$1,111.6 million (US\$284.7 million) outstanding as of December 31, 2015 in connection with derivatives. As of December 31, 2015, we had no outstanding indebtedness to related parties on a consolidated basis. On a consolidated basis, net of transaction costs and not including derivatives, our *real*-denominated indebtedness as of December 31, 2015 was R\$6,056.7 million (15.3% of our total indebtedness), and our foreign currency-denominated indebtedness was R\$33,571.2 million (84.7% of our total indebtedness).

Our financing strategy has been to continue to extend the average maturity of our outstanding indebtedness, including by repaying short-term debt through longer-term borrowings and issuing longer-term debt securities, in order to increase our liquidity levels and improve our strategic, financial and operational flexibility. Our financing strategy over the next several years involves maintaining adequate liquidity and a debt maturity profile that is compatible with our anticipated cash flow generation and anticipated capital expenditures. In addition, we do not expect our capital expenditures to adversely affect the quality of our debt leverage ratios or our disciplined approach to capital allocation.

***Short-Term Indebtedness***

Our consolidated short-term debt, including current portion of long-term debt, was R\$1,970.0 million as of December 31, 2015.

We maintain short-term finance lines denominated in reais with a number of financial institutions in Brazil. Although we have no committed lines of credit with these financial institutions, we believe that we will continue to be able to obtain sufficient credit to finance our working capital needs based on our relationships with these financial institutions and current market conditions. As of December 31, 2015, the consolidated outstanding balance under our short-term

finance lines in reais was R\$1,213.8 million.

We also obtain advances on certain export contracts from a variety of Brazilian financial institutions. These advances generally have a maturity of less than one year and relatively low interest rates. These advances on export contracts are generally secured by receivables to be generated from future export sales under those contracts. As of December 31, 2015, we did not have any consolidated outstanding advances on export contracts. See note 14 to our consolidated financial statements included in this annual report.

**Table of Contents**

*Long-Term Indebtedness*

Our principal sources of long-term debt are:

fixed-rate notes issued in the international market;

export credit notes;

credit facilities with BNDES;

bank credit facilities;

project financing;

BNB/FINAME/FINEP/FUNDES; and

export prepayment facilities.

Some of these instruments also contain other covenants that could restrict, among other things, the ability of our company and most of our subsidiaries to incur liens or merge or consolidate with any other person or sell or otherwise dispose of all or substantially all of our assets. In addition, the instruments governing a substantial portion of our indebtedness contain cross-default or cross-acceleration clauses, such that the occurrence of an event of default under one of these instruments could trigger an event of default under other indebtedness or enable the creditors under other indebtedness to accelerate that indebtedness.

As of December 31, 2015, R\$3,646.7 million of our real-denominated debt and R\$409.1 million of our foreign currency-denominated debt was secured. In order to secure this debt, we have pledged certain of our property and equipment and certain of our accounts receivable. The security arrangements for our secured debt vary depending on the transaction.

As of December 31, 2015, all of our Braskem Idesa Financing was secured. In order to secure this debt, we have pledged our shares in Braskem Idesa, some of our rights to repayment under subordinated loans that Braskem S.A. has made to Braskem Idesa and all of the assets of Braskem Idesa.

*Fixed-Rate Notes*

We have issued fixed-rate debt securities in the international market. All of these securities pay interest semi-annually in arrears, except for our perpetual bonds on which interest is payable quarterly in arrears. The table below sets forth our outstanding fixed-rate debt securities, the outstanding principal amount of these securities and their maturity dates.

<b>Security</b>	<b>Outstanding Principal Amount as of December 31, 2015 (in millions of U.S. dollars)</b>	<b>Final Maturity</b>
8.00% Notes due 2017	55.873	January 2017
7.250% Notes due 2018(1)	137.427	June 2018
7.00% Notes due 2020(1)	397.677	May 2020
5.75% Notes due 2021(1)	997.500	April 2021
5.375% Notes due 2022(1)	500.000	May 2022
6.45% Notes due 2024(1)	750.000	February 2024
7.125% Notes due 2041(2)	750.000	July 2041
7.375% Perpetual Bonds(1)	700.000	

(1) Represents notes issued by Braskem Finance Limited and guaranteed by Braskem.

(2) Represents notes issued by Braskem America Finance and guaranteed by Braskem.

**Table of Contents***Export Credit Note Facilities*

We have entered into several credit export note facilities. The table below sets forth our significant outstanding credit export note facilities, the amount outstanding under these facilities, the interest rate applicable to these facilities, the amortization schedule of these facilities and their maturity dates.

<b>Issue Date</b>	<b>Outstanding Principal and Interest as of December 31, 2015 (in millions of reais)</b>	<b>Interest Rate</b>	<b>Amortization Schedule</b>	<b>Final Maturity</b>
November 2014	151.1	8.00%	Bullet Maturity	November 2017
September 2014	104.6	108.0% of CDI	Annual (1)	August 2020
February 2013	202.3	8.00%	Bullet Maturity	February 2016
February 2013	151.6	8.00%	Bullet Maturity	September 2017
September 2012	219.9	105.0% of CDI	Annual (2)	October 2021
August 2011	405.5	112.5% of CDI	Bullet Maturity	August 2019
April 2011	464.0	112.5% of CDI	Bullet Maturity	April 2019
February 2011	146.6	105.0% of CDI	Annual (2)	October 2021
June 2010	146.6	105.0% of CDI	Annual (2)	October 2021
January 2008(3)	603.5	7.3%	Bullet Maturity	February 2020
May 2007(3)	294.8	7.85%	Bullet Maturity	May 2019
April 2007(3)	198.8	7.87%	Bullet Maturity	March 2018
November 2006(3)	308.1	8.1%	Bullet Maturity	May 2018

(1) Principal of this facility is due in annual payment on October of each year commencing in October 2018.

(2) Facilities amended in October 2013 to extend maturity from February 2014 to October 2021.

(3) Facility denominated in U.S. dollars.

*Credit Facilities with BNDES**Term Loan Facilities*

We have entered into a variety of credit facilities with BNDES. The proceeds of these credit facilities have been used to finance a variety of capital expenditures, including:

the construction of our green polyethylene facilities;

the construction of our new butadiene plant;





**Table of Contents**

the construction of our new PVC facilities;

quality, productivity, environmental, health and safety projects and maintenance shutdowns at our plants. The table below sets forth selected information with respect to our BNDES term loan credit facilities as of December 31, 2015.

<b>Facility</b>	<b>Outstanding Principal and Interest (in millions of reais)</b>	<b>Interest Rate</b>	<b>Amortization Schedule</b>	<b>Final Maturity</b>
<b>June 2009 credit facility(1)</b>				
<i>Cesta de Moedas</i> loans	29.4	<i>Cesta de Moedas</i> plus 2.58%	Monthly	July 2017
TJLP loans	119.2	TJLP plus 0% to 4.78%	Monthly	June 2017
<b>December 2010 credit facility(2)</b>				
<i>Cesta de Moedas</i> loans	128.8	<i>Cesta de Moedas</i> plus 2.58%	Monthly	January 2020
TJLP loans	233.2	TJLP plus 0% to 3.58%	Monthly	December 2019
Fixed-rate loans	26.7	5.50%	Monthly	December 2019
<b>November 2011 credit facility(3)</b>				
<i>Cesta de Moedas</i> loans	48.4	<i>Cesta de Moedas</i> plus 2.45%	Monthly	January 2021
TJLP loans	96.4	TJLP plus 0% to 3.45%	Monthly	December 2020
<b>August 2014 credit facility(4)</b>				
TJLP loans	215.4	TJLP plus 2.78%	Monthly(5)	March 2021
Fixed-rate loans	6.7	6.0%	Monthly(5)	March 2021
SELIC loans	160.6	SELIC plus 2.78%	Monthly(5)	March 2021

(1) Relates to our green polyethylene plant that began operations in September 2010.

(2) Relates to our PVC plant in Alagoas that began operations in August 2012.

(3) Relates to our butadiene plant in the Southern Complex that began operations in September 2012.

(4) Relates to our operational investments and maintenance shutdowns.

(5) Principal payments on this tranche will commence in April 2016.

Each of these credit facilities is secured by mortgages on (1) three of our plants located in the Southern Complex and (2) one of our plant located in Maceió, in the State of Alagoas (including the land on which this plant is located, as well as certain of the equipment, machinery and improvements in this plant) and (3) two of our plants located in the State of São Paulo.

**Revolving Stand-by Credit Facilities**

In addition, we have entered into three revolving stand-by credit facilities with BNDES. Loans under these facilities are required to be used to fund specified capital expenditure projects, including:

expansion and modernization of fixed assets;

acquisition of new machinery and equipment produced in Brazil;

programs related to technical training and management, and information technology;

social investment programs;

environmental investments; and

investments in research, development and innovation.

**Table of Contents**

The interest rates for loans drawn under these facilities are set at the time the loans are made and are based on the TJLP rate or the average annual currency basket rate published by BNDES, or the *Cesta de Moedas* rate or the accumulated annual average of SELIC.

Loans made under these facilities may have maturities up to ten years. The outstanding principal and interest of each of these loans is payable in monthly installments following the expiration of the grace period for these loans, which is generally one year or 18 months, depending upon the terms of the relevant facility.

The table below sets forth selected information with respect to our BNDES revolving credit facilities as of December 31, 2015.

Facility	Committed Principal Amount (in millions of reais)	Outstanding Principal and Interest (in millions of reais)	Weighted Average Interest Rate	Expiration of Commitment
December 2009(1)	R\$500.0			
<i>Cesta de Moedas</i> loans		47.4	<i>Cesta de Moedas</i> plus 2.58%	January 2017
TJLP loans		85.0	TJLP plus 2.58% to 3.58%	January 2017
Fixed rate		92.0	4.0% to 4.5%	January 2021
November 2011	R\$2,460.0			
<i>Cesta de Moedas</i> loans		149.5	<i>Cesta de Moedas</i> plus 2.42% to 2.45%	October 2018
TJLP loans		1,154.6	TJLP plus 0.00% to 3.58%	December 2021
Fixed rate		230.2	3.5% to 6.0%	December 2021
SELIC		284.3	SELIC plus 2.58% to 2.78%	December 2021
January 2015 credit facility	R\$1,994.0			
TJLP loans		140.0	TJLP plus 0% to 2.62%	January 2022
SELIC loans		131.5	SELIC plus 2.32%	January 2022

(1) The period for new disbursements under this CALC facility has expired.

(2) Each of these credit facilities is secured by mortgages on (1) two of our plants located in Southern Complex, one of our plant located in the cities of Santo André and Mauá in the state of São Paulo, (3) one of our polypropylene plants in the city of Paulínia in the state of São Paulo and our chlor-alkali plant in the city of Maceió, in the state of Alagoas (including the land on which this plant is located, as well as certain of the equipment, machinery and improvements in these plants).

**Revolving Credit Facility Agreements**

In September 2014, we entered into a revolving credit facility agreement with a Brazilian financial institution for a principal amount of R\$500.0 million, which matures in September 2019.

In December 2014, we and several of our subsidiaries entered into a revolving credit facility agreement with several international financial institutions for a principal amount of US\$750.0 million, which matures in December 2019.

*Bank Credit Facilities*

In September 2013, we entered into a loan agreement with a Brazilian financial institution under which we borrowed an aggregate principal amount of US\$70.0 million. The loan proceeds will be used for working capital purposes. This loan bears interest at a rate of LIBOR plus 1.50% payable quarterly in arrears. Principal on this loan is payable upon maturity in September 2018.

In January 2014, our subsidiary Braskem Netherlands, as borrower, and we, as guarantor, entered into a credit facility agreement with an international financial institution for a principal amount of US\$75.0 million. The facility bears interest at a floating rate of LIBOR plus 1.75% per annum, payable semi-annually, and matures in 2019. We used the proceeds of this loan for our general operating activities.

**Table of Contents**

In August 2014, our subsidiary Braskem Netherlands, as borrower, and we, as guarantor, entered into a loan and guaranty agreement with an international financial institution, as lender, for a principal amount of US\$62.5 million. The facility bears interest at a floating rate of LIBOR plus 1.55% to 1.85% per annum, payable upon maturity in 2019. We used the proceeds of this loan for the manufacture and sale of petrochemical products and for general corporate purposes.

In October 2014, we received disbursements in an aggregate principal amount of R\$196.3 million under a credit facility we entered into in August 2014 with a Brazilian financial institution. In August 2014, we entered into a credit facility for a principal amount of R\$200.0 million. This credit facility bears interest at a rate of 8.24% per annum payable monthly until August 2015 and quarterly thereafter through maturity in August 2024. The outstanding principal amount is payable in 108 successive monthly installments beginning in September 2015.

*Export Prepayment Agreements*

We have entered into a several export prepayment agreements. One of our export prepayment agreements is secured by certain of our export receivables. The table below sets forth our significant outstanding export prepayment agreements, the outstanding principal amount of these facilities, the interest rate applicable to these facilities, the amortization schedule of these facilities and their maturity dates.

<b>Issue Date</b>	<b>Outstanding Principal Amount as of December 31, 2015 (in millions of U.S. dollars)</b>	<b>Interest Rate</b>	<b>Amortization Schedule</b>	<b>Final Maturity</b>
January 2013	140.2	LIBOR + 1.10%	Semi-annual (1)	November 2022

(1) Amortization on this facility commenced in May 2013.

On December 3, 2012, the Brazilian federal government introduced changes to the regulations applicable to new export prepayment financings. These regulations allowed export prepayment financings for finance operations maturing in up to five years, which had previously been limited to a 360 day maximum.

Although export prepayment facilities have historically accounted for an important part of our financing strategy, as of December 31, 2015, they accounted for only 1.9% of our outstanding indebtedness.

*Financing Agreements*

In December 2012, Braskem Idesa entered into a common terms agreement with certain financial institutions to finance the development, design, construction and initial operation of the Mexico Complex. The Mexico Complex will include an ethane cracker with annual capacity of 1.05 million tons to produce ethylene, two high density polyethylene plants and a low density polyethylene plant. In connection with the common terms agreement, Braskem Idesa entered into eight separate financing agreements with Brazilian and international financial institutions and development banks in an aggregate principal amount of up to US\$3.2 billion. All amounts disbursed under these credit facilities are secured by our shares in Braskem Idesa. In addition, as a conditions precedent to the initial disbursement

and each subsequent disbursement, Braskem Idesa is required to have a maximum debt to base equity ratio of 70 to 30 after giving effect to such disbursement, as calculated pursuant to the common terms agreement. In September 2015, Braskem Idesa received the final disbursement pursuant to the common terms agreement, reaching an aggregate principal amount of US\$3.2 billion. The financing consists of fixed and floating tranches. The interest rates on the fixed tranche are within a range of 4.33% to 6.17%. The interest rates on the floating tranche are within a range of LIBOR plus 2.73% to LIBOR plus 4.65%. To reduce the interest rate risk, the second tranche is hedged through several swap agreements. Interest on both tranches is payable quarterly in arrears and principal is amortized quarterly. The final maturity date of these loans is February 15, 2029 with amortizations beginning in May 2016

## **Table of Contents**

### **Capital Expenditures**

In 2015, our total investments in property, plant and equipment and intangible assets totaled R\$4,124.0 million, consisting primarily of (1) a capital expenditure of R\$1,272 million (excluding capitalized interest) on our various projects and in maintaining and improving our assets; and (2) a R\$2,772 million disbursement for our Project Ethylene XXI. Our total investments on property, plant and equipment and intangible assets in 2014 and 2013 totaled R\$5,416.1 and R\$5,682.2 million, respectively.

### ***Capital Expenditure Budget***

We currently are budgeting total capital expenditures of approximately R\$3,660 million for 2016, 50% of which will be invested in U.S. dollars in operational investments in the USA and Europe segment (US\$117 million) and Project Ethylene XXI (US\$329 million). With respect to Project Ethylene XXI, our expected disbursements are mainly associated with working capital and contractual obligations under the project finance structure to accrue a reserve account (minimum cash) to meet the project's debt service needs.

Excluding the investment in Project Ethylene XXI, total projected investment for 2016 is R\$2,333 million. Of this amount, we expect to allocate approximately 75% to maintenance, productivity, HES and operational efficiency, including disbursements with the scheduled maintenance shutdown of one of the lines at the cracker in Camaçari, Bahia, in the last quarter of 2016.

The remainder will be allocated to other strategic projects, including: (1) investments to produce UTEC in the USA, with production scheduled to start in the second half of 2016; (2) investments to increase industrial productivity of the polypropylene plants in the United States and Germany, aiming to meet the growing global demand for this resin in its regional markets at a competitive cost; and (3) studies related to potential strategic and expansion projects.

### ***Acquisitions***

#### ***Acquisition of Interest in Odebrecht Comercializadora de Energia S.A.***

In July 2012, we acquired 2,000 shares, or 20%, of the capital of Odebrecht Comercializadora de Energia. Odebrecht Comercializadora de Energia is also owned by Odebrecht Energia S.A., Odebrecht Agroindustrial S.A., Odebrecht Ambiental S.A. (currently Foz do Brasil S.A.) and Odebrecht Transport S.A, each holding an equal interest of 20%. In July 2013, the shareholders of Odebrecht Comercializadora de Energia entered into a shareholders' agreement governing the rights and obligations of all parties.

### ***Greenfield Plants***

#### ***Alagoas PVC Plant***

In May 2010, we commenced construction of a new PVC plant in Alagoas. This plant, which commenced production in August 2012, has an annual production capacity of 200,000 tons. The total cost of this project was approximately R\$1,000 million.

#### ***Butadiene Plant***

In March 2011, we commenced construction of a new butadiene plant in the Southern Complex. This plant, which commenced production in September 2012, has an annual production capacity of 103,000 tons. The total cost of this

project was approximately R\$300 million.



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**Table of Contents**

***Joint Venture Projects***

***Project Ethylene XXI***

Braskem and Idesa formed Braskem Idesa in April 2010 to develop, construct and operate the Mexico Complex, to be located in the Mexican state of Veracruz. In August 2015, Braskem transferred its interest in Braskem Idesa to Braskem Netherlands, B.V., or Braskem Netherlands, its wholly-owned subsidiary; consequently, Braskem is an indirect shareholder of Braskem Idesa. The Mexico Complex will include an ethylene cracker that produces 1.0 million tons of ethylene per year from ethane based on Innovene S technology licensed from Technip Italy S.p.A, or Technip, and will include two high density polyethylene plants based on technology licensed from Ineos Commercial Services UK Limited (as successor to Ineos Europe Limited) and a low density polyethylene plant based on Lupotech T technology licensed from Basell Polyolefin GmbH. The three polyethylene plants are expected to have a combined annual production capacity of 1.0 million tons of HDPE and LDPE.

Braskem Idesa (as successor to us and Idesa) is party to an ethane supply agreement with Pemex Gas dated February 19, 2010, pursuant to which Pemex Gas will provide 66,000 barrels per day of ethane to the Mexico Complex for a period of 20 years at prices based on the Mont Belvieu purity ethane price. Since July 2015, Braskem Idesa has been required to purchase, and Pemex Gas has been required to deliver, the minimum daily volume of ethane provided under the supply agreement.

In February 2010, we and Idesa entered into the Braskem Idesa shareholders' agreement to govern our relationship with respect to Braskem Idesa, which was amended in November 2012, December 2012 and April 2015. The Braskem Idesa shareholders' agreement, as amended, sets forth the understanding of the parties regarding the implementation of this project and the relationship of Braskem and Idesa as shareholders of Braskem Idesa. Under the Braskem Idesa shareholders' agreement, as amended:

the parties agree to use their best efforts to use Braskem Idesa as their commercialization vehicle for polyethylene in Mexico;

the parties agree that the polyethylene production of Braskem Idesa shall be used primarily to supply the Mexican market;

we have the right to appoint four members and Idesa has the right to appoint two members of Braskem Idesa's board of directors; decisions considered at Braskem Idesa's ordinary shareholders' meetings or by Braskem Idesa's board of directors require the approval by a simple majority;

upon the failure of Braskem and Idesa to agree to vote in favor of certain matters requiring a supermajority vote in an extraordinary shareholders' meeting, (1) we will have the right to seek approval of such matters by a simple majority vote of Braskem Idesa's shareholders, (2) in the event that such matters are approved by a simple majority vote of Braskem Idesa's shareholders, we will have the option to purchase all of the shares then held by Idesa, and (3) in the event that we do not exercise this right, Idesa will have the option to sell all of its shares of Braskem Idesa to us; and

any disputes between Braskem and Idesa arising out of or in connection with the Braskem Idesa shareholders agreement will be resolved through arbitration.

The Braskem Idesa shareholders agreement also contains rights of first refusal, tag along rights and drag along rights in connection with the disposition of Braskem Idesa shares.

The original estimated total cost of the Mexico Complex of approximately US\$4.5 billion, including financial costs during construction and initial working capital requirements, was revised in 2015 to US\$5.2 billion primarily as a result of (1) a change in the scope of the power generating unit in order to ensure the self-sufficiency of the complex and improve the reliability of energy supply, with the possibility of selling any surplus energy to the grid; and (2) additional costs arising from infrastructure and local services.

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**Table of Contents**

We and Idesa contributed an aggregate of approximately 38% of the total costs as equity in proportion to our ownership interests in Braskem Idesa, and the remainder was borrowed by Braskem Idesa under project finance arrangements, secured by the assets of this project, with multilateral credit agencies, export credit agencies, development banks and private banks. See Item 4. Information on the Company Capital Expenditures Joint Venture Projects Project Ethylene XXI.

Construction of the Mexico Complex began in 2012 and it commenced operations with the production of the first batch of polyethylene in April 2016.

*Financing Agreements Relating to Project Ethylene XXI*

In December 2012, Braskem Idesa entered into a common terms agreement with certain financial institutions to finance the development, design, construction and initial operation of the Mexico Complex. This will include an ethane cracker with annual capacity of 1.05 million tons to produce ethylene, two high density polyethylene plants and a low density polyethylene plant. In connection with the common terms agreement, Braskem Idesa entered into eight separate financing agreements with Brazilian and international financial institutions and development banks in an aggregate principal amount of up to US\$3.2 billion.

All amounts under these credit facilities are secured by Braskem's shares in Braskem Idesa. The conditions precedent to the initial disbursement and each subsequent disbursement under the common terms agreement include a debt to base equity ratio after disbursement, as calculated under the common terms agreement, no greater than 70:30.

In September 2015, Braskem Idesa received its final disbursements, reaching the total US\$3.2 billion aggregate principal amount. The financing consists of fixed and floating tranches. The interest rates on the fixed tranche are within a range of 4.33% to 6.17%. The interest rates on the floating tranche are within a range of LIBOR plus 2.73% to LIBOR plus 4.65%. To reduce the interest rate risk, the second tranche is hedged through several swap agreements. Interest on both tranches is payable quarterly in arrears and principal is amortized quarterly. The final maturity date of these loans is February 15, 2029 with amortizations beginning in May 2016.

*Equity Support Agreement Relating to Project Ethylene XXI*

In December 2012, we, Braskem Idesa, Etileno XXI, S.A. de C.V., and Idesa entered into an equity support agreement pursuant to which Braskem Idesa's shareholders agreed to make and guarantee payment of certain equity contributions to Braskem Idesa. This contract was amended and restated in April 2015 and subsequently amended in August 2015 to incorporate Braskem Netherlands as a direct shareholder of Braskem Idesa. Pursuant to the amended and restated equity support agreement, the parties assume a base equity commitment of US\$2.0 billion in proportion to their percentage ownership, direct or indirect, in Braskem Idesa (Braskem 75% and Idesa 25%). Base equity contributions must be made ten days prior to loan disbursements made under the project financing agreements (discussed above) or otherwise as needed after full disbursement of the loans, in amounts calculated pursuant to the amended and restated equity support agreement. In the event that project costs exceed the cost of US\$5.2 billion, the shareholders have also assumed the obligation of making certain primary and secondary contingent equity contributions to cover any additional amounts necessary to complete the project. The primary contingent equity commitment is US\$208 million and such commitment will be available until the Mexico Complex achieves ready for start-up. The secondary contingent equity commitment is also US\$208 million, and such commitment will be available from the date that the Mexico Complex achieves ready for start-up (or such earlier date that the primary contingent equity commitment has been reduced to zero and an event of default under the project finance arrangements has occurred) and will be available until the occurrence of the contingent equity release date in accordance with the amended and restated equity support agreement. Currently, we have not provided credit support for any of our obligations to fund base equity or

primary or secondary contingent equity, but in the event that we cease to have an investment grade rating prior to the release of our base and contingent equity obligations, we will be required to provide cash collateral or letters of credit in an amount equal to any such equity contributions that we may be required to make under the agreement.

**Table of Contents***Engineering, Procurement and Construction Contract Relating to Project Ethylene XXI*

In September 2012, Braskem Idesa, as owner, and Ethylene XXI Contractors, S.A.P.I. de C.V. and Etileno XXI Services B.V., as contractors, entered into an alliance engineering, procurement and construction contract, or the EPC contract. This contract was amended and restated in December 2012. Each contractor consists of a joint venture among Odebrecht Industrial Engineering B.V., ICA Fluor Petroquímica, S.A. de C.V. and Technip Italy S.p.A. Payments under the EPC contract are made on a cost-plus basis, in which Braskem Idesa reimburses costs of the contractors and pays a profit margin. Payments of costs are made prior to the beginning of each month based on an estimate of costs expected to be incurred during that month and are reconciled with costs actually incurred in the following month, and payments of the profit margin are made based on the achievement of milestones defined under the contract. Any cost overrun will be borne equally between Braskem Idesa and the contractors and any cost savings will be shared equally by Braskem Idesa and the contractors, in each case up to a maximum amount as calculated pursuant to the EPC contract. The contract provides for a guaranteed completion date of December 31, 2015, extended from June 30, 2015, for the Mexico Complex and contains certain other performance guarantees and provisions for damages in case completion does not occur on or prior to the scheduled completion date.

*Amendments to Braskem Idesa Shareholders Agreement Relating to Project Ethylene XXI*

In February 2010, Braskem and Idesa entered into a shareholders agreement, which we refer to as the Braskem Idesa shareholders agreement, to govern our relationship with respect to Braskem Idesa. In November 2012, Braskem and Idesa entered into the first amendment to the Braskem Idesa shareholders agreement, under which our ownership interest in Braskem Idesa was increased to 75% minus one share of the equity interest in Braskem Idesa and Idesa's ownership interest in Braskem Idesa was reduced to 25% plus one share of the equity interest. In December 2012, we and Idesa entered into the second amendment to the Braskem Idesa shareholders agreement to include the commitment of both Sponsors to fund certain primary and secondary contingent equity to the Project. In April 2015, we and Idesa entered into the third amendment to the Braskem Idesa shareholders agreement to include additional base equity contribution and reaffirm the new the commitments of contingency equity, under which we agreed to fund up to 100% of the primary contingent equity commitment under the equity support agreement up to start-up date. The primary contingent equity commitment is approximately US\$208 million.

***Other Investments***

In October 2013, we announced that we would invest approximately R\$50 million in one of our polyethylene production lines in the Northeastern Complex to (1) expand the annual production capacity of this line by 30,000 tons and (2) convert 100,000 tons of the annual production capacity of this line to the production of metallocene-based LLDPE. We expect to sell this resin, which takes advantage of the development of more modern technology, primarily to manufacturers of plastic films. This production line commenced operations in the fourth quarter of 2014.

Additionally, we have projects in less advanced stages in Peru, Bolivia and Venezuela.

On March 18, 2016, our board of directors approved a project to invest R\$380 million to create flexibility at our Bahia cracker for the use of up to 15% ethane as feedstock. The project will also entail the modernization of the industrial unit and renovation of the port infrastructure, which is expected to commence operations in the second half of 2017. In connection with this project, we entered into a long-term contract with an affiliate of Enterprise Products Partners L.P. for the supply of ethane imported from the United States at a price based on the international Mont Belvieu reference price. This project is part of our strategy to diversify our feedstock matrix, with a focus on increasing our competitiveness and that of the Brazilian petrochemical chain.

**Off-Balance Sheet Arrangements**

We do not currently have any transactions involving off-balance sheet arrangements.

**Table of Contents****ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****Directors and Senior Management**

Our board of directors (*conselho de administração*) and our board of executive officers (*diretoria*) are responsible for operating our business.

***Board of Directors of Braskem***

Our by-laws provide for a board of directors of eleven members and eleven alternate members. During periods of absence or temporary unavailability of a regular member of our board of directors, the corresponding alternate member substitutes for the absent or unavailable regular member. Our board of directors is a decision-making body responsible for, among other things, determining policies and guidelines for our business and our wholly-owned subsidiaries and controlled companies. Our board of directors also supervises our board of executive officers and monitors its implementation of the policies and guidelines that are established from time to time by the board of directors. Under the Brazilian Corporation Law, our board of directors is also responsible for hiring independent accountants.

The members of our board of directors are elected at general meetings of shareholders for two-year terms and are eligible for reelection. The terms of all current members expire at our annual shareholders meeting scheduled for April 6, 2016. Members of our board of directors are subject to removal at any time with or without cause at a general meeting of shareholders. Our by-laws do not contain any citizenship or residency requirements for members of our board of directors and the members of our board of directors need not be shareholders of our company. Our board of directors is presided over by the president of the board of directors, and, in his absence, the vice president of the board of directors. The president and the vice president of our board of directors are elected at a general meeting of shareholders from among the members of our board of directors, serve for two-year terms and are eligible for reelection.

Our board of directors ordinarily meets four times a year and extraordinarily when a meeting is called by the president, the vice president or any two other members of our board of directors. Decisions of our board of directors require a quorum of a majority of the directors and are taken by majority vote, other than certain actions which require the consensus of the nominees of Odebrecht and Petrobras under the Petrobras Shareholders Agreement. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements Petrobras Shareholders Agreement.

The following table sets forth certain information with respect to the current members of our board of directors and their alternates:

<b>Name</b>	<b>Member Since</b>	<b>Position Held</b>	<b>Age</b>
Newton Sergio de Souza	August 15, 2001	Chairman of the Board	62
Alfredo Lisboa Ribeiro Tellechea	April 15, 2009	Board Member	59
Alvaro Fernandes da Cunha Filho	November 6, 1997	Board Member	67
Antonio Aparecida de Oliveira	April 30, 2010	Board Member	55
Antonio Britto	July 20, 2006	Board Member	63
Daniel Bezerra Villar	August 27, 2013	Board Member	43
Edson Chil Nobre	April 07, 2016	Board Member	67

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Ernani Filgueiras de Carvalho	April 07, 2016	Board Member	66
João Carlos Trigo de Loureiro	April 07, 2016	Board Member	63
Luiz de Mendonça	April 27, 2012	Board Member	52
Marcela Aparecida Drehmer Andrade	August 27, 2013	Board Member	47
Arão Dias Tisser	July 25, 2008	Alternate	40
Carla Gouveia Barretto	April 15, 2009	Alternate	48
José de Freitas Mascarenhas	August 15, 2001	Alternate	74
Luciano Dequech	April 9, 2015	Alternate	40
Marcus Vinicius Magalhães	April 9, 2015	Alternate	53
Mauricio Roberto de Carvalho Ferro	August 13, 2012	Alternate	50
Mauro Motta Figueira	April 27, 2012	Alternate	46
Monica Bahia Odebrecht	January 31, 2011	Alternate	46
Paulo César Fernandes da Silva	April 06, 2016	Alternate	57
Sérgio Bottino	April 06, 2016	Alternate	59
Ticiania Vaz Sampaio Marianetti	April 06, 2016	Alternate	45



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**Table of Contents**

The following is a summary of the business experience, areas of expertise and principal outside business interests of our current directors and their alternates.

*Directors*

*Newton Sergio de Souza.* Mr. Newton de Souza was elected to our board of directors as a nominee of Odebrecht. He has served as the chief executive officer of Odebrecht S.A. since December 2015. During 2015, he became a member of the board of directors of Odebrecht S.A. He joined the Odebrecht Group as general counsel of Odebrecht S.A. in 1988, and became an executive officer as of May 1997, reporting directly to the chief executive officer of Odebrecht S.A. He served as member of the board of directors of the Leading Companies in all business areas of the Odebrecht Group (currently, 15 different lines of business). Mr. Souza also served as a president of the board of directors of Companhia de Concessões Rodoviárias, or CCR. In his career, he was also a visiting lawyer at the law firm Dechert, Price & Rhoads (Philadelphia), a senior lawyer at the law firm Pinheiro Neto Advogados from 1976 through 1982 and a senior counsel of the Latin America and Caribbean Division of the World Bank (Washington, D.C.) from 1982 through 1987. Mr. Souza holds a law degree from Pontifícia Universidade Católica do Rio de Janeiro, or PUC/RJ, and an LL.M. from the University of Pennsylvania. He also attended the High Performance Boards Program of IMD, in Lausanne, Switzerland.

*Alfredo Lisboa Ribeiro Tellechea.* Mr. Tellechea was elected to our board of directors as a nominee of Odebrecht. He served as one of the vice president executive officers of Braskem from 2007 to 2009 and headed Braskem's Polyolefins Units from 2008 to 2009. Mr. Tellechea has previously held a variety of positions in the Ipiranga Group including serving as the chief superintendent of Distribuidora de Produtos de Petróleo Ipiranga from 2002 to 2006, chief superintendent of Ipiranga Petroquímica from 2006 to 2007, and chief executive officer of Companhia Petroquímica do Sul - Copesul, or Copesul, from 2007 until 2008. Mr. Tellechea holds a bachelor's degree in civil engineering from Pontifícia Universidade Católica do Rio Grande do Sul and a post-graduate degree in marketing from the Escola Superior de Propaganda e Marketing.

*Alvaro Fernandes da Cunha Filho.* Mr. Cunha Filho was elected to our board of directors as a nominee of Odebrecht. He is currently the president of Valora Participações Ltda., as well as the owner of the Valora Group. Previously from 1973 to 1986 he developed several duties in the Government of Bahia, such as Transportation Coordinator in the Transportation and Communication desk, Superintendent of the Bahia development bank (Banco de Desenvolvimento do Estado da Bahia), President of Embasa and Secretary of the Commerce and Tourism Industry. From 1987 to 2002 was head of the petrochemical sector in the Odebrecht Group. Mr. Cunha Filho holds a bachelor's degree in civil engineering and a master's degree in economics from the Federal University of Bahia - UFBA.

*Antonio Aparecida de Oliveira.* Mr. Oliveira was elected to our board of directors as a nominee of Petrobras. He is currently the manager of petrochemicals at Petrobras. He has worked at Petrobras since 1987 in several technical, executive and management positions. He has also served as a member of the board of directors of Ipiranga Petroquímica from 2007 to June 2008, a member of the board of directors of Braskem Qpar from June 2008 to June 2010 and corporate and planning superintendent of FINEP. Mr. Oliveira holds a degree in engineering from the Universidade Federal de Minas Gerais, or UFMG, and a Master in business administration from UFRJ. He also attended various programs specializing in business administration and the petroleum industry, including executive education programs at the Wharton School of the University of Pennsylvania and Harvard Business School.

*Daniel Bezerra Villar.* Mr. Villar was elected to our board of directors as an alternate member as a nominee of Odebrecht S.A. Mr. Villar is a member of the Odebrecht Group since 1994 and since December 2013 has been responsible for Odebrecht's human resources. He has worked at Construtora Norberto Odebrecht S.A., or CNO, the engineering branch within the Odebrecht Group, where he headed the company's Southern Cone infrastructure market

(Argentina, Uruguay, Paraguay and Bolivia) between 2006 and 2007, as well as the Libyan infrastructure market between 2008 and 2010. He is currently heading Odebrecht Realizações Imobiliárias Rio de Janeiro real estate market, which he joined in 2011. His international background also includes seven years of work experience in Peru and three years in Ecuador. Mr. Villar holds a degree in civil engineering from Pontificia Universidade Católica do Rio de Janeiro in Brazil, or PUC/RJ.

**Table of Contents**

*Antonio Britto Filho.* Mr. Filho was elected to our board of directors as a nominee of Odebrecht S.A. in 2016. Mr. Britto has been CEO of INTERFARMA, Association of Pharmaceutical Research, for seven years. Previously, from 2002 to 2009, he was president of the Calçados Azaleia, member of the board of directors of Braskem and vice president of Claro. His career in the private sector succeeded his political career where he successively occupied the jobs of Press Secretary of the Presidency of the Republic (1985), Constituent Federal Representative and Federal Representative (1987-1994), Minister of Social Welfare (1992-1994) and Governor of the State of Rio Grande do Sul (1995-1999). He holds a degree in journalism by Universidade Federal do Rio Grande do Sul.

*Edson Chil Nobre.* Mr. Nobre was elected to our board of directors as a nominee of Petrobras. Mr. Nobre worked at Petrobras for 35 years. He acquired vast management experience at Petrobras and Petrobras Distribuidora. From 2010 to 2014 he served as Executive Manager of Energy Business at Petrobras Distribuidora, retired in 2014. Mr. Nobre graduated in Chemical Engineering from the Federal University of Paraná, in Law from Faculdades Integradas Bennett-Rio de Janeiro and in Work Safety Engineering from the State University of Maringá. He holds an Executive MBA from COPPEAD-UFRJ in Rio de Janeiro.

*Ernani Filgueiras de Carvalho.* Mr. Carvalho was elected Vice Chairman of the board of directors as a nominee of Petrobras in April 2016. Mr. Carvalho has a degree in chemical engineering from the Federal University of Rio de Janeiro (UFRJ). He earned a graduate degree in Oil Processing Engineering from Petróleo Brasileiro S/A (Petrobras), an MBA from Fundação Dom Cabral (Minas Gerais) and a graduate degree in Regulation of the Oil and Gas Industry from the State University of Campinas (Unicamp), among others. With 40 years of market experience, Mr. Carvalho worked at Petrobras for 25 years, where he held various technical and management functions. At the Gabriel Passos Refinery (REGAP) in Betim, Minas Gerais, where he worked for 10 years, he was responsible for the startup of two industrial unit complexes. At the Company's headquarters in Rio de Janeiro, where he worked for 15 years, he coordinated the technology transfer program in the process of hydrotreating of fuels, jointly with the French Oil Institute (IFP Paris), as well as projects stemming from this program. At the headquarters, also he prepared and coordinated a multi-year investment plan for the company's refinery area. He also served for four years as Superintendent of Refining and Processing of Natural Gas at the National Petroleum Agency (ANP). Between November 2004 and March 2016, he worked as Executive Manager of Supply, Petrochemicals and Biofuels of the Brazilian Institute of Oil and Gas (IBP).

*João Carlos Trigo de Loureiro.* Mr. Loureiro was elected to the board of directors by nomination of Petrobras, Mr. Loureiro has 40 years of professional experience, including more than six years in France, with vast management experience. Since 2015, he has been manager of Shareholdings in Petrochemical and Biofuel Companies at Petrobras. Mr. Loureiro graduated in Economics from Universidade Cândido Mendes and holds an Executive MBA in Oil and Gas from Coppe UFRJ.

*Luiz de Mendonça.* Mr. Mendonça was elected to our board of directors as a nominee of Odebrecht. He is currently the chief executive officer of Odebrecht Agroindustrial (former ETH Bioenergia). Mr. Mendonça joined the Odebrecht Group in 2002 when he started working at Braskem, where he held several positions, such as executive vice president of the polyolefins unit, executive vice president of the basic petrochemicals unit and executive vice president of the polymers unit. He also acted as chief executive officer of Braskem Qpar S.A. In 2011, Mr. Mendonça was appointed chief executive officer of Braskem America and executive vice president of the international unit of Braskem. Before joining Braskem, Mr. Mendonça spent a significant part of his career at Rhodia, in the textile and chemical sectors, where he held several business/operational positions throughout Latin America, France and the United States. Luiz has a bachelor's degree in production engineering from University of São Paulo and a MBA from Insead-France.

*Marcela Aparecida Drehmer Andrade.* Ms. Drehmer was elected to our board of directors as a nominee of Odebrecht. She has served as one of our vice president executive officers, our chief financial officer and our director of investor relations from 2010 until June 2013. She has served as financial officer for Odebrecht since July 2013 and served as a member of the board of directors of Braskem Qpar, Quattor Química S.A. and Rio Polímeros S.A. in 2010, Borealis Brasil S.A. from 2005 to 2006, and Braskem Idesa SAPI from 2010 to 2013. Ms. Drehmer served as our financial officer from 2005 to 2010. She worked for our company in structured operations and financial

**Table of Contents**

operations from 2002 to 2005, and worked for OPP Petroquímica S.A. in the financial department where she was responsible for the structured operations and planning departments from 1994 to 1999, served directly under the vice president of investments of Odebrecht from 2001 to 2002. In 2000, Ms. Drehmer participated in Credit Suisse First Boston's Corporate Finance Internship Program, in New York. Ms. Drehmer holds a bachelor's degree in business administration from UNIFACS and an MBA in finance from IBMEC.

*Alternate Directors*

*Arão Dias Tisser.* Mr. Tisser was elected as an alternate member of to our board of directors as a nominee of Petrobras. He previously served as a member of our board of directors from May 2008 to July 2008, and was first elected as an alternate member of our board of directors in March 2008. He has been the management coordinator of holdings in petrochemical centers for Petrobras since 2004, and worked in the commercial sector of naphtha and industrial raw materials for Petrobras from February 2001 to October 2004. Mr. Tisser holds a bachelor's degree in Civil Engineering from UFRJ, a master's degree in engineering from the Instituto Alberto Luiz Coimbra de Pós-Graduação e Pesquisa de Engenharia, or COPPE, of UFRJ and an LLM in corporate law from the IBMEC Rio de Janeiro.

*Carla Gouveia Barretto.* Ms. Barretto joined Odebrecht in 1994 and is currently head of the Planning department of Odebrecht S.A., a company belonging to the same group as the issuer. She obtained a degree in Business Administration with honors from Universidade Salvador (UniFacs) in 1989 and an MBA from Fundação Dom Cabral in Belo Horizonte in 2006. With 20 years of experience in the fields of Controllershship, Planning and Human Resources and, more recently, in Business, Ms. Barretto started her career in the external audit team of PriceWaterhouse Coopers in Salvador in 1990. In the Odebrecht Group, she worked at Odebrecht S.A. as head of Planning and Human Resources, at Construtora Norberto Odebrecht as Controller and at Braskem as Controllershship Manager of the Polyolefins Unit, all companies belonging to the same group. In recent years, she served as Business Officer, responsible for investments in private properties at Odebrecht Properties, another company in the same group as the issuer.

*José de Freitas Mascarenhas.* Mr. Mascarenhas was elected as an alternate member of our board of directors as a nominee of Odebrecht. He has been an executive officer of Odebrecht since September 2001 and serves in various capacities with other companies in the Odebrecht Group. He served as vice president of Confederação Nacional das Indústrias, from October 1985 to October 2014, and as president of Federação das Indústrias do Estado da Bahia, from 1992 to 2002 and April 2010 to March 2014. He also has served as vice president of the Brazilian Association of Chemical Industry and Derivative Products from May 1993 to April 2008. He is also a member of the Board of the Brazilian Competitiveness Council (*Movimento Brasil Competitivo*) and, in 2014, was elected as a member of the board of the Associação Comercial da Bahia. Since 2015, he has served as chairman of the Federation of Industries of Economy of the State of Rio de Janeiro - FIRJAN. Mr. Mascarenhas holds a bachelor's degree in civil engineering from UFBA.

*Luciano Dequech.* Mr. Dequech was elected as an alternate member of our board of directors as a nominee of Odebrecht. Mr. Dequech has been the legal director of Odebrecht Agroindustrial S.A. since 2007. He previously held the position of legal director of Totvs S.A. from 2006 to 2007; legal manager of Braskem from 2003 to 2006; and attorney and intern for the law firm of Pinheiro Neto Advogados from 2003 to 2009. Mr. Dequech has a degree in Law from the University of São Paulo and obtained a Master's degree in Civil Law from the same institution, in addition to obtaining an LL.M degree in Corporate Law from Insper, in São Paulo, and completing a specialization course in Consumption Relations Law at the Pontifical Catholic University of São Paulo.

*Marcus Vinicius de Oliveira Magalhães.* Mr. Magalhães was elected as an alternate member of our board of directors as a nominee of Petrobras. Mr. Magalhães is a senior processing engineer, and he works as a petrochemical refinery Integration manager at Petrobras. He holds a degree in Chemical Engineering from the Military Institute of Engineering.

*Mauricio Roberto de Carvalho Ferro.* Mr. Ferro was elected to our board of directors as a nominee of Odebrecht. He is currently responsible for the legal team at the Odebrecht group. He also serves in several board positions in subsidiaries and affiliates of Odebrecht S.A. He was responsible for legal and corporate governance at Braskem from 2001 to 2013. He was also a member of the board of directors in several companies such as Cetrel

**Table of Contents**

S.A., Ipirange Petroquímica S.A., Copesul, Politeo Indústria e Comércio S.A., Petroflex Indústria e Comércio S.A., Trikem S.A., Nitrocarbono S.A. and Polialden Petroquímica S.A. He also served as an officer at Copene Companhia Petroquímica de Camaçari. He worked as a lawyer at the law office of Carlos Eduardo Paladini Cardoso in 1989 also at the law office of Bulhões Pedreira, Bulhões Carvalho e Advogados Associados from 1991 until 1995. Mr. Ferro holds a law degree from the Pontifícia Universidade Católica do Rio de Janeiro and a master degree from the London School of Economics, University of London.

*Mauro Motta Figueira.* Mr. Figueira was elected as an alternate member of our board of directors as a nominee of Odebrecht. Mr. Figueira currently serves as the financial planning director of Odebrecht. Previously, he was a financial analyst at Citibank and strategic planning manager at OPP Petroquimica until 2002; senior consultant at management consulting firm A.T. Kearney from 2004 to 2006, marketing controller at Johnson & Johnson from 2006 to 2008 and senior manager at strategic consulting firm Monitor Group from 2008 to 2010. Mr. Figueira holds a degree in production engineering from the University of São Paulo and has an MBA from the Darden School of Business.

*Monica Bahia Odebrecht.* Ms. Odebrecht is a lawyer and has been working since 1994 in the Odebrecht Group, the same group as the issuer. She is currently an executive officer in various Odebrecht Group companies, including ODBVINODBINV S.A., the parent company of Odebrecht S.A. She started her career at Odebrecht S.A. in 1994, where she worked in the corporate area until 1999, when she moved to the United States to work on secondment at Clifford Chance LLP. From 2000, she worked in the corporate and financial areas of the Odebrecht Group petrochemical companies until 2002, when she moved to the group's engineering and construction businesses, where too she was responsible for the corporate and financial areas until 2008. Since then she has been working as Legal Manager at Odebrecht S.A.

*Paulo Cezar Fernandes da Silva.* Mr. Silva was elected to the board of directors as a nominee of Petrobras, Mr. Silva currently serves as Manager of Relationship and Information in the Petrochemical Business Relationship with Control Agencies. From 2014 to 2015 he served as Planning and Control manager, responsible for planning and control of the petrochemical supply department. Earlier, he served as Manager of Evaluation and Support to Management of Shareholdings, where he was responsible for the corporate governance of ownership interests at the petrochemical supply department, and manager of economic and financial analysis. Mr. Silva graduated in Industrial Mechanic Engineering from Centro Federal de Educação Tecnológica (CEFET-RJ), holds a graduate degree in Public Administration from FGV and an Executive MBA in Finance from IBMEC-RJ. He has also completed specialization programs in Management from Fundação Dom Cabral and The Innovative Organization from the University of California, Berkeley.

*Sergio Bottino.* Mr. Bottino was elected to the board of directors as a nominee of Petrobras, Mr. Bottino has experience in the oil industry, acquired over 36 years working at various areas of the Petrobras system, notably production, services, natural gas, distribution and supply. He has vast management experience and, since 2015, has been Assistant to the Chief Supply Officer of Petrobras S.A. Between 2010 and 2015, he served as Manager of Integrity and Reliability (Operations) at Petrobras Distribuidora S.A. Mr. Bottino graduated in Electrical Engineering from UFRJ and holds an MBA in Economics and Management of Natural Gas and Energy from COPPEAD and IE of UFRJ.

*Ticiania Vaz Sampaio Marianetti.* Ms. Marianetti graduated in civil engineering from the Federal University of Bahia (UFBA) and earned an MBA from the Haas Business School at the University of California in Berkeley. Before taking charge of the financial area of Odebrecht Ambiental in 2008, she held several positions in the Odebrecht Group, in the engineering and finance departments, all companies belonging to the same group as the issuer. Her previous experience includes working for Bechtel Enterprises (USA), Alterra Partners (Costa Rica and UK), both companies

operating in the engineering, construction and project management sector, and for Gerens Management Group (Spain).

***Board of Executive Officers of Braskem***

Our board of executive officers is our executive management body. Our executive officers are our legal representatives and are responsible for our internal organization and day-to-day operations and the implementation of the general policies and guidelines established from time to time by our board of directors.



**Table of Contents**

Our by-laws require that the board of executive officers consist of a chief executive officer and between three and nine additional members, each responsible for business areas that our board of directors assigns to them. The members of our board of executive officers, other than our chief executive officer, have no formal titles (other than the title of executive officer or *Diretor* ) but have the informal titles set forth in the table below.

The members of our board of executive officers are elected by our board of directors for three-year terms and are eligible for reelection. The current term of all of our executive officers ends at the first board of directors meeting held immediately after our annual shareholders meeting to be held in 2018. Our board of directors may remove any executive officer from office at any time with or without cause. According to the Brazilian Corporation Law, executive officers must be residents of Brazil but need not be shareholders of our company. Our board of executive officers holds meetings when called by our chief executive officer.

The following table lists the current members of our board of executive officers:

<b>Name</b>	<b>Year of Appointment</b>	<b>Position Held</b>	<b>Age</b>
Fernando Musa	2016	Chief Executive Officer	51
Pedro van Langendonck Teixeira de Freitas	2016	Vice President Executive Officer, Chief Financial Officer and Director of Investor Relations	40
Gustavo Sampaio Valverde	2013	Vice President Executive Officer and General Counsel	41
Luciano Nitrini Guidolin	2012	Vice President Executive Officer of Polyolefins, and Renewable Chemicals	43
Marcelo Arantes de Carvalho	2015	Vice President Executive Officer of People, Organization and Procurement	47
Marcelo de Oliveira Cerqueira	2013	Vice President Executive Officer of Basic Petrochemicals Unit	50

Summarized below is information regarding the business experience, areas of expertise and principal outside business interests of our current executive officers.

*Fernando Musa.* Mr. Musa is currently our Chief Executive Officer. From April 2012 to April 2016, Mr. Musa was in charge of the company's business in the United States and Europe. Before that, in 2011, Mr. Musa was Planning and Business Development Officer for Braskem, leading the areas of Strategic Planning, Procurement and Information Technology and also in charge of quantiQ, Braskem's distributor of chemical products. Mr. Musa joined Braskem in January 2010, as Planning and Integration Officer at Quattor (at the time of the acquisition by Braskem), where he was responsible for the integration into Braskem, leading the Financial, Procurement, Polymer Logistics and SAP Project areas. Previously, Mr. Musa held leadership positions at McKinsey, Editora Abril and Monitor Group. Mr. Musa holds a degree in mechanical engineering from the aeronautic technological institute (Instituto Tecnológico da Aeronáutica), or ITA, in São José dos Campos, Brazil, and an MBA from Insead, in Fontainebleau, France.

*Pedro van Langendonck Teixeira de Freitas.* Mr. Freitas is currently our chief financial officer and investor relations officer and previously served in our strategic planning area from 2011 to 2016. Prior to this, he was a strategy consultant, having participated in the construction of business strategies and mergers and acquisitions projects in various industries, including petrochemicals, agribusiness, consumer goods and pharmaceuticals. He holds a degree in production engineering from the Polytechnic School of the University of São Paulo and an MBA from INSEAD.

*Gustavo Sampaio Valverde.* Mr. Valverde is currently our vice president of legal and corporate affairs, and previously served as our vice president of legal and external affairs of Braskem America from 2011 to 2013, as well as our legal officer from 2009 to 2011 and senior in-house counsel to Braskem S.A. (OPP Química S.A.) from 2001 to 2002. Mr. Valverde also served as legal officer at CBPO Ingeniería de Venezuela from 2007 to 2009, senior in-house counsel at CNO from 2003 to 2007, and previously as an attorney at Costa, Mello & Cavalcanti Advogados. He holds a bachelor's degree in law from Universidade Federal da Bahia, a specialization in tax law and a master's degree in law from Pontifícia Universidade Católica de São Paulo, as well as a master's degree in law from Columbia University, New York.

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## **Table of Contents**

*Luciano Nitrini Guidolin.* Mr. Guidolin is currently our vice president executive officer of polyolefins, project COMPERJ and vinyl renewable chemicals and corporate technology. He joined the Odebrecht Group in 1994 and has held several positions in OPP and later at Braskem, such as corporate planning director, vinyl marketing and development director, polyolefin export director and vinyl commercial director. In 2007, Mr. Guidolin was appointed executive director of Odebrecht Agroindustrial (former ETH Bioenergia), in which he was responsible for the finance, information technology and planning areas. From 2011 to 2012, Mr. Guidolin worked as chief financial officer for Odebrecht where he served on the board of directors of several of the Odebrecht Group companies, including Braskem. He holds a bachelor's degree in engineering from Universidade de São Paulo, and a master's degree in business administration from Harvard Business School.

*Marcelo Arantes de Carvalho.* Mr. Carvalho is currently our vice president executive officer of people, organization and procurement and has implemented organizational and human resources training programs, cultural change and leadership development programs as well as built and implemented global strategy in the areas of human resources, information technology and procurement. Has developed his career within global companies such as ABB, Unilever, Fiat Chrysler Automotive and Braskem and has over 27 years of experience in the human resources, information technology and procurement areas in industries such as metallurgy, automation and power technology, telecommunications, automotive, consumer goods and petrochemical/chemical industries. Mr. Carvalho holds a degree in business administration, with specialization in business management, from Fundação Dom Cabral and a degree in global leadership from Wharton, Pennsylvania.

*Marcelo de Oliveira Cerqueira.* Mr. Cerqueira is currently the vice president of our Basic Petrochemicals Unit. Mr. Cerqueira previously served as head of our Vinyls Unit from 2010 until October 2013, as industrial vinyls director from 2009 until 2010 and as production manager of our PVC production unit in the State of Bahia from 2003 until 2008. Previously he worked at Trikem in various capacities, including production manager of the PVC production unit in the State of Alagoas from 1997 until 2002. At Companhia Petroquímica Camaçari, he worked with the production logistics, health, safety and the environment and procurement engineering areas from 1989 until 1996. He began his career at Companhia Alcoolquímica Nacional and COPERBO (now Lanxess), where he worked from 1987 until 1989. He holds a bachelor's degree in chemical engineering from the University of Pernambuco and an MBA from FGV.

### ***Fiscal Council***

The Brazilian Corporation Law requires us to establish a permanent or non-permanent fiscal council (*conselho fiscal*). Our by-laws provide for a permanent fiscal council composed of five members and their respective alternate members. The fiscal council is a separate corporate body, independent of our management and our independent accountants.

The members of our fiscal council are elected by our shareholders at the annual general shareholders meeting for one-year terms and are eligible for reelection. The terms of the members of our fiscal council expire at the next annual general shareholders meeting. Under the Brazilian Corporation Law, the fiscal council may not contain members who are members of our board of directors or our board of executive officers or are employees or spouses or relatives of any member of our management. To be eligible to serve on our fiscal council, a person must be a resident of Brazil and either be a university graduate or have been a company officer or fiscal council member of another Brazilian company for at least three years prior to election to our fiscal council. Holders of (1) preferred shares without voting rights and; (2) non-controlling common shareholders that together hold at least 10.0% of our voting share capital are each entitled to elect one member and his or her respective alternate to the fiscal council.

The responsibilities of a fiscal council are established by the Brazilian Corporation Law. In accordance with the Brazilian Corporation Law, our fiscal council has the right and obligation to, among other things:

supervise, through any of its members, the actions of our managers and to verify their fulfillment of their duties;

give an opinion on the annual report of our management, including the supplementary information deemed necessary or useful for deliberation at a general meeting;

**Table of Contents**

at least every three months examine the trial balance sheet and other financial statements periodically prepared by the company;

examine the accounts and financial statements for the financial year and give an opinion on them;

opine on any management proposals to be submitted to a vote of our shareholders related to:

changes in our share capital;

issuances of debentures or rights offerings entitling the holder to subscribe for equity securities;

distributions of dividends; and

transformation of our corporate form and any corporate restructuring, such as takeovers, mergers and spin-offs;

inform our management of any error, fraud or misdemeanor detected and suggest measures we should take in order to protect our primary interests. If our management fails to take the measures required to protect our interests, inform our shareholders at a shareholders meeting of these facts; and

call general shareholders meetings if management delays the general shareholders meeting for more than one month and call special shareholders meetings in the event that important matters arise.

As described in Item 16D. Exemptions From the Listing Standards for Audit Committees, we are relying on the general exemption from the listing standards relating to audit committees contained in Rule 10A-3(c)(3) under the Exchange Act. In order to comply with the requirements of this exemption, our board of directors has delegated to our fiscal council certain additional responsibilities and our fiscal council adopted rules under which our fiscal council has the duties and responsibilities of a U.S. audit committee to the extent permitted under Brazilian corporate law.

Because Brazilian corporate law does not permit the board of directors to delegate responsibility for the appointment, retention and compensation of the external auditors and does not provide our board of directors or fiscal council with the authority to resolve disagreements between management and our external auditors regarding financial reporting, our fiscal council cannot fulfill these functions. Our fiscal council may only make recommendations to our board of directors and shareholders with respect to the appointment, retention and compensation of the external auditors, and with regard to resolution of disagreements between management and the external auditors, our fiscal council may only make recommendations to our board of directors and shareholders. Under the rules governing our fiscal council, our fiscal council has the following rights and obligations, among others, in addition to those established by the Brazilian Corporation Law:

to follow and analyze the process of hiring independent auditors, observing applicable Brazilian rules and legislation, and considering the technical expertise, independence, efficiency, experience and costs of the independent auditors, and recommend to our board of directors the selection and remuneration for the work of independent auditors and their possible replacement;

to approve the annual list of pre-approval services that may be provided in a given year by the independent auditors, as well as ensure that the policy is observed by our management and independent auditors;

to supervise the work of our independent auditors, as well as to discuss the scope of audit services to be performed by them;

to analyze the recommendations report prepared by our independent auditors and the internal control over financial reporting, including items that may impact our financial statements;

to request from our independent auditors, if necessary, any clarification or information that is deemed to be necessary for the verification of specific facts;

**Table of Contents**

to meet with our management and independent auditors, whenever required, for the analysis of adoption of critical accounting policies and practices, including analysis of alternative treatments of policies, practices and disclosures related to material items, giving preferential treatment to the guidelines of our independent auditors;

to intermediate possible discussion and conflicts arising between our independent auditors and our management related to the draft of financial reports, providing, if necessary, opinions regarding such conflicts;

to discuss the content of all material and relevant communication made in writing by our independent auditors to our management which come to its knowledge;

to hire, as appropriate, in accordance with § 8 of Article 163 of the Brazilian Corporation Law, independent experts and advisers, including but not limited to legal counsel, to advise and give opinions on matters related to the performance of its duties;

to meet regularly and privately with the head of internal audit to discuss any issues and/or concerns; and

to receive information and oversee the evaluation process regarding complaints received by the Company, whether through its confidential, anonymous ethics hotline or otherwise, with respect to the company's financial statements, internal accounting controls and auditors (whether internal or independent).

The following table lists the current members of our fiscal council and their alternates:

<b>Name</b>	<b>First Year of Appointment</b>
Aluizio da Rocha Coelho Neto	2010
Cristiano Gadelha Vidal Campelo	2016
Ismael Campos de Abreu	2003
Luis Eduardo Queiroz Castello	2016
Marcos Galiazzi Rosset	2016
Eduardo Seixas (alternate)	2016
Hubert Georg Deierl (alternate)	2016
Ivan Silva Duarte (alternate)	2016
Luiz Fernando Sachet (alternate)	2016
Tatiana Macedo Costa Rego Tourinho (alternate)	2014

The following is a summary of the business experience, areas of expertise and principal outside business interests of the current members of our fiscal council and their alternates.

*Members of Fiscal Council*

*Aluizio da Rocha Coelho Neto.* Mr. Rocha was elected a member of the Audit Board as representative of Odebrecht in April 2010, Mr. Neto is currently Controller of Construtora Norberto Odebrecht S.A. (CNO), after serving as leader of the International Tax Planning area of the company, which belongs to the same business group of the issuer. From 2002 to 2008, he worked in the tax department of the Company, as Tax Planning Manager. Previously, he worked for 9 years at PricewaterhouseCoopers. Mr. Neto graduated in Accounting from the Federal University of Espírito Santo and holds an MBA in controllership from USP/FIPECAFI.

*Cristiano Gadelha Vidal Campelo.* Mr. Campelo was elected a member of the Audit Board as representative of Petrobras in April 2016. Mr. Campelo has worked at Petrobras for 10 years, where he has been, since 2012, External Tax Relationship Manager, responsible for managing people and processes associated with tax risks of the Petrobras System, also serving as negotiator and institutional interface with the Secretaries of Treasury of States and Municipalities in the South, Southeast and Midwest regions of Brazil, as well as with trade associations (IBP, SINDICON, FIRJAN, ABRAGET, etc.) and other bodies such as CONFAZ. Between 2014 and 2015, he served as member of the Audit Board of Companhia Maranhense de Gás (GASMAR). He holds a degree in Law and an MBA from Fundação Dom Cabral.



**Table of Contents**

*Ismael Campos de Abreu.* Elected member of the Audit Board as representative of Odebrecht in 2003, Mr. Abreu has, since April 2011, been Director of Kieppe Participações e Administração Ltda., a company that indirectly holds more than 5% of the same type or class of securities of the Company. Between 1995 and March 2011, he served as controller of Odebrecht S.A., which indirectly holds more than 5% of the same type and class of securities of the Company. Both companies mentioned above are part of the same business group of the issuer. Between 1978 and 1985, he served as manager of the tax consulting division of PricewaterhouseCoopers, between 1986 and 1988 as controller of Corrêa Ribeiro S.A. Comércio e Indústria, between 1989 and 1991 as Manager of the consulting area of Arthur Andersen, and between 1992 and 1995, as partner of Performance Auditoria e Consultoria. He served as member of the Audit Board of Petroflex Indústria e Comércio S.A. until the sale of the Company's interest in Petroflex Indústria e Comércio S.A. in April 2008. Between March 2006 and March 2008, he served as member of the Audit Board of Copesul. Mr. Abreu graduated in Accounting from Fundação Visconde de Cairú and earned a graduate degree in Economic Engineering from the Inter-American Development Center.

*Luis Eduardo Queiroz Castello.* Elected member of the Audit Board representing Petrobras in April 2016, Mr. Castello has been with Petrobras for over 25 years, where he has held several management positions. He is currently General Manager of Tax Enforcement. Mr. Castello graduated in Electric Engineering, with an emphasis on Computing Systems, from the State University of Rio de Janeiro (UERJ) and earned a graduate degree in Software Engineering from the Federal University of Rio de Janeiro (UFRJ) and in Tax Management from Mackenzie Presbyterian University. He holds an Executive MBA from COPPEAD-UFRJ. Mr. Castello is Chairman of the Audit Board of Transpetro, to which he was elected member in 2014. He also served as Audit Board member at Bahiagás from 2010 to 2014.

*Marcos Galiazzi Rosset.* Elected member of the Audit Board by preferred shareholders in April 2016, Mr. Rosset has served as President and CEO of multinational companies for 25 years and as member of strategic and management boards for Latin America. He is currently a member of the Advisory Board of Sambatech (leading company in Latin America in infrastructure and distribution of content in the digital platform) and Director of the company Magic Bubble (electronic games and edutainment developer). Member of IBGC. Mr. Rosset serves as CEO of e-all Entertainment, previously served as CEO and SVP of The Walt Disney Company Brasil (2001 -2011), as Managing Director and AL of CIC VIDEO International (subsidiary of the Universal Pictures and Paramount Pictures) and Manager of Globo Vídeo (a company of the Rede Globo Television Organization) for São Paulo.

*Alternate Members of Fiscal Council*

*Eduardo Seixas.* Mr. Seixas has been an employee of Petrobras for over 15 years. He is currently Partnership Control Manager. Mr. Seixas graduated in Accounting from the State University of Rio de Janeiro (UERJ) and earned a master's in Business Management from FGV and an MBA in Accounting Management from USP. He has completed the following specialization programs: Advanced International Program in Oil and Gas Financial Management from The University of Texas at Dallas (USA) and Exploration & Production Accounting MDT International (England).

*Hubert Georg Dierl.* Mr. Dierl has worked for Petrobras for over 30 years in various areas, including oil platforms, development projects and, since 1992 in the finance area. He has held management positions at Petrobras since 2006. Since September 2012 he is Area Manager of the Corporate Finance area. Mr. Dierl graduated in Mechanical and Automotive Engineering from the Military Institute of Engineering (IME), earned a master's degree in Mechanical Engineering from the Pontifical Catholic University of Rio de Janeiro (PUC/RJ), and has the following specialist qualifications: IAG Master in Finance from the Pontifical Catholic University of Rio de Janeiro and International Executive Programme Fontainebleau and Singapore INSEAD.

*Ivan Silva Duarte.* Mr. Duarte has served as director of Kieppe Participações e Administração LTDA since January 2016, a company of the same business group of the issuer and indirectly holds more than 5% of its capital. Previously he served as manager of KPMG Auditores Independentes from 1995 to 2001, when he started working as senior manager at PricewaterhouseCoopers Auditores Independentes, where he worked until 2008. Between 2008 and 2015, Mr. Duarte was an executive officer at EAO Empreendimentos Agropecuários e Obras S.A, an

## **Table of Contents**

Odebrecht Group company operating in the Agricultural and Food and Beverage segments. Mr. Duarte graduated in Accounting from the University of Salvador (UNIFACS) and holds an MBA in Corporate Finances from the Fundação Getúlio Vargas and an MBA in Entrepreneurship from Babson College in Boston, USA.

*Luiz Fernando Sachet.* Mr. Sachet is a lawyer and head of procedural law at firm Gasparino, Fabro, Roman, Sachet & Marchiori Advogados. He has an MBA in Tax Law from FGV and is a member of the Brazilian Corporate Governance Institute (IBGC). He has worked in the mining, steel, energy, telecommunications and retail sectors. Mr. Sachet is a member of the Commission on Tax and Legislative Affairs of the Federation of Industries of the State of Santa Catarina (FIESC).

*Tatiana Macedo Costa Rego Tourinho.* Ms. Tourinho has, since May 2007, been Head of Tax Planning at Construtora Norberto Odebrecht S.A., which indirectly holds over 5% of the same type or class of securities of the Company. From 2000 to 2007, she worked in the tax department of VIVO S/A, a telephony company, as Tax Planning Division Manager. Previously she worked for 2 years at Arthur Andersen. Ms. Tourinho graduated in Public and Private Business Administration from the Federal University of Bahia and earned an MBA in Management from IBMEC. She does not hold management positions in any non-profit organization.

## ***Board Committees***

On June 22, 2005, our board of directors approved its internal operating rules. An English translation of the internal operating rules of our board of directors is available on our investor relations website at [www.braskem.com.br/ir](http://www.braskem.com.br/ir). Under these rules, our board of directors has established three permanent committees and has the power to establish ad-hoc committees. Permanent committees must have no fewer than three and no more than four members. Members of permanent committees serve one-year terms and may be re-appointed. Ad-hoc committees may be convened for a limited period to consider temporary issues and are dissolved when their purpose has been achieved or when the term established upon the creation of such committees expires. The number of members of the ad-hoc committees is defined upon the creation of such committees.

In April 2015, our board of directors approved the constitution of an *ad hoc* committee to accompany the Investigation surrounding allegations of improper payments made to Petrobras for beneficial terms in connection with certain raw material supply contracts we have with Petrobras. Such ad hoc committee is formed by members independent from our shareholders, and its main objectives are (i) to ensure that the Investigation is carried out independently, thoroughly and in strict compliance with its approved scope, mitigating as much as possible the impact on our operations and (ii) to take all necessary measures to ensure that all required resources are devoted to the Investigation.

We currently have the following three permanent committees: (1) the Finance and Investments Committee, (2) the Personnel and Corporate Issues Committee, (3) the Strategy and Communication Committee. The duties of each permanent committee are established by our board of directors. The members of each permanent committee are appointed by our board of directors, solely from among its members and alternate members, and the board of directors also designates the coordinating of each permanent committee. Our board of directors does not delegate the power to take actions on behalf of our company to the permanent committees; rather the role of the permanent committees is to provide analyses of issues in order to assist the full board of directors in its deliberations. In addition, we have established a Compliance Committee and an Ethics Committee, which are not committees of our board of directors, as described below.

## ***Finance and Investments Committee***

Our Finance and Investments Committee meets quarterly and has the following duties: (1) to evaluate new policies relating to financial management, insurance and guarantees and analyze existing policies, (2) to evaluate new risk management policies and analyze existing policies, (3) to analyze opportunities related to financing and investment transactions that may improve our capital structure, (4) to analyze transactions approved by our board of directors that involve parties related to our company and (5) to analyze guidelines and protocols for our business planning execution cycle. Our Finance and Investments Committee is currently composed of Marcela Aparecida Drehmer Andrade, Antonio Aparecida de Oliveira, Ticiania Vaz Sampaio Marianetti and Monica Bahia Odebrecht.

## **Table of Contents**

### *Personnel and Corporate Issues Committee*

Our Personnel and Corporate Issues Committee meets quarterly and has the following duties: (1) to evaluate new policies and review existing policies relating to personnel matters and organizational issues, (2) to analyze processes relating to identification, training, development and succession of executives for or in strategic positions, (3) to analyze processes relating to the determination of fixed and variable compensation for executives in strategic positions, (4) to analyze issues relating to compliance with our Code of Conduct, and (5) to evaluate new policies and review existing policies relating the maintenance and strengthening of our corporate culture. Our Personnel and Corporate Issues Committee is currently composed of Ernani Filgueiras de Carvalho, Álvaro Fernandes da Cunha Filho, Daniel Bezerra Villar and Carla Gouveia Barretto.

### *Strategy and Communication Committee*

Our Strategy and Communication Committee meets at least twice a year and has the following duties: (1) to evaluate determinations relating to the foundation of our business plan, (2) to evaluate the business direction being pursued to achieve objectives defined by our board of directors, (3) to evaluate new policies and review existing policies relating to the capital markets and social responsibility, (4) to evaluate the image of our company projected to and perceived in the market and make recommendations to our board of directors to maintain or to redefine our social communications programs, and (5) to analyze guidelines and protocols for our business planning and execution cycle. Our Strategy and Communication Committee is currently composed of Alfredo Lisboa Ribeiro Tellechea, Luiz de Mendonça, Antônio Britto and José Carlos Trigo de Loureiro.

### *Compliance Committee*

In May 2016, our board of directors approved the establishment of a compliance committee, or the Compliance Committee, which replaced the ad hoc committee that had been created in April 2015 to monitor the Investigation. The Compliance Committee is formed by independent members of our board of directors, and its main objectives are to (1) evaluate internal controls, risk exposure and compliance with applicable laws and regulations, (2) monitor investigations related to ethics complaints, (3) approve and periodically update the Policy on Compliance in Acting Ethically with Integrity and Transparency, which addresses anti-corruption measures and related party transactions, and (4) develop training programs for board members, senior managers and certain employees.

### *Ethics Committee*

Our Ethics Committee supports our Compliance Committee with matters involving the violation of the commitment to ethics, compliance and transparency. Our Ethics Committee is formed by our Chief Compliance Officer and three additional members (preferably vice-presidents in our Legal, Human Resources and Finance areas). The main objectives of our Ethics Committee are to (1) evaluate the results of investigations of ethics complaints, (2) submit to the Compliance Committee proposed revisions to the Policy on Compliance in Acting Ethically with Integrity and Transparency, and (3) provide guidance on questions of ethical conduct and ensure consistent evaluation and treatment of ethical matters.

### **Compensation**

According to our by-laws, our shareholders are responsible for establishing the aggregate compensation we pay to the members of our board of directors, our board of executive officers and our fiscal council. Our shareholders determine this aggregate compensation at the general shareholders meeting each year. Once aggregate compensation is established, the members of the board of directors are responsible for distributing such aggregate compensation

individually to the members of our board of directors, our board of executive officers and our fiscal council in compliance with our by-laws.

## **Table of Contents**

### ***Compensation and Benefits***

The aggregate compensation paid by us to all members of our board of directors, board of executive officers and our fiscal council for services in all capacities was approximately R\$43.6 million in 2015. On April 2016, our shareholders (acting in the annual general meeting) established the compensation for our board of directors, our board of executive officers and the member of our fiscal council for the year 2016.

The members of the board of directors receive a fixed monthly compensation, which is not affected by the numbers of meetings that take place each month. The members of the fiscal council receive a fixed monthly compensation, which is not affected by the numbers of meetings that take place each month. The alternate members of the board of directors and of the fiscal council do not receive any compensation.

Our executive officers receive the same benefits generally provided to our employees, such as medical (including dental) assistance, private pension plan and meal vouchers. Like our employees, our executive officers also receive a yearly bonus equal to one-month's salary (known as the thirteenth (monthly) salary in Brazil), an additional one-third of one-month's salary for vacation, and contributions of 8.0% of their salary into a defined contribution pension fund known as the Guarantee Fund for Time of Service (*Fundo de Garantia por Tempo de Serviço*). Members of our board of directors and fiscal council are not entitled to these benefits.

Members of our board of directors, board of executive officers and fiscal council are not parties to contracts providing for benefits upon the termination of employment other than, in the case of executive officers, the benefits described above.

### ***Long-Term Incentive Plan***

On September 26, 2005, we adopted a long-term incentive plan. Under the terms of this plan, we issued investment units, each having an economic value equivalent to the economic value of one class A preferred share of our company, to our executive officers, senior management and other employees involved in our strategic programs, which the plan refers to as our business partners.

The long-term incentive plan was terminated by a meeting of our board of directors held on May 7, 2014.

### **Corporate Governance Practices**

The significant differences between our corporate governance practices and the standards of the NYSE are described in Item 16G. Corporate Governance.

### **Share Ownership of Directors and Officers**

As of May 5, 2016, no member of Braskem's board of directors or executive officer owned more than 0.1% of Braskem's share capital. All shares owned by our directors and executive officers were purchased at market prices through the BM&FBOVESPA.

### **Employees**

The following table sets forth the number of our employees by geographic location at the dates indicated.

<b>Number of Employees by Geographic Location</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
State of Bahia	1,676	1,763	1,811
State of Rio Grande do Sul	1,664	1,732	1,781
State of São Paulo	2,053	2,186	2,109
State of Alagoas	521	530	535
State of Rio de Janeiro	479	457	493
Other Brazilian states	8	2	13
<b>Brazil</b>	<b>6,401</b>	<b>6,670</b>	<b>6,742</b>



**Table of Contents**

<b>Number of Employees by Geographic Location</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
United States	680	668	624
Germany	175	162	168
Mexico	701	588	524
Other countries	38	38	38
<b>Total</b>	<b>7,995</b>	<b>8,126</b>	<b>8,096</b>

We do not employ a material number of temporary employees.

***Employees in Brazil***

In Brazil, both employees and employers have the right to organize unions. Employees belonging to a specific professional category and employers constituting a specific economic category may each be represented by a single union in a particular geographic area. Individual unions generally belong to state-wide union federations, which in turn belong to nationwide union confederations. We are a member of the Petrochemicals and Synthetic Resins Industries Union of the States of Bahia, Alagoas, Rio Grande do Sul and São Paulo, and our employees belong to the Petrochemicals Industries Workers Unions in each of these states. As of December 31, 2015, approximately 29.20% of our employees in Brazil were union members. We believe that we have good ongoing relations with our employees and their unions. We have not experienced a strike in Brazil since Trikem was privatized in 1995. The current collective bargaining agreements with our unions have one-year to two year terms and are subject to annual renegotiation. We have traditionally applied the terms of bargaining agreements entered into with the unions equally to unionized and non-unionized employees.

***Post-Employment Benefits in Brazil******ODEPREV Defined Contribution Plan***

The majority of our employees (approximately 83%) participate in the Odebrecht Pension Plan (*Odebrecht Previdência*), or ODEPREV. We pay part of the monthly payments made by our employees to ODEPREV. This pension fund is a defined contribution plan that pays pension and retirement amounts that supplement those paid by the Brazilian government's pension system and is intended to provide its members with income upon retirement. In 2015, we paid R\$29.9 million into this fund.

***Petros Copesul Defined Benefit Plan***

As a result of our merger with Copesul, we became the sponsor of the Petros Copesul plan. On October 2, 2012, PREVIC approved the withdrawal of sponsorship of this plan by Braskem. Since February 2015, we have made payments of individual reserves by Petros. As this pension plan was deficient, in accordance with current Brazilian law in 2012, Braskem had to pay an amount of R\$358.6 million in February 2015. In anticipation of this payment, we provisioned an amount of R\$336.4 million, recorded under current liabilities in the 2014 financial statements. The difference between the amount provisioned and the payment made corresponds to interest incurred in 2015.

***Petros PQU Defined Benefit Plan***

With the acquisition of Braskem Qpar in April 2010 (which merged into our company on December 1, 2014), we assumed the liabilities of Petros PQU. On August 6, 2012, PREVIC approved the sponsorship withdrawal process, which had been requested on September 30, 2009. The payment of the reserves to participants was completed in 2015.

As a result, the sponsorship withdrawal process could be finalized in 2015. This plan currently has a surplus and consequently no provision has been made.

*Other Benefits in Brazil*

Our employees in Brazil and their dependents receive medical and dental assistance through a network of accredited doctors. We pay most of the costs for these services, with a small monthly portion being paid by our employees. A small monthly fee is also charged to our employees according to the use of some medical services (copayment system) for more costly medical services. In 2015, we spent R\$70.6 million on this assistance.

## **Table of Contents**

### ***Employees in the United States***

The employees of Braskem America are not represented by any union, other than employees of Braskem America's Neal, West Virginia plant. As of December 31, 2015, approximately 58% of the employees of this plant were represented by the United Steel, Paper & Forestry, Rubber, Manufacturing, Energy Allied-Industrial & Service Workers International Union. The collective bargaining agreement with this union expires in May 2019.

#### ***Post-Employment Benefits in the United States***

Braskem America administers a closed defined benefit pension plan that, as of December 31, 2015, had 42 active participants, compared to 54 participants in 2014. The company made a cash contribution to the plan of US\$3.6 million in 2015. There were no participant contributions in 2015.

We offer a 401(k) savings plan that, as of December 31, 2015, had total assets of US\$64.5 million, including US\$543 thousand in participant contributions made in 2015.

#### ***Other Benefits in the United States***

Braskem America offers its employees the ability to participate in a variety of health and welfare benefit plans, including medical, dental vision, life and disability coverage.

### ***Employees in Germany***

Employees of Braskem Europe GmbH in Germany are not represented by any union.

#### ***Post-Employment Benefits in Germany***

In October 2011, the obligations of Dow under German pension plans were assumed by Braskem Europe as a result of the Dow Polypropylene Acquisition. In 2013, Braskem Europe implemented a new defined contribution pension plan. As of December 31, 2015, 38 of our employees were active participants in this new pension plan.

#### ***Other Benefits in Germany***

Braskem Europe offers its employees the ability to participate in benefit plans, including pension, life and disability coverage.

### ***Employees in Mexico***

#### ***Post-Employment Benefits in Mexico***

Braskem Idesa employees are granted a government retirement benefit plan when they retire or reach retirement age. On December 31, 2015, this government retirement plan had 663 active participants.

#### ***Other Benefits in Mexico***

Braskem Mexico offers its employees the ability to participate in benefit plans, including a savings plan, food plan, life insurance and health insurance.



**Table of Contents**

***Performance-Based Employee Compensation Plan***

We have adopted and applied a personnel management philosophy which emphasizes a performance related pay structure and a decentralized management structure. Employees in each of our business units participate in setting and achieving their business unit's annual objectives. As a result, employees in those business units that meet or exceed their goals share in our financial performance through performance-based employee compensation plans. During 2015, we recorded an expense of R\$356.4 million related to this program with respect to approximately 8,614 employees and former employees, including our executive officers. The members of our board of directors do not participate in this program.

**Table of Contents****ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****Major Shareholders**

As of May 5, 2016, we had outstanding share capital of R\$8,043,222,080.50 equal to 797,265,248 total shares consisting of 451,668,652 common shares, 345,002,978 class A preferred shares and 593,618 class B preferred shares. As of May 5, 2016, all of our authorized shares were issued and outstanding, other than 1,234,758 class A preferred shares held in treasury. All of our share capital is fully paid. All of our shares are without par value.

Generally, only our common shares have voting rights. Our preferred shares have voting rights only in exceptional circumstances.

As permitted by the Brazilian Corporation Law, our by-laws specify that 25% of our adjusted net profits for each fiscal year must be distributed to shareholders as dividends or interest attributable to shareholders equity. Under our by-laws, our preferred shareholders are entitled to a minimum annual non-cumulative preferential dividend, or the Minimum Preferred Dividend, equal to 6% of their *pro rata* share of our capital before dividends may be paid to our common shareholders. Distributions of dividends in any year are made:

first, to the holders of preferred shares, up to the amount of the Minimum Preferred Dividend for such year;

then, to the holders of common shares, until the amount distributed in respect of each common share is equal to the amount distributed in respect of each preferred share; and

thereafter, to the holders of our common shares and our class A preferred shares on a pro rata basis.

Our class B preferred shareholders are not entitled to receive any additional dividend amounts after they have received the Minimum Preferred Dividend. If the Minimum Preferred Dividend is not paid for a period of three years, holders of preferred shares will be entitled to full voting rights.

The following table sets forth information concerning the ownership of our common shares and class A preferred shares as of May 5, 2016 by each person whom we know to be the owner of more than 5.0% of our common shares and our class A preferred shares, and by all of our directors and executive officers as a group. Our principal shareholders have the same voting rights with respect to each class of our shares that they own as other holders of shares of that class.

	Common Shares		Class A Preferred Shares		Total	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Odebrecht(1)	226,334,623	50.1	79,182,498	23.0	305,517,121	38.3
Petrobras	212,426,952	47.0	75,492,222	21.9	287,919,174	36.1
BNDESPAR	0	0.0	17,008,647	4.9	17,008,647	2.1
All directors, fiscal council members, their alternates and executive officers as a group	0	*	77,036	*	77,036	*

(38 persons)

\* less than 1%

(1) Includes 79,182,486 class A preferred shares held by OSP, a wholly-owned subsidiary of Odebrecht.

We currently have no management or employee option plans or management or employee options outstanding. See Item 6. Directors, Senior Management and Employees Compensation Long-Term Incentive Plan.

**Table of Contents**

***Shareholders Agreements***

***Petrobras Shareholders Agreement***

Odebrecht, OSP, Petrobras and Petroquisa, with Braskem and BRK as intervening parties, entered into the Petrobras Shareholders Agreement, effective February 8, 2010, which has a term of 35 years. The Petrobras Shareholders Agreement superseded the Shareholders Agreement that formerly governed the relationship between Petrobras, Petroquisa, Odebrecht and Norquisa regarding our shares.

Under the Petrobras Shareholders Agreement Petrobras has the right to designate:

four members of our board of directors and their alternates for so long as they own, directly or indirectly, an aggregate of 30% or more of our voting share capital;

three members of our board of directors and their alternates for so long as they own, directly or indirectly, an aggregate of 18%, but less than 30%, of our voting share capital;

two members of our fiscal council and their alternates, one of which will serve as president, for so long as they own, directly or indirectly, an aggregate of 30% or more of our voting share capital; and

two members of our fiscal council and their alternates for so long as they own, directly or indirectly, an aggregate of 18%, but less than 30%, of our voting share capital and for so long as Odebrecht has the right to elect more than a majority of the members.

For so long as Petrobras has the right to designate three or four members of our board of directors, one of these designees will serve as vice president of our board of directors.

Under the Petrobras Shareholders Agreement, Odebrecht is entitled to nominate our chief executive officer. Our chief executive officer must choose our chief financial officer from among three nominees submitted by Odebrecht and the executive officer responsible for our investment and portfolio area from among three nominees submitted by Petrobras. Our chief executive officer has the power to nominate the other members of our board of executive officers. After these nominations, the officers will be elected at a board of directors meeting.

Under the Petrobras Shareholders Agreement, Odebrecht has the sole power to approve the business plan of our company. However, for so long as Petrobras owns, directly or indirectly, an aggregate of less than 30% and more than 18% of our voting share capital, we are prohibited from taking certain strategic actions unless a consensus regarding those actions is reached between Odebrecht and Petrobras, including, among others:

actions affecting our share capitalization or the rights of holders of our shares;

mergers, spin-offs or similar transactions;



investments and purchases of non-current assets with a value in excess of 30% of our non-current assets;

dispositions of non-current assets with a value in excess of 10% of our non-current assets;

creation of liens on our non-current assets with a value in excess of the lesser of R\$350 million and 20% of our non-current assets; and

actions that would result in our violating specified net debt to EBITDA and EBITDA to total interest ratios. Under the Petrobras Shareholders Agreement, we have agreed that investments that we make to increase our capacity must be supported by an evaluation demonstrating profitability under standards such as net present value or internal rate of return. Petrobras has granted a right of first refusal to our company with respect to development of any petrochemical project that Petrobras proposes to pursue. In the event that we decide not to participate in any such proposed project, Petrobras has agreed that we will have the right to market the products produced by the proposed project on conditions satisfactory to us and Petrobras.

## **Table of Contents**

Under the Petrobras Shareholders Agreement, Petrobras has the right to sell a pro rata portion of their common shares of our company in connection with any direct or indirect sale of our common shares by the Odebrecht Group to a third party.

Under the Petrobras Shareholders Agreement, each of the parties has agreed:

subject to certain exceptions, not to grant any liens on any of its Braskem shares;

to grant a right of first refusal and tag along rights to the other parties to the Petrobras Shareholders Agreement with respect to any sale of its Braskem shares;

in the event that a party's interest in our voting share capital is diluted in a transaction involving one or more of the other parties to the Petrobras Shareholders Agreement, the diluted party will have the right to purchase shares of Braskem from the diluting parties in an amount that would, after giving effect to such purchase, result in the diluted party holding the same percentage interest in our voting share capital that it held immediately prior to the dilution event; and

in the event that any party acquires or receives a right to acquire common shares of Braskem from a third party, to offer to sell to the other parties to the Petrobras Shareholders Agreement an amount of common shares of Braskem that would, after giving effect to such sale, result in each of the parties to the Petrobras Shareholders Agreement holding the same direct and/or indirect proportion of the common shares of Braskem that the parties held prior to the acquisition of common shares of Braskem from the third party.

### *Termination of BNDESPAR Shareholders Agreement*

In February 2016, we received a letter from BNDESPAR informing us of its sale of preferred shares of our capital stock on the BM&FBOVESPA. As a result of these sales, BNDESPAR held preferred shares and total share capital of 6.61% and 2.86%, respectively. The shareholders' agreement to which BNDESPAR was a party automatically terminated as a result of BNDESPAR holding less than 5.0% of our total share capital.

## **Related Party Transactions**

The following summarizes the material transactions that we have engaged in with our principal shareholders and their affiliates since January 1, 2015.

We have engaged in extensive transactions with our principal shareholders and their affiliates and expect to do so in the future. We also have commercial relationships with some of our affiliates and, as a result, record trade accounts receivable and current and long-term liabilities mainly from purchases and sales of goods and services at prices and on terms equivalent to the average terms and prices of transactions that we enter into with third parties. In addition, we have entered into financial and other transactions with our principal shareholders and their affiliates, including, among others, as a party to three shareholders' agreements or memoranda of understandings with shareholders of our company. See Major Shareholders' Shareholders' Agreements.

Under the Brazilian Corporation Law, each of our directors, their alternates and our executive officers cannot vote on any matter in which they have a conflict of interest and such transactions can only be approved on reasonable and fair terms and conditions that are no more favorable than the terms and conditions prevailing in the market or offered by third parties. However, if one of our directors is absent from a meeting of our board of directors, that director's alternate may vote even if that director has a conflict of interest, unless the alternate director shares that conflict of interest or has another conflict of interest.

**Table of Contents**

***The Odebrecht Group***

In May 2014, we entered into an Alliance Agreement with CNO under which we have appointed CNO as a non-exclusive preferred provider with respect to maintenance services and efficiency enhancement projects at each of our plants. This agreement was unanimously approved by our board of directors. Under this agreement, we are required to request bids from CNO for these services and projects. If CNO is retained for any specific service or project, we will pay CNO its costs related to the service or project plus 15%. We are also required to pay any applicable taxes with respect to such fees. This agreement expires in May 2018.

In August 2013 we entered in a R\$226 million sublease agreement with Construtora Norberto Odebrecht S.A., and Abiatar SPE Empreendimentos Imobiliários (as intervening party). In January 2014 this contract was updated by IPCA/IBGE in a new amount R\$239 million. This agreement expires in December 31, 2028.

In October 2011, we entered into an Alliance Agreement with companies in the Odebrecht Group and ICA Flour for the site preparation construction works to be performed for the construction of Project Ethylene XXI. The total value of this contract was US\$150.0 million.

In September 2012, we entered into an Alliance EPC contract with Ethylene XXI Contractors, S.A.P.I. de C.V. and Etileno XXI Services B.V., as contractors, and for the construction of Project Ethylene XXI. Each contractor consists of a joint venture among Odebrecht Industrial Engineering B.V., ICA Fluor Petroquímica, S.A. de C.V. and Technip Italy S.p.A. Payments under the EPC contract are made on a cost-plus basis, in which Braskem Idesa reimburses costs of the contractors and pays a profit margin. Payments of costs are made prior to the beginning of each month based on an estimate of costs expected to be incurred during that month and are reconciled with costs actually incurred in the following month, and payments of the profit margin are made based on the achievement of milestones defined under the contract. Any cost overrun will be borne equally between Braskem Idesa and the contractors and any cost savings will be shared equally by Braskem Idesa and the contractors, in each case up to a maximum amount as calculated pursuant to the EPC contract. The contract provides for a guaranteed completion date of December 31, 2015, extended from June 30, 2015, for the Mexico Complex and contains certain other performance guarantees and provisions for damages in case completion does not occur on or prior to the scheduled completion date. We are currently negotiating an additional extension for completion to occur in the first half of 2016.

The aggregate amount of services we purchased under these Alliance Agreements in 2015 was R\$3,692.6 million. We had accounts payable to companies in the Odebrecht Group of R\$285.0 million as of December 31, 2015.

In September 2009, our former subsidiaries Quattor Petroquímica S.A. and Quattor Participações S.A. (which merged with and into Braskem on December 1, 2014) entered into an agreement for the supply of industrial water with Aquapolo Ambiental S.A., as amended in June 2010 and August 2011. The agreement expires in October 2053 and has an estimated value of R\$3,300.0 million.

In October 2012, we entered into an agreement with Cetrel for the purchase of 4 million cubic meters / year of recycled water by sites located in the Industrial Pole of Camaçari. The agreement expires in April 2028 and has a total value of R\$120 million.

In March 2013, we entered into an agreement for the supply of industrial water with Distribuidora de Águas de Camaçari S.A., a subsidiary of Odebrecht. This agreement expires in March 2043, and has an estimated total value of R\$2,160.0 million.

In December 2013, we entered into an agreement for the supply of industrial water with Distribuidora de Águas Triunfo S.A., a subsidiary of Odebrecht. This agreement expires in December 2053, and has an estimated total value of R\$2,880.0 million.

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**Table of Contents**

In December 2012, we sold all of our shares of Braskem Distribuidora, which owned our water treatment unit, and Cetrel, to Odebrecht Ambiental, a subsidiary of Odebrecht, for an aggregate principal amount of R\$652 million, to be adjusted pursuant to the net cash position on December 28, 2012. The sale was for: (1) all of our shares in Braskem Distribuidora, equivalent to 100% of the total and voting capital of Braskem Distribuidora, which owned the assets related to the water treatment unit located at the Camaçari petrochemical complex (owned by Braskem Distribuidora), which is responsible for producing demineralized, clear and drinkable water, as well as for managing the fire water reservoir, and (2) all our shares in Cetrel, equivalent to 54.2% of the total and voting capital of Cetrel, which is responsible, among other things, for the treatment and final disposal of industrial effluents and waste, as well as for environmentally monitoring the Camaçari petrochemical complex. The supply of industrial water and the treatment and disposal of industrial effluents and waste are guaranteed to Braskem through contracts entered into with Braskem Distribuidora (currently Distribuidora de Águas Camaçari) and Cetrel, respectively.

In July 2013, we acquired 2,000 shares, or 20%, of the capital of Odebrecht Comercializadora de Energia. See Item 4 Information on the Company Acquisition of Interest in Odebrecht Comercializadora de Energia S.A.

On December 31, 2013, we entered into a share purchase agreement relating to all of our shares of Distribuidora de Água Triunfo S.A., or DAT, which represented all of its outstanding shares, for an aggregate principal amount of R\$315.0 million. See Item 4 Information on the Company Sale of Southern Complex Water Treatment Assets.

On March 01, 2016, we entered into an agreement with Usina Conquista do Pontal S.A. (UCP), Agro Energy Santa Luzia S.A. (USL) and Odebrecht Agroindustrial Participações S.A. (ODB Agro Par), to guarantee the continuous supply of Hydrous Ethyl Alcohol to the Company, with technical flexibilities and differentiated commercial conditions, by way of an advance updated by market interest rates and guaranteed by Odebrecht S.A. The parties are indirectly controlled by Odebrecht S.A. and the price of Hydrous Ethyl Alcohol is based on the Monthly index ESALQ (index published by Escola Superior de Agricultura Luiz de Queiroz) Hydrous Fuel São Paulo R\$ / liter of the reference month and with a discount. This agreement expires in April 2017.

***Petrobras***

***Commercial Transactions with Petrobras***

We have entered into the following supply contracts with Petrobras:

On December 23, 2015, we and Petrobras entered into a new five-year Naphtha Purchase Agreement. This contract replaced the naphtha supply contract between our company and Petrobras for the supply of naphtha to our basic petrochemicals plants located in the Northeastern Complex and superseded the naphtha supply contract between our company and Petrobras for the supply of naphtha to our basic petrochemicals plants located in the Southern Complex. The new contract will expire in December 2020.

An ethane and propane supply agreement that RioPol and Petrobras entered into in December 2000. See Item 4 Information on the Company Supply Contracts and Pricing of the Basic Petrochemicals Unit Ethane and Propane for more information.

An agreement for the purchase and sale of a chain of light refinery hydrocarbons, that Quattor Química (formerly known as Braskem Qpar before it merged into our company on December 1, 2014) and Petrobras entered into in January 2005. See Item 4 Information on the Company Supply Contracts and Pricing of the Basic Petrochemicals Unit Light Refinery Hydrocarbons for more information.

A 20-year propylene supply contract we and Petrobras entered into in May 2008 for our Paulínia plant. See Item 4 Information on the Company Raw Materials of Our Polyolefins Unit Propylene Contracts with Petrobras and its Subsidiaries for more information.

Five propylene supply agreements that Braskem Petroquímica (formerly known as Quattor Petroquímica) and Petrobras signed between September 1997 and February 2006. See Item 4 Information on the Company Raw Materials of Our Polyolefins Unit Propylene Contracts with Petrobras and its Subsidiaries for more information.

## **Table of Contents**

A three-year caustic soda supply contract that we and Petrobras entered into January 2012, under which we will supply approximately 68,000 tons of caustic soda for use by Petrobras Brazilian refineries. This contract expired in January 2015. An amendment of the supply contract entered into January 2015, under which we will supply an additional 10,500 tons of caustic soda. This amendment expired in December 2015.

In April 2008, Polietilenos União S.A. a former subsidiary of Quattor Participações S.A. (which merged with and into Braskem on December 1, 2014) entered into an agreement for the supply of steam with Petrocoque S.A. Indústria e Comércio, as amended in March 2014. We began purchasing thermal energy produced by steam pursuant to this agreement in September 2009. This agreement has a 10-year term, expiring in September 2019, and an estimated value of R\$238.7 million.

In October 2015, Braskem and Petrobras entered into a monthly basis agreement for the sale of Gasoline A to Petrobras.

We purchased raw materials from Petrobras and its subsidiaries of R\$12,488.6 million in 2015 and sold products to Petrobras and its subsidiaries of R\$1,620.3 million in 2015. We had accounts payable to Petrobras and its subsidiaries in an aggregate amount of R\$1,400.5 million at 2015, and we had accounts receivable from Petrobras and its subsidiaries in an aggregate amount of R\$141.6 million as of December 31, 2015.

### ***BNDESPAR***

In August 2010, BNDESPAR exercised its option to sell 60% of the RioPol shares that it held to Braskem for R\$210.0 million. Payment for the shares acquired by Braskem will be made in three annual installments beginning in June 2015 and the amounts of each installment will be adjusted by the TJLP plus 2.5% per annum from June 2008 until the respective payment dates.

### ***Other Related Party Transactions***

In July 2015, we entered into an agreement for marketing through spot trading of oil/condensate to the RPR, with an estimated value of US\$ 24 million.

In July 2015, quantiQ Distribuidora Ltda and Petrobras entered into an agreement with respect to the marketing of 30,000 cubic meters of aliphatic solvent, having an estimated value of R\$72 million. This agreement expires in March 2017.

### ***Our Jointly Controlled Companies and Associated Companies***

#### ***Borealis Brasil S.A.***

We sell polypropylene and polyethylene to Borealis in which we have a 20.0% interest. We recorded net sales to Borealis of R\$134.5 million in 2015. We account for Borealis under the equity method of accounting. We had accounts receivable from Borealis of R\$10.7 million as of December 31, 2015.

#### ***Refinaria de Petróleo Rio-grandense S.A.***

We own directly 33.2% of the voting and total share capital of RPR. As of January 1, 2012, we have valued this investment using the equity method, which was proportionally consolidated prior to that date. We sell condensate to



the Refinaria de Petróleo Rio-grandense S.A., or RPR, and purchase naphtha from RPR. In 2015, we recorded sales to RPR of R\$222.1 million and purchases from RPR of R\$29.7 million.

In March 2016, Braskem and Refinaria de Petróleo Rio-grandense entered into a monthly basis agreement for the sale of Gasoline A to RPR.

**Table of Contents**

**ITEM 8. FINANCIAL INFORMATION**

**Consolidated Statements and Other Financial Information**

Reference is made to Item 19 for a list of all financial statements filed as part of this annual report.

**Legal Proceedings**

We are, and may be in the future, involved in numerous tax, civil and labor disputes, among others, involving monetary claims. If any of these legal proceedings were decided adversely to us, we do not believe that our results of operations or financial condition would be materially and adversely affected.

For some of these lawsuits, we have not established any provision on our balance sheet nor have we established provisions only for part of the amounts claimed, based on our judgments as to the outcomes of these lawsuits.

***Tax Proceedings***

We are engaged in several legal proceedings with Brazilian tax authorities for which we have established provisions in an aggregate amount of R\$368.1 million as of December 31, 2015. In addition, there are currently certain legal proceedings pending in which we are involved for which we have not established provisions. If any of these legal proceedings were decided adversely to us, we do not believe that our results of operations, cash flows or financial condition would be materially and adversely affected.

***IR/CSLL Tax Assessment Notices***

In 2007, tax assessment notices were issued by the Federal Brazilian Revenue Service against Braskem Petroquímica claiming, among others unpaid income tax and CSLL in connection with foreign exchange variation in foreign subsidiary investment accounts in 2002. As of December 31, 2015, the amount in dispute of these claims was approximately R\$139.1 million. We challenged these assessment notices in the administrative court because we believe that there are reasonable grounds on which we can successfully defend against these assessments. We believe that a loss in this claim is possible. As of December 31, 2015, we have established related provisions in the amount of R\$48.3 million.

In 2013 and 2014, we received tax assessment notices from the Federal Brazilian Revenue Service claiming that the amortization of the goodwill recorded in 2001 and 2002 in connection with the purchase of shares of certain companies related to the formation of Braskem was not deductible for purposes of calculating our income tax and social contribution. The amount claimed is R\$1.0 billion, including interest and fines. We challenged these assessment notices because we believe that these claims are based on a misinterpretation of both the applicable law and facts by the tax authorities and that the statute of limitations has expired. We believe that a loss in this claim is possible and as of December 31, 2015 have made no provision with respect to this claim.

In December 2013, we received tax assessment notices were from the Federal Brazilian Revenue Service claiming that the interest expenses and exchange variation losses recorded by Braskem relating to indebtedness of Ipiranga Petroquímica S.A. was not deductible for purposes of calculating our income tax and social contribution. The amount claimed is R\$57.5 million. We challenged this assessment because we believe that the assumption of Ipiranga Petroquímica debt instruments had strong business purposes. We believe that a loss in this claim is possible and as of December 31, 2015, we have established related provisions in the amount of R\$6.1 million.

In July 2014, we received a tax assessment notice from the Federal Brazilian Revenue Service claiming that the tax losses and social contribution negative tax base used to pay debts under the MP 470/2009 installments program were not included in the income tax and social contribution tax base in 2009. The amount claimed is R\$427.8 million. We challenged these assessment notices because we believe that these claims are based on a misinterpretation of both the applicable law and facts by the tax authorities. We believe that a loss in this claim is possible and as of December 31, 2015 have made no provision with respect to this claim.

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**Table of Contents**

*IOF Tax Assessment Notice*

In November 2015, we received a tax assessment notice from the Federal Brazilian Revenue Service claiming that the advances for future capital increases and the transfers of financial resources under a cash pooling and current account agreement made by Quattor Participações S/A and Quattor Química S/A are subject to the Financial Operations Tax (IOF). The amount claimed is R\$ 97 million. We challenged these assessment notices because we believe that these operations do not characterize as loans under Brazilian legislation and, as such, are not subject to IOF. We believe that a loss in this claim is possible and have made no provision with respect to this claim.

*ICMS Tax Assessment Notice*

From 1999 to 2015, the internal revenue department of the States of Bahia, Alagoas, São Paulo, Rio Grande do Sul and Rio de Janeiro issued tax assessment notices against Braskem claiming unpaid ICMS taxes in the amount of R\$ 576 million, retrospectively revised by inflation and the benchmark rate, in connection with several alleged violations of certain provisions of the ICMS tax legislation, including, among others: (1) inappropriately claiming ICMS credits for the acquisition of goods that the internal revenue department considers for use and consumption; (2) inappropriately claiming ICMS credits for the acquisition of assets not related to production; (3) transfer of goods below the cost of production; (4) differences in stock of final products; (5) lack of evidence that the company exported goods; (6) failure to pay taxes on the sale of products subject to tax substitution and inappropriately claiming ICMS tax credits on the purchase of products subject to tax substitution; (6) failure to register invoices; and (7) unpaid ICMS taxes on charges for electricity transmission. We challenged these assessment notices in the administrative court because we believe that there are reasonable grounds on which we can successfully defend against these assessments. We believe that a loss in this claim is possible. As of December 31, 2015, we have not recognized any provision with respect thereto.

The reductions of the amount of ICMS in dispute, when compared to 2014, are due to payments made under tax amnesty programs and to final decisions rendered in favor of the company.

In 2009, tax assessment notices were issued by the internal revenue department of the State of São Paulo against Braskem Qpar claiming unpaid ICMS taxes and related fines in connection with several alleged violations of certain provisions of the ICMS tax legislation, including (1) inappropriately claiming ICMS credits for the acquisition of acrylonitrile between February 2004 and January 2008, as the goods were sold by Acrinor Acrilonitrila do Nordeste S/A to exportation and as such no ICMS tax was levied; (2) issuance of invoices to storage without remittance of the goods to the storage company; and (3) failure to present documents to inspection. As of December 31, 2015, the amount in dispute of these claims was approximately R\$282.6 million. The cases were closed in the administrative court. The case is under discussion in the Judiciary, where a preliminary order was issued in favor of the company. Due to the final decision in the administrative stage, we reassessed the chances of success in the Judiciary and increased the related provisions as of December 31, 2015 to R\$195.3 million, which is the amount the company is expected to pay at the end of litigation.

*PIS and COFINS Non-Cumulative Tax Assessment Notice*

We received assessment notices from the federal internal revenue department alleging that we had inappropriately claimed certain PIS and COFINS credits in relation to: (1) wastewater treatment, (2) charges for electricity transmission, (3) freight related to the storage of finished goods and (4) credits claimed at inappropriate times, relating to the acquisition of fixed assets between 2006 and 2011. As of December 31, 2015, the amount in dispute of these claims was approximately R\$817 million. We challenged these assessment notices in an administrative court because we believe that there are reasonable grounds on which we can successfully defend against these assessments. We

believe that a loss on these claims is possible. As of December 31, 2015, we have not recognized any provision with respect thereto.

*PIS and COFINS Tax Assessment Notice*

Braskem Petroquímica is involved in several judicial and administrative proceedings related to the payment of PIS and COFINS, including (1) unpaid COFINS from March 1999 to December 2000, February 2001 to March 2002, May 2002 to July 2002 and during September 2002, (2) inappropriately claimed credits due to the additional

**Table of Contents**

1% in the COFINS rate and PIS Decree-Law No. 2,445 and 2,449, and (3) undue compensation of PIS and COFINS debts with PIS credits (Decree-Laws numbers 2.445 e 2.449) which were considered to have expired by the tax authorities; and (4) an omission in the base revenue resulting from exchange gains earned due to successive reductions of our associated capital. As of December 31, 2015, the amount in dispute of these claims was approximately R\$ 80.2 million. We challenged these assessment notices because we believe that there are reasonable grounds on which we can successfully defend against these assessments. We believe that a loss on these claims is possible. As of December 31, 2015, we have established related provisions in the amount of R\$49.3 million.

In 2014, we received a tax assessment notice from the Federal Brazilian Revenue Service claiming that the tax losses and social contribution negative tax base used to pay debts under the MP 470/2009 installments program, as well as interest, fines exoneration afforded in installments of the MP 470/09 are taxable. The amount of PIS and COFINS claimed is R\$1.4 billion. We challenged this assessment notice because we believe that these claims are based on a misinterpretation of both the applicable law and facts by the tax authorities. We believe that a loss in this claim is possible and as of December 31, 2015 have made no provision with respect to this claim.

We and our affiliates are involved in several other judicial and administrative proceedings related to the alleged undue compensation of PIS and COFINS debts with the following credits: (1) Corporate Income tax; (2) FINSOCIAL; (3) Tax on net profits; (4) PIS (Decree-Laws numbers 2.445 and 2.449); (5) Cofins. The proceeding are also related to debts of COFINS levied on interest calculated on equity. As of December 31, 2015, the amounts in material disputes relating to PIS and COFINS was approximately R\$238 million. The reduction of the amount in dispute when compared to 2014 is due to payments made under tax amnesty programs. We believe that a loss in this claim is possible. As of December 31, 2015, we have not recognized any provision with respect thereto.

*Income Tax SUDENE*

In 2015, the Company obtained grant in lawsuits claiming the reduction of 75% of IR on income from the following industrial units: (i) PVC and Cloro Soda, established in the state of Alagoas; and (ii) basic petrochemicals unit, PE (2), PVC and Cloro Soda units, all established in the city of Camaçari (BA). The third PE plant established in Camaçari and the second PVC plant established in Alagoas will have the benefit up to 2016 and 2019, respectively.

*PRODESIN ICMS*

The Company has ICMS tax incentives granted by the state of Alagoas, through the state of Alagoas Integrated Development Program PRODESIN, which are aimed at implementing and expanding a plant in that state. This incentive is considered an offsetting entry to sales taxes. In 2015, the amount was R\$71.6 (R\$60.0 in 2014).

*REIQ*

The Brazilian chemical and petrochemical sector enjoyed an important achievement in 2013. The Government, in response to one of the proposals elaborated by the Chemical Industry Competitiveness Council, approved the PIS and COFINS tax rates relief on raw material purchases by first and second generation producers, which serve various sectors of the economy. The measure aimed to restore some of the industry's competitiveness, which was weakened by factors related to infrastructure, productivity, feedstock and energy costs and the exchange rate that pressured the chemical industry's trade deficit, according to ABIQUIM, which ended 2015 at US\$25,5 billion. By 2015, the company had a tax rebate of 8.25% (PIS and COFINS) on the acquisition of petrochemical raw materials.

*Other Tax Proceedings*

In December 2013, we received a deficiency notice from the Brazilian federal tax authority claiming that the tax losses offset in the taxable year ended September 30, 2008 by Ipiranga Petroquímica S.A. (which merged with and into Braskem on September 30, 2008) were in excess of the limitation of 30% of the taxable profits of a given year, as imposed by Brazilian tax law. The amount under discussion is R\$331 million, including interest and fines. We believe that the 30% limitation is not applicable in the event of the merger of the taxpayer and that the statute of limitations for this claim has expired. We intend to vigorously defend ourselves against this claim. We believe that chances of success are more likely than not and as of December 31, 2015 have made no provision with respect to this claim.

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**Table of Contents*****Labor Proceedings******Overtime Claims***

In late September 2010, we received notice that a lawsuit had been commenced against our company by the Petrochemical Industry Workers Union of Triunfo (*Sindicato dos Trabalhadores das Indústrias Petroquímicas de Triunfo*) alleging that we had violated an agreement regarding payment of overtime at our Triunfo basic petrochemicals plant. The suit claims damages of R\$338.0 million, retrospectively revised by inflation and the benchmark rate. We have presented our defense to the court and have received a favorable decision by the higher labor court, which the Petrochemical Industry Workers Union of Triunfo has appealed. We believe that the likelihood of loss in this suit is possible.

The Petrochemical Industry Workers Union of Triunfo filed similar claims in the second quarter of 2005 claiming overtime payment in the amount of R\$840.0 million. The parties have entered into a settlement agreement on April 2015, pursuant to which Braskem paid R\$48.0 million between June and December 2015, extinguishing to two claims. As of the date hereof, only one claim was pending of R\$20.0 million.

***Class Action Claim***

In July 2015, two putative class action lawsuits were filed in the United States District Court for the Southern District of New York against our company and certain of our then-current and former officers and directors. The lawsuits were subsequently consolidated under the caption *In re Braskem, S.A. Securities Litigation*, No. 15-cv-5132. In November 2015, the Lead Plaintiff filed a consolidated class action complaint, which asserted claims under Section 10(b) and Section 20(a) of the Exchange Act, on behalf of a putative class of purchasers of the company's ADRs from June 1, 2010 to March 11, 2015. The plaintiffs filed an amended complaint in May 2016, which amended the class period to July 15, 2010 to March 11, 2015. We filed a motion to dismiss that amended complaint in July 2016. In an Opinion and Order dated March 31, 2017, the court granted in part and denied in part our motion to dismiss. The claims that remain in the case following the court's decision allege that the defendants are liable for making misrepresentations and omissions that allegedly concealed a purported scheme by which the company made improper payments in order to receive favorable naphtha pricing from Petrobras. Following the U.S. court's ruling on the motion to dismiss, the class action is now in the discovery stage. The parties are also currently engaged in settlement negotiations and have signed a proposed settlement agreement and submitted it to the U.S. court for preliminary approval on September 14, 2017. Under the terms of the proposed settlement, we would pay US\$ 10 million to resolve all claims of a settlement class consisting of purchasers of our ADRs during the period of July 15, 2010 through March 11, 2015, that arise out of or relates to the subject matter of the class action, with the exception of any such claims belonging to purchasers who file, valid and timely, requests to opt out of the settlement class. We have made no admission of any wrongdoing or liability as part of the proposed settlement, and it is subject to a number of conditions, including court approval.

***Global Settlement***

In the context of allegations of improper payments in connection with the so-called Operation Car Wash in Brazil, we engaged the Expert Firms to conduct the Investigation and report their findings. In December 2016, we entered into the Global Settlement with the MPF, the DoJ, the SEC and the OAG with regard to certain matters within the scope of the Investigation.

On December 14, 2016, we entered into the Leniency Agreement with the MPF. On December, 21, 2016, we finalized formal agreements with the DoJ under which we agreed to plead guilty to a one-count criminal information in the United States District Court for the Eastern District of New York charging our company of violation of the



anti-bribery provisions of the FCPA, and with the SEC under which we consented to the entry of a final judgment in a civil action brought by the SEC alleging civil violations of the anti-bribery, books and records and internal accounting controls provisions of the FCPA. In addition, on December 21, 2016, the OAG closed its investigation of these matters.

## **Table of Contents**

Under the Global Settlement, we agreed to pay to the governmental authorities in these jurisdictions an aggregate amount of approximately US\$957 million (equivalent to approximately R\$3.1 billion). Of the total fine established in the Global Settlement, our company has already paid approximately R\$1.3 billion in the following manner:

US\$94.9 million (R\$296.6 million) to the DoJ on February 8, 2017;

US\$65.0 million (R\$206.5 million) to the SEC on April 27, 2017;

CHF30.2 million (R\$104.4 million) to the OAG on June 27, 2017;

R\$736.5 million to the MPF on July 6, 2017.

The outstanding amount of approximately R\$1.7 billion will be paid in the following manner:

CHF64.3 million to the OAG in four equal annual and successive installments of CHF16.1 million due on June 30 of each year commencing in 2018; and

R\$1.6 billion to the MPF in six annual installments adjusted for inflation by the variation in the IPCA inflation index due on January 30 of each year commencing in 2018. To guarantee payment of future installments, Braskem has provided a guaranty in the form of fixed assets in an amount equal to one annual installment.

The MPF will distribute the majority of the amount it receives as restitution to third parties for damages caused by the misconduct. Under the terms of the Global Settlement, we are required to cooperate with these governmental authorities and improve our governance and anti-corruption compliance practices. We will also be subject to external monitorship for a period of three years. The monitorship period may be terminated early or extended for up to one year at the authorities' discretion depending on our compliance with the Global Settlement.

### ***Employment and Occupational Health and Safety Proceedings***

As of December 31, 2015, we were involved in approximately 642 employment and occupational health and safety proceedings. We have established a provision for these claims in an aggregate amount of R\$158.7 million as of December 31, 2015. We do not believe that these proceedings will have a material adverse effect on our business, financial condition or operations.

### ***Social Security***

As of December 31, 2015, we were involved in several social security proceedings as to which the aggregate amount claimed was approximately R\$152.5 million. We believe that our chance of loss is possible and therefore have not established a provision for these claims.

### ***Other Proceedings***

As of December 31, 2015, we were a defendant in two civil suits filed by a former caustic soda distributor, its controlling shareholder and a former transporter for breach of a caustic soda distribution agreement. The damages claimed in these suits totaled R\$50 million as of December 31, 2015. These suits are pending and we believe that our chance of loss is possible in these suits.

## **Dividends and Dividend Policy**

### ***Payment of Dividends***

Our dividend distribution policy has historically included the distribution of periodic dividends, based on annual balance sheets approved by our board of directors. When we pay dividends on an annual basis, they are declared at our annual shareholders meeting, which we are required by the Brazilian Corporation Law and our by-laws to hold by April 30 of each year. When we declare dividends, we are generally required to pay them within 60 days of

**Table of Contents**

declaring them unless the shareholders' resolution establishes another payment date. In any event, if we declare dividends, we must pay them by the end of the fiscal year for which they are declared. Any holder of record of shares at the time that a dividend is declared is entitled to receive dividends. Our payment of annual dividends is based on our audited financial statements prepared for our preceding fiscal year.

Our board of directors may declare interim dividends based on the accrued profits recorded or the realized profits in our annual or semi-annual financial statements approved by our common shareholders. In addition, we may pay dividends from net income based on our unaudited quarterly financial statements. These quarterly interim dividends may not exceed the amounts included in our capital reserve accounts. We may set off any payment of interim dividends against the amount of the mandatory distributable amount for the year in which the interim dividends were paid.

The following table sets forth the dividends and/or interest attributable to shareholders' equity paid to holders of our common shares, class A preferred shares and class B preferred shares since January 1, 2011 in *reais* and in U.S. dollars translated from *reais* at the commercial market selling rate in effect as of the payment date.

Year	Payment Date	Nominal Brazilian Currency per			US\$ equivalent per		
		Class A Common	Class B Preferred	Class B Preferred	Class A Common	Class A Preferred	Class B Preferred
		shares	Shares	Shares	shares	Shares	Shares
2012	November 19, 2012	0.61	0.61	0.61	0.29	0.29	0.29
2014	April 23, 2014	0.61	0.61	0.61	0.27	0.27	0.27
2015	April 23, 2015	0.61	0.61	0.61	0.16	0.16	0.16

On April 6, 2016, our shareholders approved a dividend payment of R\$1.26 per common share and R\$2.51 per ADR with respect to the fiscal year 2015. The payment of dividends is expected to begin on April 15, 2016.

The following discussion summarizes the principal provisions of the Brazilian Corporation Law and our by-laws relating to the distribution of dividends, including interest attributable to shareholders' equity.

**Calculation of Adjusted Net Profits**

At each annual shareholders' meeting, our board of directors is required to recommend how to allocate our net profits for the preceding fiscal year, which recommendation our board of executive officers initially submits to our board of directors for approval. This allocation is subject to approval by our common shareholders. The Brazilian Corporation Law defines net profits for any fiscal year as our net income after income taxes for that fiscal year, net of any accumulated losses from prior fiscal years and any amounts allocated to employees' participation in our net profits in that fiscal year. Under the Brazilian Corporation Law, our adjusted net profits available for distribution are equal to our net profits in any fiscal year, reduced by amounts allocated to our legal reserve and other applicable reserves, and increased by any reversals of reserves that we constituted in prior years.

**Reserve Accounts**

Under the Brazilian Corporation Law and our by-laws, we are required to maintain a legal reserve. In addition, we are permitted by the Brazilian Corporation Law to establish the following discretionary reserves:

a contingency reserve for an anticipated loss that is deemed probable in future years. Any amount so allocated in a previous year must be reversed in the fiscal year in which the loss had been anticipated if the loss does not occur as projected or charged off in the event that the anticipated loss occurs;

a reserve for investment projects, in an amount based on a capital expenditure budget approved by our shareholders;

an unrealized profit reserve described under **Mandatory Distributions** below; and

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**Table of Contents**

a tax incentive investment reserve, included in our capital reserve accounts, in the amount of the reduction in our income tax obligations due to government tax incentive programs. See note 23(c) of our consolidated financial statements elsewhere in this annual report.

Allocations to each of these reserves (other than the legal reserve) are subject to approval by our common shareholders voting at our annual shareholders meeting.

*Legal Reserve Account*

Under the Brazilian Corporation Law and our by-laws, we must allocate 5% of our net profits for each fiscal year to our legal reserve until the aggregate amount of our legal reserve equals 20% of our paid-in capital. However, we are not required to make any allocations to our legal reserve in a fiscal year in which our legal reserve, when added to our other reserves, exceeds 30% of our shareholders equity. As of December 31, 2015, we had a balance of R\$230.0 million in our legal reserve account.

*Dividend Preference of Preferred Shares*

Under our by-laws, our preferred shareholders are entitled to a Minimum Preferred Dividend, equal to 6% of the book value of such shares, before dividends may be paid to our common shareholders. Distributions of dividends in any year are made:

first, to the holders of preferred shares, up to the amount of the Minimum Preferred Dividend for such year;

then, to the holders of common shares, until the amount distributed in respect of each common share is equal to the amount distributed in respect of each preferred share; and

thereafter, to the holders of our common shares and our class A preferred shares on a pro rata basis.

Our class B preferred shareholders are not entitled to receive any additional dividend amounts after they have received the preferential dividend. If the Minimum Preferred Dividend is not paid for a period of three years, holders of preferred shares will be entitled to full voting rights.

*Mandatory Distributions*

As permitted by the Brazilian Corporation Law, our by-laws specify that 25% of our adjusted net profits for each fiscal year must be distributed to shareholders as dividends or interest attributable to shareholders equity. We refer to this amount as the mandatory distributable amount.

Under the Brazilian Corporation Law, the amount by which the mandatory distributable amount exceeds the realized portion of net income for any particular year may be allocated to the unrealized profit reserve, and the mandatory distribution may be limited to the realized portion of net income. The realized portion of net income is the amount by which our net income exceeds the sum of (1) our net positive results, if any, from the equity method of accounting for earnings and losses of our subsidiaries and certain associated companies, and (2) the profits, gains or income obtained on transactions maturing after the end of the following fiscal year. As amounts allocated to the unrealized profit reserve are realized in subsequent years, such amounts must be added to the dividend payment relating to the year of realization.

The Brazilian Corporation Law permits us to suspend the mandatory distribution if our board of directors reports to our annual shareholders meeting that the distribution would be incompatible with our financial condition at that time. Our fiscal council must approve any suspension of the mandatory distribution. In addition, our management must report the reasons of any suspension of the mandatory distribution to the CVM. We must allocate net profits not distributed by our company as a result of a suspension to a special reserve and, if not absorbed by subsequent losses, we must distribute these amounts as soon as our financial condition permits. In case our profits reserves, as defined in the Brazilian Corporation Law, exceed our share capital, the excess must be credited to shareholders equity or used for the payment of distributions.

**Table of Contents**

*Interest Attributable to Shareholders' Equity*

Brazilian companies, including our company, are permitted to pay interest attributable to shareholders' equity as an alternative form of payment of dividends to our shareholders. These payments may be deducted when calculating Brazilian income tax and social contribution tax. The interest rate applied to these distributions generally cannot exceed the TJLP for the applicable period. The amount of interest paid that we can deduct for tax purposes cannot exceed the greater of:

50% of our net income (after the deduction of the provision for social contribution tax and before the deduction of the provision for corporate income tax) before taking into account any such distribution for the period for which the payment is made; and

50% of the sum of our retained earnings and profit reserves.

Any payment of interest attributable to shareholders' equity to holders of common shares, preferred shares or ADSs, whether or not they are Brazilian residents, is subject to Brazilian withholding tax at the rate of 15%, except that a 25% withholding tax rate applies if the recipient is a resident of a tax haven jurisdiction. A tax haven jurisdiction is a country (1) that does not impose income tax or whose income tax rate is lower than 20% or (2) which does not permit disclosure of the identity of shareholders of entities organized under its jurisdiction. See Item 10. Additional Information Taxation Brazilian Tax Considerations. Under our by-laws, we may include the amount distributed as interest attributable to shareholders' equity, net of any withholding tax, as part of the mandatory distributable amount.

**Significant Changes**

Other than as disclosed in this annual report, no significant change has occurred since the date of the audited consolidated financial statements included in this annual report.



**Table of Contents****ITEM 9. THE OFFER AND LISTING****Markets for Our Equity Securities**

The principal trading market for our common shares, class A preferred shares and class B preferred shares is the BM&FBOVESPA, where they are traded under the symbols BRKM3, BRKM5 and BRKM6, respectively. Our common shares and class A preferred shares began trading on the BM&FBOVESPA on November 11, 1980, and our class B preferred shares began trading on the BM&FBOVESPA on August 19, 1983.

On December 21, 1998, ADSs representing our class A preferred shares began trading on the NYSE. Our ADSs are traded under the symbol BAK. On December 31, 2015, there were 14,184,083 ADSs outstanding, representing 26,398,166 class A preferred shares, or 8.3% of our outstanding class A preferred shares. Each ADS represents two class A preferred shares.

On October 8, 2003, we listed our class A preferred shares on the LATIBEX, a stock market for Latin American issuers that is quoted in euros on the Madrid Stock Exchange, under the symbol XBRK. Our class A preferred shares are traded on the LATIBEX in lots of one share.

**Price History of Our Class A Preferred Shares and the ADSs**

The tables below set forth the high and low closing sales prices and the approximate average daily trading volume for our class A preferred shares on the BM&FBOVESPA and the high and low closing sales prices and the approximate average daily trading volume for the ADSs on the NYSE for the periods indicated.

	BM&FBOVESPA		NYSE	
	Closing Price per Class A Preferred Share		Closing Price per ADS	
	High	Low	High	Low
	(in reais)		(in U.S. dollars)	
2011	R\$ 25.00	R\$ 12.80	US\$ 32.15	US\$ 13.91
2012	16.60	10.48	18.58	10.54
2013	21.18	13.32	18.40	13.34
2014	20.61	13.73	17.41	12.30
2015	29.36	9.83	15.01	6.22

	BM&FBOVESPA		NYSE	
	Closing Price per Class A Preferred Share		Closing Price per ADS	
	High	Low	High	Low
	(in reais)		(in U.S. dollars)	
<b>2014</b>				
First Quarter	R\$ 20.61	R\$ 15.45	US\$ 17.41	US\$ 12.75
Second Quarter	17.59	14.09	15.72	12.85

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Third Quarter	16.20	13.73	14.12	12.30
Fourth Quarter	19.45	16.06	15.44	12.42
<b>2015</b>				
First Quarter	17.41	10.35	12.82	6.53
Second Quarter	14.97	10.46	10.03	6.66
Third Quarter	16.80	10.83	8.43	6.42
Fourth Quarter	29.36	17.45	15.01	8.72
<b>2016</b>				
First Quarter	27.76	21.85	15.45	11.39

**Table of Contents**

	BM&FBOVESPA		NYSE	
	Closing Price per Class A Preferred Share		Closing Price per ADS	
	High	Low	High	Low
	(in reais)		(in U.S. dollars)	
<b>Most Recent Six Months</b>				
October 2015	R\$ 21.78	R\$ 17.45	US\$ 11.15	US\$ 8.72
November 2015	26.49	21.49	14.52	11.25
December 2015	29.36	25.61	15.01	13.10
January 2016	27.76	23.30	13.74	11.45
February 2016	25.85	22.90	13.06	11.39
March 2016	27.50	21.85	15.45	12.62
April 2016	25.49	21.04	14.47	12.25
May 2016 (through May 4)	24.36	23.80	14.00	13.32

Source: Economática Ltda/Bloomberg

On May 4, 2016, the closing sales price of:

our class A preferred shares on the BM&FBOVESPA was R\$23.80 per share;

our class A preferred shares on the LATIBEX was 6.09 per share; and

the ADS on the NYSE was US\$13.32 per ADS.

### **Regulation of Brazilian Securities Markets**

The Brazilian securities markets are regulated by the CVM, which has regulatory authority over the stock exchanges and the securities markets generally, the National Monetary Council and the Central Bank, which has, among other powers, licensing authority over brokerage firms and which regulates foreign investment and foreign exchange transactions. The Brazilian securities markets are governed by (1) Law No. 6,385, as amended and supplemented, which is the principal law governing the Brazilian securities markets and which we refer to as the Brazilian Securities Law; (2) the Brazilian Corporation Law; and (3) the regulations issued by the CVM, the National Monetary Council and the Central Bank.

### **Trading on the BM&FBOVESPA**

#### ***Overview of the BM&FBOVESPA***

In 2000, the *Bolsa de Valores de São Paulo S.A. BVSP* (the São Paulo Stock Exchange), or the BM&FBOVESPA, was reorganized through the execution of memoranda of understanding by the Brazilian stock exchanges. Following this reorganization, the BM&FBOVESPA was a non-profit entity owned by its member brokerage firms and trading on the BM&FBOVESPA was limited to these member brokerage firms and a limited number of authorized

nonmembers. Under the memoranda, all securities are now traded only on the BM&FBOVESPA, with the exception of electronically traded public debt securities and privatization auctions, which are traded on the Rio de Janeiro Stock Exchange.

***Regulation of Foreign Investments***

Trading on the BM&FBOVESPA by a holder not deemed to be domiciled in Brazil for Brazilian tax and regulatory purposes, or a non-Brazilian holder, is subject to certain limitations under Brazilian foreign investment regulations. With limited exceptions, non-Brazilian holders may trade on the BM&FBOVESPA only in accordance with the requirements of Resolution No. 2,689 of the National Monetary Council. Resolution No. 2,689 requires that securities held by non-Brazilian holders be maintained in the custody of, or in deposit accounts with, financial institutions that are authorized by the Central Bank and the CVM. In addition, Resolution No. 2,689 requires non-

**Table of Contents**

Brazilian holders to restrict their securities trading to transactions on the BM&FBOVESPA or qualified over-the-counter markets. With limited exceptions, non-Brazilian holders may not transfer the ownership of investments made under Resolution No. 2,689 to other non-Brazilian holders through private transactions. See Item 10. Additional Information Exchange Controls for further information about Resolution 2,689, and Item 10. Additional Information Taxation Brazilian Tax Considerations Taxation of Gains in Brazil for a description of certain tax benefits extended to non-Brazilian holders who qualify under Resolution No. 2,689.

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**Table of Contents**

**ITEM 10. ADDITIONAL INFORMATION**

**General**

As of May 5, 2016, we had outstanding share capital of R\$8,043,222,080.50, equal to 797,265,248 total shares consisting of 451,668,652 common shares, 345,002,978 class A preferred shares and 593,618 class B preferred shares, including 1,234,758 class A preferred shares held in treasury. All of our share capital is fully paid. All of our shares are without par value. Under the Brazilian Corporation Law, the aggregate number of our non-voting and limited voting class A and class B preferred shares may not exceed two-thirds of our total outstanding share capital.

**Description of Our Company's By-laws**

The following is a summary of the material provisions of our by-laws and of the Brazilian Corporation Law. In Brazil, a company's by-laws (*estatuto social*) is the principal governing document of a corporation (*sociedade por ações*).

***Corporate Purposes***

Article 2 of our by-laws establishes our corporate purposes to include:

the manufacture, trading, import and export of chemical and petrochemical products and petrochemical derivatives;

the production, distribution and trading of utilities such as: steam, water, compressed air, industrial gases, as well as the provision of industrial services;

the production, distribution and trading of electricity for its own consumption and that of other companies;

holdings of equity stakes in other companies, pursuant to Law No. 6,404/76, as a holder of quotas or shares; and

the manufacture, distribution, trading, import and export of gasoline, diesel oil, LPG and other oil derivatives.

***Board of Directors***

Under the Brazilian Corporation Law, any matters subject to the approval of our board of directors can be approved by a simple majority of votes of the members present at a duly convened meeting, unless our by-laws otherwise specify. Under our by-laws, our board of directors may only deliberate if a majority of its members are present at a duly convened meeting. Any resolutions of our board of directors may be approved by the affirmative vote of a majority of the members present at the meeting, provided that certain matters may only be approved by mutual agreement between the parties under the Petrobras Shareholders' Agreement. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders' Shareholders' Agreements Petrobras Shareholders' Agreement. The majority of the members of our board of directors are elected by the Odebrecht Group. In addition, any director appointed by a

shareholder pursuant to a shareholders agreement is bound by the terms of such agreement. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements. The members of our board of directors are elected at general meetings of shareholders for concurrent two-year terms. Our by-laws do not require the members of our board of directors to be a resident in Brazil or a shareholder of our company. The Brazilian Corporation Law requires each of our executive officers to be residents of Brazil. Under our by-laws, our common shareholders approve the aggregate compensation payable to our directors, executive officers and members of our fiscal council. Subject to this approval, our board of directors establishes the compensation of its members and of our executive officers. See Item 6. Directors, Senior Management and Employees Compensation. Neither the Brazilian Corporation Law nor our by-laws establish any mandatory retirement age for our directors or executive officers.

## **Table of Contents**

### ***Share Capital***

Under the Brazilian Corporation Law, the number of issued and outstanding non-voting shares or shares with limited voting rights, such as our class A preferred shares and class B preferred shares, may not exceed fifty percent of total outstanding share capital, however, our by-laws state that such amount shall not exceed two thirds of total outstanding share capital. Each of our common shares entitles its holder to one vote at our shareholders' meetings. Holders of our common shares are not entitled to any preference in respect of our dividends or other distributions or otherwise in case of our liquidation. Our class A preferred shares and class B preferred shares are non-voting, except in limited circumstances, and have priority over our common shares in the case of our liquidation. See [Voting Rights](#) for information regarding the voting rights of our preferred shares, [Liquidation](#) for information regarding the liquidation preferences of our preferred shares, and [Item 8. Financial Information Dividends and Dividend Policy Calculation of Adjusted Net Profits](#) and [Item 8. Financial Information Dividends and Dividend Policy Dividend Preference of Preferred Shares](#) for information regarding the distribution preferences of our preferred shares.

### ***Shareholders' Meetings***

Under the Brazilian Corporation Law, we must hold an annual shareholders' meeting by April 30 of each year in order to:

approve or reject the financial statements approved by our board of directors and board of executive officers, including any recommendation by our board of directors for the allocation of net profits and distribution of dividends; and

elect members of our board of directors (upon expiration of their two-year term) and members of our fiscal council, subject to the right of minority shareholders to elect members of our board of directors and our fiscal council.

In addition to the annual shareholders' meetings, holders of our common shares have the power to determine any matters related to changes in our corporate purposes and to pass any resolutions they deem necessary to protect and enhance our development whenever our interests so require, by means of extraordinary shareholders' meetings.

Under the Brazilian Corporation Law, the holders of our common shares have the power, among other powers, to vote at shareholders' meetings to:

amend our by-laws;

approve any capital increase in excess of the amount of our authorized capital;

approve any capital reduction;



accept or reject the valuation of assets contributed by any of our shareholders in exchange for the issuance of our share capital;

suspend the rights of any of our shareholders in default of their obligations established by law or by our by-laws;

authorize the issuance of convertible debentures;

approve any reorganization of our legal form or any merger, consolidation or spin-off involving us;

authorize our dissolution and liquidation, the election and dismissal of liquidators appointed in connection with any dissolution or liquidation of our company, and the examination of the liquidators' accounts;

participate in a centralized group of companies (as defined under the Brazilian Corporation Law);

**Table of Contents**

approve the aggregate compensation payable to our directors and executive officers;

authorize management to declare us insolvent or bankrupt and to request a *concordata* (a procedure involving our protection from our creditors similar in many respects to a reorganization under the U.S. bankruptcy code);

elect and substitute members of our board of directors and fiscal council;

modify the number of members our board of directors;

alter our dividend policy; and

authorize the delisting of our shares.

We convene our shareholders' meetings, including our annual shareholders' meeting, by publishing a notice in the *Diário Oficial do Estado da Bahia*, in at least one additional newspaper designated by our shareholders with general circulation in Bahia, where we maintain our registered office. On the first call of any meeting, the notice must be published no fewer than three times, beginning at least 15 calendar days prior to the scheduled meeting date. The notice must contain the meeting's place, date, time, agenda and, in the case of a proposed amendment to our by-laws, a description of the subject matter of the proposed amendment.

In order for a valid action to be taken at a shareholders' meeting, shareholders representing at least 25% of our issued and outstanding voting share capital must be present on first call. However, shareholders representing at least two-thirds of our issued and outstanding voting share capital must be present at a shareholders' meeting called to amend our by-laws. If a quorum is not present, our board of directors may issue a second call by publishing a notice as described above at least eight calendar days prior to the scheduled meeting. The quorum requirements do not apply to a meeting held on the second call, and the shareholders' meetings may be convened with the presence of shareholders representing any number of shares (subject to the voting requirements for certain matters described below). A shareholder without a right to vote may attend a shareholders' meeting and take part in the discussion of matters submitted for consideration.

***Voting Rights***

Under the Brazilian Corporation Law and our by-laws, each of our common shares entitles its holder to one vote at our shareholders' meetings. Our preferred shares generally do not confer voting rights, except in the limited circumstances. We may not restrain or deny any voting rights without the consent of the majority of the shares affected. Whenever the shares of any class of share capital are entitled to vote, each share is entitled to one vote.

***Preemptive Rights***

Under the Brazilian Corporation Law, each of our shareholders has a general preemptive right to subscribe for our shares or securities convertible into our shares in any capital increase, in proportion to the number of our shares held by such shareholder. However, under our by-laws, the holders of our class B preferred shares do not have preemptive rights. In the event of a capital increase that would maintain or increase the proportion of our capital represented by

our class A preferred shares, holders of our class A preferred shares would have preemptive rights to subscribe to newly issued class A preferred shares only. In the event of a capital increase that would reduce the proportion of our capital represented by our class A preferred shares, holders of our preferred shares would have preemptive rights to subscribe to any new class A preferred shares in proportion to the number of our shares that they hold, and to our common shares only to the extent necessary to prevent dilution of their interests in our total capital.

Under our by-laws, except when issuing voting shares or securities convertible into voting shares, our board of directors or our shareholders, as the case may be, may decide to reduce the term of preemptive rights or not to extend preemptive rights to our shareholders with respect to any issuance of our non-voting shares, debentures convertible into our shares or warrants made in connection with a public exchange made to acquire control of

## **Table of Contents**

another company or in connection with a public offering or through a stock exchange. The preemptive rights are transferable and must be exercised within a period of at least 30 days following the publication of notice of the issuance of shares or securities convertible into our shares. Holders of the ADSs may not be able to exercise the preemptive rights relating to our class A preferred shares underlying their ADSs unless a registration statement under the Securities Act is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement with respect to the shares relating to these preemptive rights or to take any other action to make preemptive rights available to holders of the ADSs, and we may not file any such registration statement.

### ***Redemption, Amortization, Tender Offers and Rights of Withdrawal***

Our by-laws or our shareholders at a shareholders' meeting may authorize us to use our profits or reserves to redeem or amortize our shares in accordance with conditions and procedures established for such redemption or amortization. The Brazilian Corporation Law defines redemption (*resgate de ações*) as the payment of the value of the shares in order to permanently remove such shares from circulation, with or without a corresponding reduction of our share capital. The Brazilian Corporation Law defines amortization (*amortização*) as the distribution to the shareholders, without a corresponding capital reduction, of amounts that they would otherwise receive if we were liquidated. If an amortization distribution has been paid prior to our liquidation, then upon our liquidation, the shareholders who did not receive an amortization distribution will have a preference equal to the amount of the amortization distribution in the distribution of our capital.

The Brazilian Corporation Law authorizes us to redeem shares not held by our controlling shareholders, if, after a tender offer effected as a consequence of delisting or a substantial reduction in the liquidity of our shares, our controlling shareholders increase their participation in our total share capital to more than 95%. The redemption price in such case would be the same price paid for our shares in any such tender offer.

### ***Rights of Withdrawal***

The Brazilian Corporation Law provides that, in certain limited circumstances, a dissenting shareholder may withdraw its equity interest from our company and be reimbursed by us for the value of our common or preferred shares that it then holds.

This right of withdrawal may be exercised by the holders of the adversely affected common or preferred shares if we decide:

to create a new class of our preferred shares with greater privileges than the existing classes of our preferred shares;

to increase an existing class of our preferred shares relative to the other classes of our preferred shares (unless such actions are provided for or authorized by our by-laws); or

to modify a preference, privilege or condition of redemption or amortization conferred on one or more classes of our preferred shares.

In addition, holders of our common and preferred shares may exercise their right of withdrawal if we decide to undertake any of the following actions:

to merge with another company or to consolidate with another company in a transaction in which our company is not the surviving entity;

to transfer all of our shares to another company or to acquire all of the shares of another company (*incorporação de ações*);

to participate in a centralized group of companies as defined under the Brazilian Corporation Law;

## **Table of Contents**

to reduce the mandatory distribution of dividends;

to change our corporate purposes; or

to spin-off a portion of our company.

Only shareholders who own shares on the date of publication of the first notice convening the relevant shareholders meeting or the press release concerning the relevant shareholders meeting is published, whichever is earlier, will be entitled to withdrawal rights.

Shareholders will not be entitled to this right of withdrawal if the shares of the entity resulting from a merger, incorporation, consolidation of our company or participation of our company in a group of companies have minimal market liquidity and are dispersed among a sufficient number of shareholders. For this purpose, shares that are part of general indices representative of portfolios of securities traded in Brazil or abroad are considered liquid, and sufficient dispersion will exist if the controlling shareholder holds less than half of the class and type of the outstanding shares. In case of a spin-off, the right of withdrawal will only exist if there is a significant change in the corporate purpose or a reduction in the mandatory dividend.

The redemption of shares arising out of the exercise of any withdrawal rights would be made at book value per share, determined on the basis of their most recent audited balance sheet approved by our dissenting shareholders. However, if the shareholders meeting approving the action that gave rise to withdrawal rights occurred more than 60 days after the date of the most recent approved audited balance sheet, a shareholder may demand that its shares be valued on the basis of a balance sheet prepared specifically for this purpose. The right of withdrawal lapses 30 days after the date of publication of the minutes of the shareholders meeting that approved one of the matters described above. Our shareholders may reconsider any resolution giving rise to withdrawal rights within 10 days following the expiration date for such rights if we believe that the withdrawal of shares of dissenting shareholders would jeopardize our financial stability.

### ***Disclosures of Share Ownership***

Brazilian regulations require that (1) each of our controlling shareholders, directly or indirectly, (2) shareholders who have elected members of our board of directors, and (3) any person or group of persons representing a person that has directly or indirectly acquired or sold an interest that exceeds upwards or downwards, the threshold of 5%, 10%, 15%, and so on, of the total number of our shares of any type or class to disclose its or their share ownership or divestment to the CVM and to the BM&FBOVESPA.

### ***Form and Transfer***

Our preferred shares and common shares are in book-entry form, registered in the name of each shareholder or its nominee. The transfer of our shares is governed by Article 35 of the Brazilian Corporation Law, which provides that a transfer of shares is effected by our transfer agent, Banco Itaú S.A., by an entry made by the transfer agent in its books, upon presentation of valid written share transfer instructions to us by a transferor or its representative. When preferred shares or common shares are acquired or sold on a Brazilian stock exchange, the transfer is effected on the records of our transfer agent by a representative of a brokerage firm or the stock exchange's clearing system. The transfer agent also performs all the services of safe-keeping of our shares. Transfers of our shares by a non-Brazilian investor are made in the same manner and are executed on the investor's behalf by the investor's local agent. If the original investment was registered with the Central Bank pursuant to foreign investment regulations, the non-Brazilian

investor is also required to amend, if necessary, through its local agent, the electronic certificate of registration to reflect the new ownership.

The BM&FBOVESPA operates a central clearing system. A holder of our shares may choose, at its discretion, to participate in this system, and all shares that such shareholder elects to be put into the clearing system are deposited in custody with the clearing and settlement chamber of the BM&FBOVESPA (through a Brazilian institution that is duly authorized to operate by the Central Bank and maintains a clearing account with the clearing and settlement chamber of the BM&FBOVESPA). Shares subject to the custody of the clearing and settlement

## **Table of Contents**

chamber of the BM&FBOVESPA are noted as such in our registry of shareholders. Each participating shareholder will, in turn, be registered in the register of the clearing and settlement chamber of the BM&FBOVESPA and will be treated in the same manner as shareholders registered in our books.

## **Material Contracts**

We have not entered into any material contracts, other than those described elsewhere in this annual report or entered into in the ordinary course of business.

## **Exchange Controls**

There are no restrictions on ownership or voting of our capital stock by individuals or legal entities domiciled outside Brazil. However, the right to convert dividend payments, interest on shareholders' equity payments and proceeds from the sale of our share capital into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation and foreign exchange regulations, which generally require, among other things, the registration of the relevant investment with the Central Bank and the CVM.

Investments in our class A preferred shares by (1) a holder not deemed to be domiciled in Brazil for Brazilian tax purposes, (2) a non-Brazilian holder who is registered with the CVM under Resolution No. 2,689, or (3) the depositary, are eligible for registration with the Central Bank. This registration (the amount so registered is referred to as registered capital) allows the remittance outside Brazil of foreign currency, converted at the commercial market rate, acquired with the proceeds of distributions on, and amounts realized through, dispositions of our class A preferred shares.

Resolution No. 1,927 of the National Monetary Council, as amended, provides for the issuance of depositary receipts in foreign markets in respect of shares of Brazilian issuers. It restates and amends Annex V to Resolution No. 1,289 of the National Monetary Council, known as the Annex V Regulations. The ADS program was approved under the Annex V Regulations by the Central Bank and the CVM prior to the issuance of the ADSs. Accordingly, the proceeds from the sale of ADSs by ADS holders outside Brazil are not subject to Brazilian foreign investment controls, and holders of the ADSs who are not resident in a tax haven jurisdiction are entitled to favorable tax treatment. See [Taxation - Brazilian Tax Considerations](#).

We pay dividends and other cash distributions with respect to our class A preferred shares in reais. We have obtained an electronic certificate of foreign capital registration from the Central Bank in the name of the depositary with respect to our ADSs to be maintained by the custodian on behalf of the depositary. Pursuant to this registration, the custodian is able to convert dividends and other distributions with respect to our class A preferred shares represented by ADSs into foreign currency and remit the proceeds outside Brazil to the depositary so that the depositary may distribute these proceeds to the holders of record of the ADSs.

Registration under Resolution No. 2,689 affords favorable tax treatment to non-Brazilian portfolio investors who are not resident in a tax haven jurisdiction, which is defined under Brazilian tax laws as a country or jurisdiction that does not impose taxes or where the maximum income tax rate is lower than 20% or that restricts the disclosure of shareholder composition or ownership of investments. See [Taxation - Brazilian Tax Considerations](#).

Under Resolution No. 2,689, non-Brazilian investors registered with the CVM may invest in almost all financial assets and engage in almost all transactions available to Brazilian investors in the Brazilian financial and capital markets without obtaining a separate Central Bank registration for each transaction, provided that certain requirements are fulfilled. Under Resolution No. 2,689, the definition of a non-Brazilian investor includes individuals, legal entities,



mutual funds and other collective investment entities, domiciled or headquartered outside Brazil.

Pursuant to Resolution No. 2,689, non-Brazilian investors must:

appoint at least one representative in Brazil with powers to take action relating to its investments;

## Table of Contents

appoint an authorized custodian in Brazil for its investments, which must be a financial institution duly authorized by the Central Bank and CVM;

complete the appropriate foreign investor registration forms;

register as a non-Brazilian investor with the CVM;

register its investments with the Central Bank; and

obtain a taxpayer identification number from the Brazilian federal tax authorities.

The securities and other financial assets held by a non-Brazilian investor pursuant to Resolution No. 2,689 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Central Bank or the CVM or be registered in registration, clearing and custody systems authorized by the Central Bank or by the CVM. In addition, the trading of securities held under Resolution No. 2,689 is restricted to transactions carried out on stock exchanges or through organized over-the-counter markets licensed by the CVM.

Foreign direct investors under Law No. 4,131 may sell their shares in both private or open market transactions, but these investors will generally be subject to less favorable tax treatment on gains with respect to our class A preferred shares. See **Taxation** Brazilian Tax Considerations.

Foreign investors must be registered with the Brazilian Internal Revenue Service ( *Receita Federal* ) pursuant to the Nominative Instruction 1,183, dated as of August 19, 2011. This registration process is undertaken by the investor's legal representative in Brazil.

## **Taxation**

The following summary contains a description of the material Brazilian and U.S. federal income tax consequences of the purchase, ownership and disposition of class A preferred shares and ADSs, but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase any such securities.

There is at present no income tax treaty between Brazil and the United States.

**The description below is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, ownership and disposition of class A preferred shares or ADSs. Prospective purchasers of our class A preferred shares or ADSs are advised to consult their own tax advisors in respect of the consequences that the purchase, ownership or disposition of our class A preferred shares or ADSs might trigger under the laws of Brazil, the United States or any other jurisdiction in light of their particular investment circumstances.**

### *Brazilian Tax Considerations*

The following discussion summarizes the material Brazilian tax consequences of the acquisition, ownership and disposition of class A preferred shares or ADSs by an individual, entity, trust or organization that is not domiciled or resident in Brazil for purposes of Brazilian taxation and, in the case of a holder of class A preferred shares, which has

registered its investment with the Central Bank, or a non-resident holder. The following discussion is based upon the tax laws of Brazil as in effect on the date of this annual report, which are subject to change, with possible retroactive effect, and to differing interpretation. Furthermore, the following discussion does not specifically address all of the Brazilian tax considerations applicable to any particular non-resident holder, and each non-resident holder should consult his or her own tax advisor concerning the Brazilian tax consequences of an investment in any of such securities.

## **Table of Contents**

### *Acquisition of ADSs or Class A Preferred Shares*

The acquisition of ADSs or class A preferred shares by non- resident holders is not a taxable event in Brazil. See *Taxation of Gains Outside Brazil* for further information on the tax implications arising from the exchange of existing class A preferred shares for ADSs, as well as those arising from the exchange of ADSs for class A preferred shares.

### *Taxation of Dividends*

Dividends paid by a Brazilian corporation with respect to profits generated as of January 1, 1996, including dividends paid in kind to the depository in respect of our class A preferred shares underlying the ADSs or to a non- resident holder in respect of class A preferred shares, are not subject to withholding income tax in Brazil.

Dividends paid from profits generated before January 1, 1996 may be subject to Brazilian withholding income tax at variable rates, according to the tax legislation applicable to each corresponding year.

### *Interest on Shareholders' Equity*

Distributions of interest on our shareholders' equity in respect of our class A preferred shares or the ADSs are subject to Brazilian withholding tax at the rate of 15% or 25% in the case of a non-resident holder domiciled in a country or location or other jurisdiction (1) that does not impose income tax, (2) where the maximum income tax rate is lower than 20%, or (3) the laws of which do not allow access to information related to the composition of shareholders, ownership of investments or identification of beneficial owners of earnings attributed to non-residents, or a tax favorable jurisdiction.

Since 1997 and in accordance with Law No. 9,249/95 and Law No. 9,430/96, we have been permitted to deduct these distributions for purposes of calculating the CSLL and the corporate income taxes that we owe, provided that each such distribution is approved by our shareholders in a general meeting and complies with the limits established by Brazilian tax legislation.

Payments of interest on shareholders' equity may be included, at their net value, as part of any mandatory dividend. To the extent payment of interest on shareholders' equity is so included, the corporation is required to distribute to shareholders an additional amount to ensure that the net amount received by them, after payment of the applicable withholding income tax plus the amount of declared dividends, is at least equal to the mandatory dividend.

### *Taxation of Gains Outside Brazil*

According to Brazilian Law No. 10,833/03, gains realized on the disposition or sale of assets located in Brazil are subject to income tax in Brazil, regardless of whether the sale or the disposition is made by the non-resident holder to a Brazilian resident or to another non-resident of Brazil, as follows: the acquiror, individual or legal entity resident or domiciled in Brazil, or the acquiror's attorney-in-fact, when such acquiror is resident or domiciled abroad, shall be responsible for the retention and payment of the income tax applicable to capital gains under Article 18 of Law 9,249 of December 26, 1995 earned by the individual or legal entity resident or domiciled abroad who disposes of property located in Brazil.

Holders of the ADSs outside of Brazil may have grounds to assert that Brazilian Law No. 10,833/03 does not apply to sales or other dispositions of ADSs as ADSs are not assets located in Brazil. However, the sale or other disposition of class A preferred shares abroad may be subject to the provisions of Brazilian Law No. 10,833/03. Any capital gains arising from sales or other dispositions outside Brazil would be subject to Brazilian income tax at the rate of 15% or

25% if the investor is located in a Tax Favorable Jurisdiction. Brazilian Law No. 10,833/03 requires the purchaser of our class A preferred shares outside Brazil or its attorney-in-fact in Brazil to withhold the income tax. A disposition of class A preferred shares can only occur abroad if any investor decides to cancel its investment in ADSs and register the underlying class A preferred shares as a direct foreign investment under Law No. 4,131/62.

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**Table of Contents***Taxation of Gains in Brazil*

The exchange of ADSs for class A preferred shares is not subject to Brazilian tax. Upon receipt of the underlying class A preferred shares in exchange of ADSs, a non-resident investor will be entitled to register with the Central Bank the U.S. dollar value of such shares as a foreign portfolio investment under Resolution No. 2,689/00. See Exchange Controls and Tax on Foreign Exchange and on Bonds and Securities Transactions Registered Capital. The sale or disposition of class A preferred shares on a Brazilian stock exchange is exempt from capital gains tax, provided that such shares are held by a non-resident holder that (1) has registered its investment in Brazil with the Central Bank under the rules of under Resolution No. 2,689/00, or a 2,689 Holder, and (2) is not resident or domiciled in a tax favorable jurisdiction. Upon receipt of the underlying class A preferred shares, a non-resident holder is also entitled to register with the Central Bank the U.S. dollar value of such shares as a foreign direct investment under Law 4,131/62. See Exchange Controls and Tax on Foreign Exchange and on Bonds and Securities Transactions Registered Capital. 15% capital gains tax is applicable to the sale or other disposition of preferred class A shares in Brazil where such shares are held by a non-resident holder as a foreign direct investment and the transaction is executed outside a Brazilian stock exchange. If the non-resident holder is domiciled in a tax favorable jurisdiction and the disposition of the preferred class A shares is executed outside a Brazilian stock exchange, the income tax rate will be 25%.

If the sale or other disposition of such shares is carried out on a Brazilian stock exchange, the capital gains on the sale or disposition will be taxed at a rate of 15%. This 15% rate applies to all transactions carried out on a Brazilian stock exchange by non-resident holders regardless of whether or not they are domiciled in tax favorable jurisdiction (except to gains realized by a 2,689 Holder that is not resident or domiciled in a tax favorable jurisdiction as described above). In these transactions, the gain realized is calculated based on the amount registered with the Central Bank. As of January 1, 2005, a withholding tax of 0.005% will also be assessed on the sales price or other disposition value of shares sold or disposed of in transactions carried out on a Brazilian stock exchange. The withholding tax, to be offset against tax due on eventual capital gain, must be withheld by one of the following entities: (1) the agent receiving the sale or disposition order from the client; (2) the stock exchange responsible for registering the transactions; or (3) the entity responsible for the settlement and payment of the transactions. Such withholding does not apply to a 2,689 Holder that is not a resident of or domiciled in a favorable tax jurisdiction.

The deposit of class A preferred shares in exchange for ADSs is not subject to Brazilian tax, provided that these shares are held by the non-resident holder as a foreign portfolio investment under Resolution No. 2,689/00. In the event our class A preferred shares are held by the non-resident holder as a foreign direct investment under Law No. 4,131/62, the deposit of these shares in exchange for ADSs is subject to payment of Brazilian capital gains tax at the rate of 15% (25% in the case of a non-resident holder located in a tax favorable jurisdiction).

The current preferential treatment for non-resident holders of ADSs and non-resident holders of class A preferred shares under Resolution No. 2,689/00 may not continue in the future.

Any exercise of preemptive rights relating to our class A preferred shares will not be subject to Brazilian taxation. Gains on the sale or assignment of preemptive rights relating to our class A preferred shares by the depositary may be subject to Brazilian taxation. Tax authorities may attempt to tax such gains even when the sale or assignment of such rights takes place outside Brazil, based on the provisions of Law No. 10,833/03. These authorities may allege that the preemptive rights relate to assets located in Brazil (the class A preferred shares) and require payment of capital gains tax at the rate of 15% (or 25% if the beneficiary of the payments is resident of a tax favorable jurisdiction). If the preemptive rights are assigned or sold in Brazil, capital gains tax will apply at a rate of 15% (or 25% in the case of a non-resident holder located in a tax favorable jurisdiction). Sales or assignments of preemptive rights effected on Brazilian stock exchanges are exempt from income tax, provided that such preemptive rights relate to shares registered as a foreign portfolio investment under Resolution No. 2,689/00 and the 2,689 Holder is not a resident of or

domiciled in a tax favorable jurisdiction.

*Other Brazilian Taxes*

There are no Brazilian inheritance, gift or succession taxes applicable to the ownership, transfer or disposition of class A preferred shares or ADSs by a non-resident holder except for gift and inheritance imposed by some states of Brazil on gifts made or inheritances bestowed by individuals or entities not resident or domiciled in Brazil or domiciled within the state to individuals or entities resident or domiciled within such state in Brazil. There are no Brazilian stamp, issue, registration or similar taxes or duties payable by holders of class A preferred shares or ADSs.

**Table of Contents*****Tax on Foreign Exchange and on Bonds and Securities Transactions******Foreign Exchange Transactions***

Pursuant to Decree 6,306 of December 14, 2007, as amended, or Decree 6,306/07, the conversion of Brazilian currency into foreign currency (e.g., for purposes of paying dividends and interest) and on the conversion of foreign currency into Brazilian currency may be subject to the IOF/Exchange Tax. Currently, for most exchange transactions, the rate of IOF/Exchange is 0.38%. This is the rate applicable to the inflow and outflow of foreign direct investments for companies in Brazil according to Law 4,131/62 (other than trading portfolio investments in securities under Resolution 2,689/00).

The IOF/Exchange Tax levies a 6% flat rate on capital inflows from non-residents who invest in the Brazilian stock exchange, futures and commodities exchanges, including inflows that serve as margin guarantees in these transactions. As of December 2011, however, the 6.0% rate was reduced to 0% on the following capital inflows from non-residents: (1) investments in securities bearing a variable rate of return that are purchased on the Brazilian stock exchange, futures and commodities exchanges; (2) acquisition of stocks in public offerings on the Brazilian stock exchange or subscriptions of capital increases; (3) investments in Brazilian stocks using funds derived from the cancelation of depositary receipts ; (4) certain investments in private equity or emerging companies investment funds (FIP and FIEE) and funds of these funds; and (5) conversion of foreign direct investments in stocks under Law 4,131/62 into foreign investment in stocks under Resolution 2,689/00.

In March 2012, Brazilian federal regulators clarified that the 0% rate also applies to investments in Brazilian depositary receipts representing shares of foreign companies and traded in Brazilian stock exchanges.

The IOF is 0% on the outflow of foreign investments in portfolio in Brazil under Resolution 2,689/00. The remittance abroad of dividends and interest on equity to non-Brazilian residents is subject to 0% IOF tax.

Additionally, the transfers of shares traded on the stock exchange with the purpose of enabling the issuance of ADSs are subject to the IOF/Bonds Tax at a rate of 1.5%, which is aimed at correcting an asymmetry created by the IOF/Exchange Tax.

The Brazilian government may increase the rate of the IOF/Exchange Tax to a maximum of 25% of the amount of the foreign exchange transaction at any time, but such an increase would only apply to future foreign exchange transactions. The imposition of these taxes may discourage foreign investment in shares of Brazilian companies, including our company, due to higher transaction costs, and may negatively impact the price and volatility of our ADSs and preferred shares on the NYSE and the BM&FBOVESPA.

***Registered Capital***

The amount of an investment in class A preferred shares held by a non-Brazilian holder as a foreign direct investment under Law No. 4,131/02 or a foreign portfolio investment under Resolution No. 2,689/00 or in ADSs held by the depositary representing such holder, as the case may be, is eligible for registration with the Central Bank; such registration (the amount so registered is referred to as *registered capital* ) allows the remittance outside Brazil of foreign currency, converted at the commercial market rate, acquired with the proceeds of distributions on, and amounts realized with respect to disposition of, such class A preferred shares. The registered capital for class A preferred shares purchased in the form of ADSs, or purchased in Brazil and deposited with the depositary in exchange for an ADS, is equal to their purchase price in U.S. dollars paid by the purchaser. The registered capital for class A preferred shares that are withdrawn upon surrender of ADSs is the U.S. dollar equivalent of (1) the average price of



our class A preferred shares on the Brazilian stock exchange on which the greatest number of such class A preferred shares was sold on the day of withdrawal, or (2) if no class A preferred shares were sold on such day, the average price of class A preferred shares that were sold in the fifteen trading sessions immediately preceding such withdrawal. The U.S. dollar value of our class A preferred shares is determined on the basis of the average commercial market rates quoted by the Central Bank on such date (or, if the average price of class A preferred shares is determined under clause (2) of the preceding sentence, the average of such average quoted rates on the same fifteen dates used to determine the average price of our class A preferred shares).

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**Table of Contents**

A non-Brazilian holder of class A preferred shares may experience delays in effecting the registration of registered capital, which may delay remittances abroad. Such a delay may adversely affect the amount, in U.S. dollars, received by the non-Brazilian holder. See Exchange Controls and Item 3. Key Information Risk Factors Risks Relating to Our Class A Preferred Shares and the ADSs.

***U.S. Federal Income Tax Considerations***

The following is a discussion of the material U.S. federal income tax consequences that may be relevant with respect to the acquisition, ownership and disposition of our class A preferred shares or ADSs, which are evidenced by ADRs. This description addresses only the U.S. federal income tax considerations of U.S. holders (as defined below) that will hold class A preferred shares or ADSs as capital assets. This description does not address tax considerations applicable to holders that may be subject to special tax rules, such as banks, financial institutions, insurance companies, real estate investment trusts, grantor trusts, regulated investment companies, dealers or traders in securities or currencies, tax-exempt entities, pension funds, persons that received our class A preferred shares or ADSs pursuant to an exercise of employee stock options or rights or otherwise as compensation for the performance of services, persons that will hold our class A preferred shares or ADSs as a position in a straddle or as a part of a hedging, conversion or other risk reduction transaction for U.S. federal income tax purposes, persons that have a functional currency other than the U.S. dollar, persons that will own our class A preferred shares or ADSs through partnerships or other pass through entities, holders subject to the alternative minimum tax, certain former citizens or long-term residents of the United States or holders that own (or are deemed to own) 10% or more (by voting power) of our shares.

This description does not address any state, local or non-U.S. tax consequences of the acquisition, ownership and disposition of our class A preferred shares or ADSs. Moreover, this description does not address the consequences of any U.S. federal tax other than income tax, including but not limited to the U.S. federal estate and gift taxes. This description is based on (1) the Internal Revenue Code of 1986, as amended (the Code), existing, proposed and temporary U.S. Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date of this annual report and (2), in part, on the representations of the depository and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms. All of the foregoing are subject to change, which change could apply retroactively and could affect the tax consequences described below.

As used below, a U.S. holder is a beneficial owner of a class A preferred share or ADS that is, for U.S. federal income tax purposes, (1) an individual citizen or resident of the United States, (2) a corporation organized under the laws of the United States, any state thereof or the District of Columbia, (3) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (4) a trust if (i) a court within the United States is able to exercise primary supervision over its administration and (ii) one or more U.S. persons have the authority to control all of the substantial decisions of such trust. As used below, a Non-U.S. holder is a beneficial owner of a class A preferred share or ADS that is neither a U.S. holder nor a partnership (or other entity treated as a partnership for U.S. federal income tax purposes).

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds class A preferred shares or ADSs, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. A partnership or its partners should consult their tax advisor as to its tax consequences.

The class A preferred shares will be treated as equity for U.S. federal income tax purposes. In general, for U.S. federal income tax purposes, a holder of an ADR evidencing an ADS will be treated as the beneficial owner of our class A

preferred shares represented by the applicable ADS. The U.S. Treasury Department has expressed concern that depositories for ADSs, or other intermediaries between the holders of shares of an issuer and the issuer, may be taking actions that are inconsistent with the claiming of U.S. foreign tax credits by U.S. holders of such receipts or shares. Such actions include, for example, a pre-release of an ADS by a depository. Accordingly, the analysis regarding the availability of a U.S. foreign tax credit for Brazilian taxes, the sourcing rules and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below could be affected by future actions that may be taken by the U.S. Treasury Department.

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**Table of Contents***Taxation of Dividends*

Subject to the discussion under *Passive Foreign Investment Company Rules*, in general, the gross amount of a distribution made with respect to a class A preferred share or ADS (which for this purpose shall include distributions of interest attributable to shareholders' equity before any reduction for any Brazilian taxes withheld therefrom) will, to the extent made from the current or accumulated earnings and profits of our company, as determined under U.S. federal income tax principles, constitute a dividend to a U.S. holder for U.S. federal income tax purposes.

Non-corporate U.S. holders may be taxed on dividends from a qualified foreign corporation at the lower rates applicable to long-term capital gains (*i.e.*, gains with respect to capital assets held for more than one year). A foreign corporation is treated as a qualified foreign corporation with respect to dividends received from that corporation on shares or ADSs that are readily tradable on an established securities market in the United States. U.S. Treasury Department guidance indicates that the ADSs (which are listed on the NYSE), but not our class A preferred shares, are readily tradable on an established securities market in the United States. Thus, subject to the discussion below under

*Passive Foreign Investment Company Rules*, dividends that we pay on the ADSs, but not on our class A preferred shares, currently meet the conditions required for these reduced tax rates. There, however, can be no assurance that the ADSs will be considered readily tradable on an established securities market in later years. Furthermore, a U.S. holder's eligibility for such preferential rate is subject to certain holding period requirements and the non-existence of certain risk reduction transactions with respect to the ADSs. Such dividends will not be eligible for the dividends received deduction generally allowed to corporate U.S. holders. Subject to the discussion below under *Passive Foreign Investment Company Rules*, if a distribution exceeds the amount of our company's current and accumulated earnings and profits, it will be treated as a non-taxable return of capital to the extent of the U.S. holder's tax basis in our class A preferred share or ADS on which it is paid and thereafter as capital gain. Our company does not maintain calculations of our earnings and profits under U.S. federal income tax principles. Therefore, U.S. holders should expect that distributions by our company generally will be treated as dividends for U.S. federal income tax purposes.

A dividend paid in *reais* will be includible in the income of a U.S. holder at its value in U.S. dollars calculated by reference to the prevailing spot market exchange rate in effect on the day it is received by the U.S. holder in the case of our class A preferred shares or, in the case of a dividend received in respect of ADSs, on the date the dividend is received by the depositary, whether or not the dividend is converted into U.S. dollars. Assuming the payment is not converted at that time, the U.S. holder will have a tax basis in *reais* equal to that U.S. dollar amount, which will be used to measure gain or loss from subsequent changes in exchange rates. Any gain or loss realized by a U.S. holder that subsequently sells or otherwise disposes of *reais*, which gain or loss is attributable to currency fluctuations after the date of receipt of the dividend, will be ordinary gain or loss. The amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution.

The gross amount of any dividend paid (which will include any amounts withheld in respect of Brazilian taxes) with respect to a class A preferred share or ADS will be subject to U.S. federal income taxation as foreign source dividend income, which may be relevant in calculating a U.S. holder's foreign tax credit limitation. Subject to limitations under U.S. federal income tax law concerning credits or deductions for foreign taxes and certain exceptions for short-term and hedged positions, any Brazilian withholding tax will be treated as a foreign income tax eligible for credit against a U.S. holder's U.S. federal income tax liability (or at a U.S. holder's election, may be deducted in computing taxable income if the U.S. holder has elected to deduct all foreign income taxes for the taxable year). The limitation on foreign taxes eligible for the U.S. foreign tax credit is calculated separately with respect to specific baskets of income. For this purpose, the dividends should generally constitute passive category income, or in the case of certain U.S. holders, general category income. The rules with respect to foreign tax credits are complex, and U.S. holders are urged to consult their own tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Subject to the discussion under Information Reporting and Backup Withholding, a Non-U.S. holder of class A preferred shares or ADSs generally will not be subject to U.S. federal income or withholding tax on dividends received on such shares or ADSs, unless such income is effectively connected with the conduct by such Non-U.S. holder of a trade or business in the United States.

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**Table of Contents***Sale, Exchange or Other Disposition of Class A Preferred Shares or ADSs*

A deposit or withdrawal of class A preferred shares by a holder in exchange for an ADS that represents such shares will not result in the realization of gain or loss for U.S. federal income tax purposes. A U.S. holder generally will recognize capital gain or loss upon a sale, exchange or other disposition of a class A preferred share or ADS held by the U.S. holder or the depositary, as the case may be, in an amount equal to the difference between the U.S. holder's adjusted basis in our class A preferred share or ADS (determined in U.S. dollars) and the U.S. dollar amount realized on the sale, exchange or other disposition. If a Brazilian tax is withheld on the sale, exchange or other disposition of a share, the amount realized by a U.S. holder will include the gross amount of the proceeds of that sale, exchange or other disposition before deduction of the Brazilian tax. In the case of a non-corporate U.S. holder, the maximum marginal U.S. federal income tax rate applicable to capital gain will generally be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income (other than, as discussed above, certain dividends) if such holder's holding period for such class A preferred share or ADS exceeds one year (i.e., such gain is a long-term capital gain). Capital gain, if any, realized by a U.S. holder on the sale or exchange of a class A preferred share or ADS generally will be treated as U.S. source income for U.S. foreign tax credit purposes. Consequently, in the case of a disposition or deposit of a class A preferred share or ADS that is subject to Brazilian tax, the U.S. holder may not be able to use the foreign tax credit for that Brazilian tax unless it can apply the credit against U.S. tax payable on other income from foreign sources in the appropriate income category, or, alternatively, it may take a deduction for the Brazilian tax if it elects to deduct all of its foreign income taxes. The deductibility of capital losses is subject to limitations under the Code.

The initial tax basis of class A preferred shares or ADSs to a U.S. holder is the U.S. dollar value of the *reais*-denominated purchase price determined on the date of purchase. If our class A preferred shares or ADSs are treated as traded on an established securities market, a cash basis U.S. holder, or, if it elects, an accrual basis U.S. holder, will determine the dollar value of the cost of such class A preferred shares or ADSs by translating the amount paid at the spot rate of exchange on the settlement date of the purchase. The conversion of U.S. dollars to *reais* and the immediate use of that currency to purchase class A preferred shares or ADSs generally will not result in taxable gain or loss for a U.S. holder.

With respect to the sale or exchange of class A preferred shares or ADSs, the amount realized generally will be the U.S. dollar value of the payment received determined on (1) the date of receipt of payment in the case of a cash basis U.S. holder and (2) the date of disposition in the case of an accrual basis U.S. holder. If our class A preferred shares or ADSs are treated as traded on an established securities market, a cash basis taxpayer, or, if it elects, an accrual basis taxpayer, will determine the U.S. dollar value of the amount realized by translating the amount received at the spot rate of exchange on the settlement date of the sale.

Subject to the discussion below under Information Reporting and Backup Withholding, a Non-U.S. holder of class A preferred shares or ADSs generally will not be subject to U.S. federal income or withholding tax on any gain realized on the sale or exchange of such shares or ADSs unless (1) such gain is effectively connected with the conduct by such Non-U.S. holder of a trade or business in the United States or (2) in the case of any gain realized by an individual Non-U.S. holder, such holder is present in the United States for 183 days or more in the taxable year of such sale or exchange and certain other conditions are met.

*Passive Foreign Investment Company Rules*

A Non-U.S. corporation will be classified as a passive foreign investment company, or a PFIC, for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules, either (1) at least 75 percent of its gross income is passive income or (2) at least 50 percent of the average value of its gross assets is

attributable to assets that produce passive income or is held for the production of passive income. Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions.

Based on certain estimates of its gross income and gross assets and the nature of its business, our company believes that it will not be classified as a PFIC for its taxable year ending December 31, 2015. The company's status in future years will depend on its assets and activities in those years. The company has no reason to believe that its assets or activities will change in a manner that would cause it to be classified as a PFIC for the taxable year ended

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**Table of Contents**

December 31, 2015 or any future year, but there can be no assurance that the company will not be considered a PFIC for any taxable year. If we were a PFIC, a U.S. holder of class A preferred shares or ADSs generally would be subject to imputed interest charges and other disadvantageous tax treatment with respect to any gain from the sale or exchange of, and certain distributions with respect to, the shares or ADSs (including the loss of the potential reduced tax rate on certain dividends described above).

If we were a PFIC, a U.S. holder of class A preferred shares or ADSs could make a variety of elections that may alleviate certain of the tax consequences referred to above, and one of these elections may be made retroactively. However, it is expected that the conditions necessary for making certain of such elections will not apply in the case of the class A preferred shares or ADSs. U.S. holders should consult their own tax advisors regarding the tax consequences that would arise if the company were treated as a PFIC.

If a U.S. holder owns our class A preferred shares or ADSs during any year in which we were a PFIC, the U.S. holder generally must file IRS Form 8621 with respect to our company, generally with the U.S. holder's federal income tax return for that year. If our company was a PFIC for a given taxable year, then U.S. holders of class A preferred shares or ADSs should consult their tax advisor concerning their annual filing requirements.

*Medicare Tax on Net Investment Income*

Certain U.S. Holders who are individuals, estates or trusts are required to pay an additional 3.8% tax on, among other things, dividends and capital gains for the sale or other disposition of class A preferred shares and ADSs.

*Foreign Asset Reporting*

Pursuant to the Hiring Incentives to Restore Employment Act of 2010 and recently promulgated temporary regulations thereunder, certain U.S. holders who are individuals are required to report information relating to an interest in our class A preferred shares or ADSs, subject to certain exceptions (including an exception for shares or ADSs held in custodial accounts maintained with a financial institution). U.S. holders of the class A preferred shares or ADSs are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of our class A preferred shares or ADSs.

*Information Reporting and Backup Withholding*

U.S. backup withholding tax and information reporting requirements generally apply to certain payments to certain non-corporate holders of shares. Information reporting generally will apply to payments of dividends on, and to proceeds from the sale or redemption of, our class A preferred shares or the ADSs made within the United States or by a U.S. payor or U.S. middleman to a holder of our class A preferred shares or the ADSs, other than an exempt recipient, including a corporation, a payee that is not a U.S. person that provides an appropriate certification and certain other persons. Backup withholding tax will apply to any payments of dividends on, or the proceeds from the sale or redemption of, class A preferred shares or the ADSs within the United States or by a U.S. payor or U.S. middleman to a holder, other than an exempt recipient, if such holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding tax requirements. The backup withholding tax rate is 28%.

Backup withholding is not an additional tax. Holders generally will be entitled to credit any amounts withheld under the backup withholding rules against their U.S. federal income tax liability or a refund of the amounts withheld provided the required information is furnished to the IRS in a timely manner.



**The above description is not intended to constitute a complete analysis of all tax consequences relating to ownership and disposition of class A preferred shares or ADSs. Prospective purchasers should consult their own tax advisors concerning the tax consequences of their particular situations.**

## **Table of Contents**

### **Documents on Display**

Statements contained in this annual report regarding the contents of any contract or other document filed as an exhibit to this annual report summarize their material terms, but are not necessarily complete, and each of these statements is qualified in all respects by reference to the full text of such contract or other document.

We are subject to the periodic reporting and other informational requirements of the Exchange Act applicable to a foreign private issuer. Accordingly, we are required to file with or furnish to the SEC, reports and other information, including annual reports on Form 20-F and reports on Form 6-K.

As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and members of our board of directors and board of executive officers and our principal shareholders are exempt from reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, as a foreign private issuer, we will not be required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

You may inspect and copy reports and other information that we file with or furnish to the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Washington D.C. 20549. Copies of these materials may be obtained by mail from the SEC's Public Reference Room at prescribed rates. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at 1-800-SEC-0330. In addition, the SEC maintains an internet website at [www.sec.gov](http://www.sec.gov) from which you can electronically access these materials.

We also file financial statements and other periodic reports with the CVM, which are available for investor inspection at the CVM's offices located at Rua Sete de Setembro, 111, 2nd floor, Rio de Janeiro, RJ, and Rua Cincinato Braga, 340, 2nd, 3rd and 4th floors, São Paulo, SP. The telephone numbers of the CVM in Rio de Janeiro and São Paulo are +55-21-3554-8686 and +55-11-2146- 2097, respectively.

Copies of our annual report on Form 20-F and documents referred to in this annual report and our by-laws are available for inspection upon request at our headquarters at Rua Lemos Monteiro, 120 24° andar, Butantã São Paulo SP, CEP 05501-050, Brazil. Our filings are also available to the public through the internet at our website at [www.braskem.com.br](http://www.braskem.com.br). The information included on our website or that might be accessed through our website is not included in this annual report and is not incorporated into this annual report by reference.

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**Table of Contents**

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risks arising from our normal business activities. These market risks, which are beyond our control, principally involve the possibility that changes in interest rates, exchange rates or commodity prices will adversely affect the value of our financial assets and liabilities or future cash flows and earnings. Market risk is the potential loss arising from adverse changes in market rates and prices.

In order to mitigate the market risks to which we are exposed, we have used, and we may use, foreign currency, interest rate and commodity derivative instruments, as well as cash and receivables. As of December 31, 2015, we had non-deliverable forward, cross-currency and interest rate swaps with an aggregate notional amount of R\$2,696 million in addition to R\$5,127 million related to Project Ethylene XXI. These cross-currency and interest rate swaps match certain of our foreign currency-denominated debt obligations.

It is our policy to assess the potential and consolidated impact of market risks and to mitigate assessed risks in accordance with our risk management policy.

On August 9, 2010, our board of directors adopted a new risk management policy covering our cash flow management and liquidity, investment of cash and cash equivalents, funding activities and guarantees, and management of foreign exchange and commodity risks. This policy reflects our conservative financial practices and risk management procedures. Its objective is to manage and anticipate risks by continuously evaluating several key factors, including the risk-adjusted return of our business strategies, the overall financial health of the company, any financial operations we have with related parties, our ratings, counterparty risk and hedging strategy. Additionally, the policy aims to ensure the alignment of the objectives of the teams involved in risk management with the overall objectives of Braskem.

We do not enter into derivative transactions for speculative purposes.

As of December 31, 2015, we had R\$4,888.4 million in foreign currency-denominated cash, cash equivalents and financial investments, which may partially offset the effects of any depreciation of the real against the foreign currency on our ability to service our foreign currency-denominated debt to the extent of these foreign currency-denominated cash equivalents and other investments.

***Interest Rate Risk***

Our variable interest rate exposure is primarily subject to the variations of the LIBOR rate and, for *real*-denominated borrowings and short-term cash investments, variations of the TJLP rate and the CDI rate.

With respect to Brazilian interest rates:

the short-term domestic CDI rate increased to 14.14% per annum as of December 31, 2015 from 11.1% per annum as of December 31, 2014 and 9.8% per annum as of December 31, 2013; and

the TJLP increased to 7.0% per annum as of December 31, 2015 from 5.0% per annum as of December 31, 2014 and remained stable at 5.0% per annum as of December 31, 2013.



**Table of Contents**

The table below provides information about our significant interest-rate sensitive instruments:

	Payment Schedule Breakdown by Type of Interest Rate As of December 31, 2015 Expected Maturity Date						Total	Fa
	2016	2017	2018	2019	2020	Thereafter		Valu
	(in millions of <i>reais</i> , unless otherwise indicated)							
<b>ies:</b>								
nd financings (excluding debentures) (2):								
ate, denominated in U.S. dollars	543.2	218.2	3,769.8	292.9	2,138.6	11,704.6	18,667.3	16.0
e interest rate	4.6%	8.0%	7.4%	7.9%	7.1%	6.2%		
e rate, denominated in U.S. dollars	251.2	192.4	731.1	1,441.8	90.2	157.0	2,863.6	2.8
e interest rate (over LIBOR)	2.1%	1.9%	1.6%	1.7%	1.3%	1.1%		
n Idesa Financing fixed rate, nated in U.S. dollars	100.9	192.3	219.7	226.3	255.4	1,995.7	2,990.3	2.9
e interest rate	4.9%	4.9%	4.9%	4.8%	4.8%	4.8%		
n Idesa Financing variable rate, nated in U.S. dollars	226.3	518.8	642.8	667.1	788.8	6,616.5	9,460.3	9.4
e interest rate	4.1%	4.0%	3.9%	3.9%	3.9%	4.0%		
ate, denominated in <i>reais</i>	467.0	574.6	191.9	160.0	107.6	186.6	1,687.7	1.6
e interest rate	6.9%	7.0%	5.4%	5.6%	6.1%	6.7%		
e rate, denominated in <i>reais</i>	611.8	517.2	401.4	309.0	173.5	54.3	2,067.3	2.0
e interest rate (over TJLP)	2.9%	2.8%	2.8%	2.8%	2.7%	2.6%		
e rate, denominated in <i>reais</i>	50.0	151.8	185.1	1,031.7	178.3	145.0	1,741.9	1.7
e interest rate (over CDI)	107.6%	104.8%	105.4%	111.3%	105.6%	105.0%		
e rate, denominated in <i>reais</i>	81.4	117.8	120.0	116.3	98.0	43.0	576.4	5
e interest rate (over SELIC)	2.7%	2.6%	2.6%	2.6%	2.6%	2.4%		
<b>ans and financings</b>	<b>2,331.8</b>	<b>2,483.1</b>	<b>6,261.7</b>	<b>4,245.1</b>	<b>3,830.4</b>	<b>20,902.7</b>	<b>40,054.9</b>	<b>37,4</b>
nd cash equivalents and other instruments:								
ate, denominated in foreign currency	4,888.4						4,888.4	4,8
e rate, denominated in <i>reais</i>	2,484.7					113.9	2,598.7	2,5
<b>ash and cash equivalents and other ents</b>	<b>7,373.1</b>					<b>113.9</b>	<b>7,487.1</b>	<b>7,4</b>

1) Represents the net present value of the future cash flows from the obligations converted into *reais* at fair market value as of December 31, 2015.

(2) Does not include the aggregate amount of R\$426.9 million related to transaction costs

In the event that the average interest rate applicable to our financial assets and debt in 2016 were 1% higher than the average interest rate in 2015, our financial income would increase by approximately R\$74.9 million and our financial expenses would increase by approximately R\$400.5 million.

**Foreign Currency Exchange Rate Risk**

Our liabilities that are exposed to foreign currency exchange rate risk are primarily denominated in U.S. dollars. To partially offset our risk of any devaluation of the real against the U.S. dollar, we currently maintain available liquid resources denominated in U.S. dollars and may enter into derivative contracts. Additionally, in order to provide a better representation of the actual exchange rate risk related to future exports, we designated part of our U.S. dollar-denominated liabilities as a hedging instrument, using the hedge accounting treatment on May 1, 2013. We borrow in the international markets to support our operations and investments; we are exposed to market risks from changes in foreign exchange rates and interest rates.

**Table of Contents**

The table below provides information about our significant foreign currency exposures:

<b>Payment Schedule Breakdown by Currency</b>								<b>Fair Value(1)</b>
<b>As of December 31, 2015 Expected Maturity Date</b>								
	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>Thereafter</b>	<b>Total</b>	
	<b>(in millions of reals)</b>							
<b>Liabilities:</b>								
Loans, financings and trade payables:								
Loans and financings denominated in U.S. dollars (2)								
	1,121.6	1,121.7	5,363.4	2,628.1	3,273.0	20,473.8	33,981.6	31,411.8
Accounts payable denominated in U.S. dollars								
	8,488.5						8,488.5	8,488.5
<b>Total loans, financings and trade payables</b>	<b>9,610.1</b>	<b>1,121.7</b>	<b>5,363.4</b>	<b>2,628.1</b>	<b>3,273.0</b>	<b>20,473.8</b>	<b>42,470.0</b>	<b>39,900.3</b>
<b>Assets:</b>								
Cash and cash equivalents and other investments denominated in foreign currency								
Denominated in foreign currency								
	4,888.4						4,888.4	4,888.4
<b>Total cash and cash equivalents and other investments</b>	<b>4,888.4</b>						<b>4,888.4</b>	<b>4,888.4</b>
<b>Hedge Accounting:</b>								
Hedge Accounting designated Exports								
	3,605.1	3,950.9	3,939.1	3,759.5	3,871.3	19,710.5	38,836.3	38,836.3

(1) Represents the net present value of the future cash flows from the obligations converted into *reals* at fair market value as of December 31, 2015.

(2) Does not include the aggregate amount of R\$410.4 million related to transaction costs

Our foreign currency exposures give rise to market risks associated with exchange rate movements of the real against the U.S. dollar. Foreign currency-denominated liabilities as of December 31, 2015 consisted primarily of U.S. dollar-denominated debt. Our U.S. dollar-denominated debt, net of transaction costs, including short-term debt and current portion of long-term debt, was R\$33,571.2 million (US\$8,597.4 million) as of December 31, 2015 and R\$21,515.5 million (US\$8,100.1 million) as of December 31, 2014. This foreign currency exposure is represented by debt in the form of notes, bonds, pre-export finance facilities and working capital loans. In addition, this indebtedness includes the aggregate amount of R\$12,277.4 million (US\$3,144.2 million) outstanding as of December 31, 2015 in connection with the Braskem Idesa Financing. Our cash and funds available in U.S. dollars partially protect us against exposure arising from the U.S. dollar-denominated debt. Similarly, revenues from future sales and exports partially offset this foreign currency exposure for U.S. dollar-denominated debt, and we therefore adopted hedge accounting

treatment to provide a better representation of our actual exposure.

In 2016, Braskem begins to recognize the exchange rate variation, held on Other Comprehensive Income , to the income statement, following the future sales and exports designation schedule (For further information, see note 16.3 of our consolidated financial statements elsewhere in this annual report).



**Table of Contents**

In the event that the real were to devalue by 10% against the U.S. dollar during 2016 as compared to the real/U.S. dollar exchange rate as of December 31, 2015, our financial expenses indexed to the dollar in 2016 would increase by approximately R\$3,398.2 million, and our financial income would increase by approximately R\$488.8 million.

***Commodity Prices***

We do not currently hedge our main exposure to changes in prices of naphtha, our principal raw material, which are linked to international market prices denominated in U.S. dollars of naphtha and other petroleum derivatives. We do not hedge this main exposure, in part, because a portion of our sales are exports payable in foreign currencies and linked to the international market prices of these commodities denominated in U.S. dollars and, in part, because the prices of our polyethylene, polypropylene and PVC products sold in domestic markets generally reflect changes in the international market prices of these products denominated in U.S. dollars, converted into *reais*. In periods of high volatility in the U.S. dollar price of naphtha or the *real*/U.S. dollar exchange rate, there is usually a lag between the time that the U.S. dollar price of naphtha increases or the U.S. dollar appreciates and the time that we can effectively pass on the resulting increased cost in *reais* to our customers in Brazil. Accordingly, if the U.S. dollar price of naphtha increases precipitously or the *real* devalues precipitously against the U.S. dollar in the future, we may not immediately be able to pass on all of the corresponding increases in our naphtha costs to our customers in Brazil, which could materially adversely affect our results of operations and financial condition. See Item 3. Key Information Risk Factors Risks Relating to Our Company and the Petrochemical Industry.

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**Table of Contents**

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

The depositary, JP Morgan Chase Bank, NA, collects its fees for the delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs or from intermediaries acting for them. The depositary also collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

Persons depositing or withdrawing shares must pay:

U.S.\$5.00 for each 100 ADSs (or portion thereof) issued, delivered, reduced, cancelled or surrendered (as the case may be) plus any additional fees charged by any governmental authorities or other institutions such as the Companhia Brasileira de Liquidação e Custódia (the Brazilian Clearing and Depository Corporation);

a fee of U.S.\$0.05 or less per ADS for any Cash distribution made pursuant to the Deposit Agreement;

a fee of U.S.\$1.50 per ADR or ADRs for transfers made pursuant to paragraph;

a fee for the distribution or sale of securities;

an aggregate fee of U.S.\$0.05 or less per ADS per calendar year (or portion thereof) for services performed by the Depositary in administering the ADRs;

a fee for the reimbursement of such fees, charges and expenses as are incurred by the Depositary and/or any of its agents; and

transfer or registration fees for the registration or transfer of Deposited Securities on any applicable register in connection with the deposit or withdrawal of Deposited Securities.

During the year ended December 31, 2015, we received from the depositary of our ADSs approximately US\$800,000, which was used for general corporate purposes such as the payment of costs and expenses associated with (1) the preparation and distribution of proxy materials, (2) the preparation and distribution of marketing materials and (3) consulting and other services related to investor relations.

**Table of Contents**

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not applicable.

**ITEM 15. CONTROLS AND PROCEDURES**

Our management has identified material weaknesses in our internal control over financial reporting, which we describe in the Management's Report on Internal Control over Financial Reporting (Restated) . In addition, our management has analyzed these material weaknesses, made all necessary adjustments in our consolidated financial statements, and concluded that our consolidated financial statements fairly present, in all material respects, our financial condition, results of operations and cash flows at and for the periods presented, and the impact of all facts known to our management to date has been reflected in the consolidated financial statements.

**Disclosure Controls and Procedures**

Disclosure controls and procedures refers to the controls and other procedures adopted by us that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures.

Our management, including our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2015. At the time that our Annual Report on Form 20-F for the year ended December 31, 2015 was filed on May 5, 2016, and at the time that it was subsequently amended on May 9, 2016, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2015. Subsequent to those evaluations, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2015 due to the existence of the material weaknesses in our internal control over financial reporting described below.

**Management's Report on Internal Control over Financial Reporting (Restated) and Report of Independent Registered Public Accounting Firm**

**Table of Contents**

Material Weaknesses in Internal Control over Financial Reporting

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis. During our assessment of internal control over financial reporting as of December 31, 2015, we identified the following material weaknesses:

Control Environment – Tone at the top: the failure to maintain an effective tone at the top as certain former executives directed or were aware of parallel procedures to override internal controls and allow our company to pay commission for services to export agents without the effective execution of such services.

Anti-corruption compliance program and controls: the failure to maintain effective anti-corruption compliance controls and programs designed to prevent and detect violations of the Foreign Corrupt Practices Act of 1977 (FCPA) and other applicable anti-corruption laws. This deficiency resulted in a restatement of the 2015 and 2014 financial statements.

Controls related to certain payments: the failure to maintain controls related to manual payments, such as commissions for services to export agents, which permit payments to be made without the appropriate services being rendered by a rightful vendor. This deficiency resulted in a restatement of the 2015 and 2014 financial statements.

Controls related to ledger accounts: the failure to maintain monitoring controls, controls over reconciliation and journal entries approval and review over the ledger accounts used to record accruals and payments of commissions to export agents. This deficiency resulted in a restatement of the 2015 and 2014 financial statements.

Controls related to ledger accounts: the failure to maintain controls related to the recording of and monitoring over in-transit inventory (naphtha) in the year-end for raw material (naphtha) import operations processed by one of the Company's consolidated subsidiaries, Braskem Netherlands. This deficiency resulted in a restatement of the 2015 financial statements.

Controls related to long-term debt presentation and disclosure: the failure in the design of controls related to non-financial covenants for long-term debt which led to an inadequate classification between long and short-term debt obligations in Braskem's consolidated subsidiary, Braskem Idesa.

These material weaknesses resulted in restatement of expenses in Income Statement, restatement of Taxes Provisions, restatement of Related Parties disclosure, restatement of inventory and restatement of trade payables.

The material weaknesses could result in a misstatement of Braskem's account balances or disclosures that would result in a material misstatement to Braskem's annual or interim consolidated financial statements that would not be prevented or detected.

Our management's report on internal control over financial reporting is included in this amended annual report on page F-2 and the opinion issued by our independent registered public accounting firm is included in the report of PricewaterhouseCoopers Auditores Independentes that is included in this annual report on pages F-3 and F-4.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the year ended December 31, 2015 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

### **Remediation Efforts**

As described below, to enhance our internal control over financial reporting, we are implementing additional internal controls and other compliance actions designed to remediate the previously described material weaknesses and to improve our control environment based on an extensive priority-based work plan. The implementation of some of these internal controls and other compliance actions is ongoing and is expected to continue through 2017. There are several remedial measures we have implemented in 2016 or are in the process of implementation during fiscal year 2017, such as:

**Table of Contents**

- (1) The establishment of the Compliance Committee in May 2016, that is formed by independent members of our Board of Directors, and its main objectives are (i) to evaluate internal controls, risk exposure and compliance with applicable laws and regulations, (ii) to monitor investigations related to ethics complaints, (iii) to approve and periodically update the Policy on Ethics, Compliance and Transparency, which addresses anti-corruption measures and related party transactions and (iv) to develop training programs for board members, senior managers and certain employees. The Compliance Committee is independent from our Board of Executive Officers, reporting directly to our Board of Directors.
- (2) In August 2016, Braskem announced the hiring of an experienced Chief Compliance Officer (CCO). The CCO reports to the Compliance Committee and has as his main duties: (i) monitoring the exposure to risks and internal control systems; (ii) managing the internal audit; (iii) supervising the Ethics Line Channel, (iv) coordinating the Ethics Committee; (v) disseminating the Code of Conduct, (vi) conducting compliance training; and (vii) supervising the corporate policies related to compliance issues.
- (3) Increasing compliance staffing for Internal Controls, Risks Management, Compliance and Internal Audit areas and resources in accordance with Compliance department and program benchmarking.
- (4) Implementation of the Internal Audit area which is responsible for an independent and objective evaluation of processes, check compliance with policies and procedures and verification of controls effectiveness and efficiency.
- (5) Establishing anticorruption clauses for contracts with third parties.
- (6) Approval by our Board of Directors of a Policy on Compliance in Acting Ethically with Integrity and Transparency, which includes our policy on anti-corruption compliance and our Policy on Related Parties Transactions.
- (7) Providing training in 2016, including to our Board of Directors, Senior Management and Legal team (key business decision-makers) and Compliance team, which is focused on reinforcing awareness of best compliance practices and the need for robustness in our internal control environment.
- (8) Implementing planning for a training program for all staff during 2017, based on personal presentations and e-learning tools.
- (9) Issuing companywide (and other more targeted) compliance messaging from our senior management to our personnel.
- (10) Publishing and providing training during 2017 of the Institutional Relations handbook, that regulates our interactions with politicians and other public officials.

- (11) Designing, enhancing and continuing to improve the vendor master data, due diligence, procurement and payment procedures and associated controls.
- (12) Implementing a new set of controls in the last quarter of 2016. Despite our conclusion that these actions are sufficient we also understand that they need to achieve further maturity in execution in order to allow us to consider these deficiencies remediated. The new set of controls include improvements in the processes that presented vulnerabilities in the past, such as over manual journal entries, monitoring of payments of commissions and general ledger to ensure there are sufficient preventive and detective controls to mitigate the risks.
- (13) Implementing controls to improve the posting of entries in the inventory and trade payable for the raw material (naphtha) import process of one of the Company's consolidated subsidiaries, Braskem Netherlands.
- (14) Re-designing the raw material import process to improve the monitoring of physical inventory in transit from the vendor to Braskem Netherlands and from Braskem Netherlands to Braskem SA.
- (15) Re-designing the covenants monitoring control in order to include more robust information and analyses to ensure the adequate classification of debit obligations into long and short term in Braskem Idesa.

**Table of Contents****ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our fiscal council currently includes an audit committee financial expert within the meaning of this Item 16A. Our fiscal council has determined that Ismael Campos de Abreu is our fiscal council financial expert. Mr. Neto's biographical information is included in Item 6. Directors, Senior Management and Employees Directors and Senior Management Fiscal Council. Given that our board has not made a formal determination as to Mr. Abreu's independence, as that term is defined in Rule 303A.02 of the New York Stock Exchange's Listed Company Manual, he is not considered independent under that standard. However, he meets the standards of independence for fiscal council members under Brazilian Corporation Law. See Item 6. Directors, Senior Management and Employees Directors and Senior Management Fiscal Council for more information.

**ITEM 16B. CODE OF ETHICS**

We have adopted a code of conduct that applies to members of our board of directors, fiscal council and board of executive officers, as well as to our other employees. This code of conduct was updated and approved by our board of directors in February 2014. A copy of our code of conduct may be found on our website at [www.braskem.com.br](http://www.braskem.com.br). The information included on our website or that might be accessed through our website is not included in this annual report and is not incorporated into this annual report by reference.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES****Audit and Non-Audit Fees**

The following table sets forth the fees billed to us by our independent registered public accounting firm, PricewaterhouseCoopers Auditores Independentes, during the fiscal years ended December 31, 2015 and 2014.

	<b>Year Ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
	<b>(in millions of reais)</b>	
Audit fees(1)	R\$ 6.9	R\$ 10.6
Audit-related fees	0.8	2.1
Tax fees(2)	2.8	0.6
All other fees	0.0	0.2
<b>Total fees</b>	<b>R\$ 10.5</b>	<b>R\$ 13.5</b>

- (1) Audit fees consist of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes in connection with the audit of our annual financial statements, interim audits, issuance of comfort letters, procedures as related to audit of income tax provisions and related reserves in connection with the audit and review of financial statements and review of documents filed with the SEC.
- (2) Tax fees consist of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes for tax compliance reviews.

**Pre-Approval Policies and Procedures**



Our fiscal council and board of directors have approved an Audit and Non-Audit Services Pre-Approval Policy that sets forth the procedures and the conditions pursuant to which services proposed to be performed by our independent auditors may be pre-approved. This policy is designed to (1) provide both general pre-approval of certain types of services through the use of an annually established schedule setting forth the types of services that have already been pre-approved for a certain year and, with respect to services not included in an annual schedule, special pre-approval of services on a case by case basis by our fiscal council and our independent auditors, and (2) assess compliance with the pre-approval policies and procedures. Our management periodically reports to our fiscal council the nature and scope of audit and non-audit services rendered by our independent auditors and is also required to report to our fiscal council any breach of this policy of which our management is aware.

**Table of Contents**

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

We are relying on the general exemption from the listing standards relating to audit committees contained in Rule 10A-3(c)(3) under the Exchange Act for the following reasons:

we are a foreign private issuer that has a fiscal council, which is a board of auditors (or similar body) established and selected pursuant to and as expressly permitted under Brazilian law;

Brazilian law requires our fiscal council to be separate from our board of directors;

members of our fiscal council are not elected by our management, and none of our executive officers is a member of our fiscal council;

Brazilian law provides standards for the independence of our fiscal council from our management;

our fiscal council, in accordance with its charter, makes recommendations to our board of directors regarding the appointment, retention and oversight of the work of any registered public accounting firm engaged (including, the intermediation of disagreements between our management and our independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for our company, as Brazilian law requires that our board of directors appoint, retain and oversee the work of our independent public accountants;

our fiscal council (1) has implemented procedures for receiving, retaining and addressing complaints regarding accounting, internal control and auditing matters, including the submission of confidential, anonymous complaints from employees regarding questionable accounting or auditing, and (2) has authority to engage independent counsel and other advisors as it determines necessary to carry out its duties; and

our company compensates our independent auditors and any outside advisors hired by our fiscal council and provides funding for ordinary administrative expenses incurred by the fiscal council in the course of its duties.

We do not believe that our reliance on this general exemption will materially adversely affect the ability of our fiscal council to act independently and to satisfy the other requirements of the listing standards relating to audit committees contained in Rule 10A-3 under the Exchange Act.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

On August 13, 2012, our board of directors authorized a share repurchase program under which we are authorized to repurchase up to 13,376,161 class A preferred shares at market prices over the BM&FBOVESPA at any time and from time to time prior to August 28, 2013. In 2012, we repurchased 262,300 shares under this program. In 2013 and 2014, we did not repurchase any shares.

On February 11, 2015, Braskem's board of directors approved the fifth program for the repurchase of shares effective for the period between February 19, 2015 and February 19, 2016, through which the Company may acquire up to 3,500,000 class A preferred shares at market price.

In April 20, 2015, we had repurchased 80,000 class A preferred shares for an aggregate of R\$0.9 million.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**Table of Contents**

**ITEM 16G. CORPORATE GOVERNANCE**

On November 4, 2003, the SEC approved the final corporate governance rules established by the NYSE. According to these rules, foreign private issuers that are listed on the NYSE, such as Braskem, are subject to a more limited set of corporate governance requirements than those imposed on U.S. domestic issuers. As a foreign private issuer, Braskem must comply with the following four requirements imposed by the NYSE:

Braskem must satisfy the audit committee requirements of Rule 10A-3 under the Exchange Act;

Braskem's chief executive officer must promptly notify the NYSE in writing if any executive officer of Braskem becomes aware of any material non-compliance with any of the applicable NYSE corporate governance rules;

Braskem must provide a brief description of any significant ways in which Braskem's corporate governance practices differ from those required to be followed by U.S. domestic issuers under the NYSE corporate governance rules; and

Braskem must submit an executed written affirmation annually to the NYSE and an interim written affirmation to the NYSE each time a change occurs to Braskem's board of directors or any committees of Braskem's board of directors that are subject to Section 303A, in each case in the form specified by the NYSE.

**Significant Differences**

The significant differences between Braskem's corporate governance practices and the NYSE's corporate governance standards are mainly due to the differences between the U.S. and Brazilian legal systems. Braskem must comply with the corporate governance standards set forth under the Brazilian Corporation Law, the rules of the CVM and the applicable rules of the BM&FBOVESPA, as well as those set forth in Braskem's by-laws.

The significant differences between Braskem's corporate governance practices and the NYSE's corporate governance standards are set forth below.

***Independence of Directors and Independence Tests***

In general, the NYSE corporate governance standards require listed companies to have a majority of independent directors and set forth the principles by which a listed company can determine whether a director is independent. However, under the NYSE corporate governance standards, a listed company (whether U.S. or foreign) of which more than 50% of the voting power is held by another company (a controlled company), need not comply with the following NYSE corporate governance standards:

A controlled company need not have a majority of independent directors;

A controlled company need not have a nominating/corporate governance committee composed of independent directors with a charter that complies with the NYSE corporate governance rules; and

A controlled company need not have a compensation committee composed of independent directors with a charter that complies with the NYSE corporate governance rules.

Because a majority of the voting power of Braskem's capital stock is directly controlled by Odebrecht, Braskem is a controlled company, and would therefore not be required to have a majority of independent directors if it were a U.S. domestic issuer.

Although Brazilian Corporation Law and Braskem's by-laws establish rules in relation to certain qualification requirements of its directors, neither Brazilian Corporation Law nor Braskem's by-laws require that Braskem have a majority of independent directors nor require Braskem's board of directors or management to test the independence of Braskem's directors before such directors are appointed.

## **Table of Contents**

### ***Executive Sessions***

The NYSE corporate governance standards require non-management directors of a listed company to meet at regularly scheduled executive sessions without management.

According to the Brazilian Corporation Law, up to 1/3 of the members of Braskem's board of directors can be elected to management positions. The remaining non-management directors are not expressly empowered to serve as a check on Braskem's management, and there is no requirement that those directors meet regularly without management. Notwithstanding the foregoing, Braskem's board of directors consists entirely of non-management directors, and therefore Braskem believes it would be in compliance with this NYSE corporate governance standard.

### ***Nominating/Corporate Governance and Compensation Committees***

The NYSE corporate governance standards require that a listed company have a nomination/corporate governance committee and a compensation committee, each composed entirely of independent directors and each with a written charter that addresses certain duties. However, as a controlled company, Braskem would not be required to comply with these requirements if it were a U.S. domestic company.

Braskem is not required under Brazilian law to have, and accordingly does not have, a nominating/corporate governance committee. Currently, all of Braskem's directors are nominated by certain of its shareholders, including Odebrecht, pursuant to shareholders agreements and Braskem's by-laws.

Braskem is not required under Brazilian law to have a compensation committee. However, Braskem has a personnel and organization committee, which is a subcommittee of its board of directors which is responsible for, among other things, analyzing proposals and making recommendations to Braskem's board of directors with respect to the total compensation paid to Braskem's management, including Braskem's chief executive officer. This committee, however, does not evaluate the performance of the chief executive officer in light of corporate goals and objectives. Under Brazilian Corporation Law, Braskem's shareholders establish the aggregate compensation of its directors and executive officers, including benefits and allowances, at a general shareholder's meeting based on the recommendation of Braskem's board of directors.

### ***Audit Committee and Audit Committee Additional Requirements***

The NYSE corporate governance standards require that a listed company have an audit committee with a written charter that addresses certain specified duties and that is composed of at least three members, all of whom satisfy the independence requirements of Rule 10A-3 under the Exchange Act and Section 303A.02 of the NYSE's Listed Company Manual.

As a foreign private issuer that qualifies for the general exemption from the listing standards relating to audit committees set forth in Section 10A-3(c)(3) under the Exchange Act, Braskem is not subject to the independence requirements of the NYSE corporate governance standards. See Item 16D. Exemptions From the Listing Standards for Audit Committees.

### ***Shareholder Approval of Equity Compensation Plans***

The NYSE corporate governance standards require that shareholders of a listed company must be given the opportunity to vote on all equity compensation plans and material revisions thereto, subject to certain exceptions.

Under Brazilian Corporation Law, shareholder pre-approval is required for the adoption and revision of any equity compensation plans. Braskem does not currently have any equity compensation plans.

## **Table of Contents**

### ***Corporate Governance Guidelines***

The NYSE corporate governance standards require that a listed company must adopt and disclose corporate governance guidelines that address certain minimum specified standards which include: (1) director qualification standards; (2) director responsibilities; (3) director access to management and independent advisors; (4) director compensation; (5) director orientation and continuing education; (6) management succession; and (7) annual performance evaluation of the board of directors.

Braskem has adopted the BM&FBOVESPA's corporate governance rules for Level 1 companies and must also comply with certain corporate governance standards set forth under Brazilian Corporation Law. See Item 9. The Offer and Listing Trading on the BM&FBOVESPA BM&FBOVESPA Corporate Governance Standards. The Level 1 rules do not require Braskem to adopt and disclose corporate governance guidelines covering the matters set forth in the NYSE's corporate governance standards. However, certain provisions of Brazilian Corporation Law that are applicable to Braskem address certain aspects of director qualifications standards and director responsibilities.

### ***Code of Business Conduct and Ethics***

The NYSE corporate governance standards require that a listed company must adopt and disclose a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or officers. Each code of business conduct and ethics should address the following matters: (1) conflicts of interest; (2) corporate opportunities; (3) confidentiality; (4) fair dealing; (5) protection and proper use of company assets; (6) compliance with laws, rules and regulations (including insider trading laws); and (7) encouraging the reporting of any illegal or unethical behavior.

Braskem has adopted a code of business conduct applicable to its directors, officers and employees, which addresses each of the items listed above. Braskem's code of business conduct is available on Braskem's website at [www.braskem.com.br](http://www.braskem.com.br). The information included on our website or that might be accessed through our website is not included in this annual report and is not incorporated into this annual report by reference. No waivers of the provisions of the code of business conduct are permitted, except that the restrictions on outside activities do not apply to Braskem's directors and members of its fiscal council.

## **ITEM 16H. MINE SAFETY DISCLOSURE**

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and this Item is included in exhibit 99.01.

## **PART III**

## **ITEM 17. FINANCIAL STATEMENTS**

We have responded to Item 18 in lieu of responding to this item.

## **ITEM 18. FINANCIAL STATEMENTS**

Reference is made to Item 19 for a list of all financial statements filed as part of this annual report.

## **ITEM 19. EXHIBITS**



(a) Financial Statements

<u>Management's Report on Internal Controls over Financial Reporting</u>	F-2
<u>Attestation Report of the Registered Public Accounting Firm</u>	F-3
<u>Report of Independent Registered Public Accounting Firm</u>	F-4
<u>Restated Consolidated Balance Sheet as of December 31, 2015 and 2014 and January 1, 2014</u>	F-6
<u>Restated Consolidated Statement of Operations for the years ended December 31, 2015, 2014 and 2013</u>	F-8
<u>Restated Consolidated Statement of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013</u>	F-9
<u>Restated Statement of Changes in Equity for the years ended December 31, 2015, 2014 and 2013</u>	F-10
<u>Restated Consolidated Statement of Cash Flows for the years ended December 31, 2015, 2014 and 2013</u>	F-12
<u>Notes to the Consolidated Financial Statements</u>	F-13

**Table of Contents**

## (b) List of Exhibits

## Exhibit

Number	Exhibit
1.01	By-laws, as amended (English translation) (incorporated by reference to Exhibit 1.1 to Form 20-F of Braskem S.A. filed on May 5, 2016).
2.01	Amended and Restated Deposit Agreement, dated as of March 3, 2008, among Braskem S.A., JP Morgan Chase Bank, N.A. and all Owners and holders from time to time of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 1 to Form F-6 of Braskem S.A. filed on August 12, 2013).
2.02	The total amount of long-term debt securities of our company and its subsidiaries under any one instrument does not exceed 10% of the total assets of our company and its subsidiaries on a consolidated basis. We agree to furnish copies of any or all such instruments to the SEC upon request.
3.01	Shareholders Agreement of BRK Investimentos Petroquímicos S.A. and Braskem S.A., dated as of February 8, 2010, among Odebrecht S.A., Odebrecht Serviços e Participações S.A., Petróleo Brasileiro S.A. Petrobras, and Petrobras Química S.A. Petroquisa, and BRK Investimentos Petroquímicos S.A. and Braskem S.A., as intervening parties (English translation) (incorporated by reference to Exhibit 3.01 to Form 20-F of Braskem S.A. filed on June 1, 2010).
3.02	Memorandum of Understanding Regarding Shareholders Agreement, dated July 20, 2001, among Odebrecht Química S.A., Petroquímica da Bahia S.A., PETROS Fundação Petrobras de Seguridade Social and PREVI Caixa de Previdência dos Funcionários do Banco do Brasil (English translation) (incorporated by reference to Exhibit 3.05 to Form 20-F of Braskem S.A. filed on June 30, 2003).
4.01	Investment Agreement, dated as of January 22, 2010, among Odebrecht S.A., Odebrecht Serviços e Participações S.A., Petróleo Brasileiro S.A. Petrobras, Petrobras Química S.A. Petroquisa, Braskem S.A. and UNIPAR União de Indústrias Petroquímicas S.A. (English translation) (incorporated by reference to Exhibit 4.02 to Form 20-F of Braskem S.A. filed on June 1, 2010).
4.02	Braskem S.A. Long-Term Incentive Plan (English translation)(incorporated by reference to Exhibit 4.23 to Form 20-F of Braskem S.A. filed on June 23, 2006).
4.03	Amendment and Restatement of Section 7 of Braskem's Long-Term Incentive Plan, adopted at Extraordinary Shareholder's Meeting on April 7, 2006 (English translation)(incorporated by reference to Exhibit 4.24 to Form 20-F of Braskem S.A. filed on June 23, 2006).
4.04	Naphtha Purchase Agreement, dated as of December 23, 2015, between Petróleo Brasileiro S.A. - Petrobras and Braskem S.A. (English translation). (*Confidential treatment has been requested for certain portions omitted from this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this Exhibit have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 4.04 to Form 20-F of Braskem S.A. filed on May 5, 2016).
8.01	List of subsidiaries (incorporated by reference to note 2.1(a) to our audited consolidated financial statements included elsewhere in this annual report).
12.01	Certification of Principal Executive Officer dated October 2, 2017 pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e).

- 12.02 Certification of Principal Financial Officer dated October 2, 2017 pursuant to Rules 13a-15(e) and 15d-15(e).
- 13.01 Certifications of Principal Executive Officer and Principal Financial Officer dated October 2, 2017 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**Table of Contents****INDEX TO EXHIBITS****Exhibit**

<b>Number</b>	<b>Exhibit</b>
1.01	<u>By-laws, as amended (English translation) (incorporated by reference to Exhibit 1.1 to Form 20-F of Braskem S.A. filed on May 5, 2016).</u>
2.01	<u>Amended and Restated Deposit Agreement, dated as of March 3, 2008, among Braskem S.A., JP Morgan Chase Bank, N.A. and all Owners and holders from time to time of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 1 to Form F-6 of Braskem S.A. filed on August 12, 2013).</u>
2.02	The total amount of long-term debt securities of our company and its subsidiaries under any one instrument does not exceed 10% of the total assets of our company and its subsidiaries on a consolidated basis. We agree to furnish copies of any or all such instruments to the SEC upon request.
3.01	<u>Shareholders Agreement of BRK Investimentos Petroquímicos S.A. and Braskem S.A., dated as of February 8, 2010, among Odebrecht S.A., Odebrecht Serviços e Participações S.A., Petróleo Brasileiro S.A., Petrobras, and Petrobras Química S.A., Petroquisa, and BRK Investimentos Petroquímicos S.A. and Braskem S.A., as intervening parties (English translation) (incorporated by reference to Exhibit 3.01 to Form 20-F of Braskem S.A. filed on June 1, 2010).</u>
3.02	<u>Memorandum of Understanding Regarding Shareholders Agreement, dated July 20, 2001, among Odebrecht Química S.A., Petroquímica da Bahia S.A., PETROS-Fundação Petrobras de Seguridade Social and PREVI-Caixa de Previdência dos Funcionários do Banco do Brasil (English translation) (incorporated by reference to Exhibit 3.05 to Form 20-F of Braskem S.A. filed on June 30, 2003).</u>
4.01	<u>Investment Agreement, dated as of January 22, 2010, among Odebrecht S.A., Odebrecht Serviços e Participações S.A., Petróleo Brasileiro S.A., Petrobras, Petrobras Química S.A., Petroquisa, Braskem S.A. and UNIPAR União de Indústrias Petroquímicas S.A. (English translation) (incorporated by reference to Exhibit 4.02 to Form 20-F of Braskem S.A. filed on June 1, 2010).</u>
4.02	<u>Braskem S.A. Long-Term Incentive Plan (English translation)(incorporated by reference to Exhibit 4.23 to Form 20-F of Braskem S.A. filed on June 23, 2006).</u>
4.03	<u>Amendment and Restatement of Section 7 of Braskem s Long-Term Incentive Plan, adopted at Extraordinary Shareholder s Meeting on April 7, 2006 (English translation) (incorporated by reference to Exhibit 4.24 to Form 20-F of Braskem S.A. filed on June 23, 2006).</u>
4.04	<u>Naphtha Purchase Agreement, dated as of December 23, 2015, between Petróleo Brasileiro S.A. - Petrobras and Braskem S.A. (English translation). (*Confidential treatment has been requested for certain portions omitted from this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this Exhibit have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 4.04 to Form 20-F of Braskem S.A. filed on May 5, 2016).</u>
8.01	<u>List of subsidiaries (incorporated by reference to note 2.1(a) to our audited consolidated financial statements included elsewhere in this annual report).</u>
12.01	

Certification of Principal Executive Officer dated October 2, 2017 pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e).

12.02 Certification of Principal Financial Officer dated October 2, 2017 pursuant to Rules 13a-15(e) and 15d-15(e).

13.01 Certifications of Principal Executive Officer and Principal Financial Officer dated October 2, 2017 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**Table of Contents**

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 2 on its behalf.

October 2, 2017

BRASKEM S.A.

By /s/ Fernando Musa  
Name: Fernando Musa  
Title: Chief Executive Officer

**Table of Contents**

**INDEX TO FINANCIAL STATEMENTS**

<u>Management's Report on Internal Controls Over Financial Reporting</u>	F-2
<u>Attestation Report of the Registered Public Accounting Firm</u>	F-3
<u>Report of Independent Registered Public Accounting Firm</u>	F-4
<u>Restated Consolidated Balance Sheet as of December 31, 2015 and 2014 and January 1, 2013</u>	F-6
<u>Restated Consolidated Statement of Operations for the years ended December 31, 2015, 2014 and 2013</u>	F-8
<u>Restated Consolidated Statement of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013</u>	F-9
<u>Restated Consolidated Statement of Changes in Equity for the years ended December 31, 2015, 2014 and 2013</u>	F-10
<u>Restated Consolidated Statement of Cash Flows for the years ended December 2015, 2014 and 2013</u>	F-12
<u>Notes to the Consolidated Financial Statements</u>	F-13

F-1

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**Table of Contents**

**Management's Report on Internal Control over Financial Reporting (Restated)**

The management of Braskem S.A. ( Braskem or the Company ), including the chief executive officer ( CEO ) and the chief financial officer ( CFO ), is responsible for establishing and maintaining adequate internal controls over financial reporting, as defined in Rule 13a-15(f) under the U.S. Securities Exchange Act of 1934, as amended.

Our management is responsible for establishing and maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and our Chief Financial Officer, and effected by our board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards ( IFRS ) as issued by the International Accounting Standards Board ( IASB ). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We have evaluated the effectiveness of our internal control over financial reporting as of December 31, 2015, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In Management's Report on Internal Control over Financial Reporting included in our original Annual Report on Form 20-F for the year ended December 31, 2015, our management previously concluded that we maintained effective internal control over financial reporting as of December 31, 2015. Management subsequently concluded that the material weaknesses described below existed as of December 31, 2015. As a result, we have concluded that we did not maintain effective internal control over financial reporting as of December 31, 2015. Accordingly, management has restated its report on internal control over financial reporting.

**Material Weaknesses in Internal Control over Financial Reporting -**

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis. During our assessment of internal control over financial reporting as of December 31, 2015, we identified the following material weaknesses:

**Control Environment - Tone at the top:** the failure to maintain an effective tone at the top as certain former executives directed or were aware of parallel procedures to override internal controls and allow our company to pay commission for services to export agents without the effective execution of such services.

**Anti-corruption compliance program and controls:** the failure to maintain effective anti-corruption compliance controls and programs designed to prevent and detect violations of the Foreign Corrupt Practices Act of 1977 (FCPA) and other applicable anti-corruption laws. This deficiency resulted in a restatement of the 2015 and 2014 financial statements.



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Controls related to certain payments: the failure to maintain controls related to manual payments, such as commissions for services to export agents, which permit payments to be made without the appropriate services being rendered by a rightful vendor. This deficiency resulted in a restatement of the 2015 and 2014 financial statements.

Controls related to ledger accounts: the failure to maintain monitoring controls, controls over reconciliation and journal entries approval and review over the ledger accounts used to record accruals and payments of commissions to export agents. This deficiency resulted in a restatement of the 2015 and 2014 financial statements.

Controls related to ledger accounts: the failure to maintain controls related to the recording of and monitoring over in-transit inventory (naphtha) in the year-end for raw material (naphtha) import operations processed by one of the Company's consolidated subsidiaries, Braskem Netherlands. This deficiency resulted in a restatement of the 2015 financial statements.

Controls related to long-term debt presentation and disclosure: the failure in the design of controls related to non-financial covenants for long-term debt which led to an inadequate classification between long and short-term debt obligations in Braskem's consolidated subsidiary, Braskem Idesa.

These material weaknesses resulted in restatement of expenses in Income Statement, restatement of Taxes Provisions, restatement of Related Parties disclosure, restatement of inventory and restatement of trade payables.

**Table of Contents**

The material weaknesses could result in a misstatement of Braskem's account balances or disclosures that would result in a material misstatement to Braskem's annual or interim consolidated financial statements that would not be prevented or detected.

**Attestation report of the registered public accounting firm**

The effectiveness of the Company's internal control over financial reporting as of December 31, 2015 has been audited by PricewaterhouseCoopers Auditores Independentes, an independent registered public accounting firm, as stated in their report which appears herein.

October 2, 2017

By: /s/ Fernando Musa  
Name: Fernando Musa  
Title: Chief Executive Officer

By: /s/ Pedro van Langendonck Teixeira de Freitas  
Name: Pedro van Langendonck Teixeira de Freitas  
Title: Chief Financial Officer

F-3

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**Table of Contents****Report of Independent Registered****Public Accounting Firm**

To the Board of Directors and Shareholders of Braskem S.A.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of Braskem S.A and its subsidiaries (the Company) at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Management and we previously concluded that the Company maintained effective internal control over financial reporting as of December 31, 2015. However, management has subsequently determined the following material weaknesses in internal control over financial reporting existed as of that date: (i) failure in the tone at the top as certain former executives directed or were aware of parallel procedures to override internal controls and allow the company to pay commission for services to export agents without the effective execution of such services; (ii) failure to maintain effective anti-corruption compliance controls and programs designed to prevent and detect violations of the Foreign Corrupt Practices Act of 1977 (FCPA) and other applicable anti-corruption laws; (iii) failure to maintain effective controls related to manual payments, such as commissions for services to export agents, which permit payments to be made without the appropriate services being rendered by a rightful vendor; (iv) failure to maintain effective monitoring controls, controls over reconciliation and journal entries approval and review over the ledger accounts used to record accruals and payments of commissions to export agents; (v) failure to maintain controls related to the recording of and monitoring over in-transit inventory in the year-end for raw material import operations processed by one of the Company's consolidated subsidiaries, Braskem Netherlands and (vi) failure in the design of controls related to non-financial covenants for long-term debt which led to an inadequate classification between long and short-term debt obligations in Braskem's consolidated subsidiary, Braskem Idesa. Accordingly, management's report has been restated and our present opinion on internal control over financial reporting, as presented herein, is different from that expressed in our previous report. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework* (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) because the above material weaknesses in internal control over financial reporting existed as of that date.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weaknesses referred to above are described in the accompanying Management's Report on Internal Control over Financial Reporting appearing on page F-2 in the Company's 2015 Form 20-F. We considered these material weaknesses in determining the nature, timing, and extent of audit tests applied in our audit of the 2015 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in management's report referred to above. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public

**Table of Contents**

Braskem S.A.

Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2.4 to the consolidated financial statements, the Company has restated its 2015, 2014 and 2013 consolidated financial statements to reflect primarily taxes which were due from prior years and that were recognized fiscally and paid in 2016 in the amount of R\$ 251,917 thousand, R\$ 229,311 thousand and R\$126,717 thousand respectively and R\$ 30,268 thousand and R\$ 20,015 thousand respectively as an adjustment to the account Deferred Income Tax and Social Contribution.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers

Auditores Independentes

Salvador, Brazil, February 17, 2016, except for the effects of the restatement discussed in Note 2.4 to the consolidated financial statements and the matters described in Management's Report on Internal Control Over Financial Reporting, as to which the date is October 2, 2017

**Table of Contents****Braskem S.A.****Balance sheet at December 31**

All amounts in thousands of reais

Assets	Note	2015	Restated 2014	1/1/2014
<b>Current assets</b>				
Cash and cash equivalents	5	7,043,262	3,891,271	4,289,651
Financial investments	6	414,893	194,431	132,927
Trade accounts receivable	7	2,755,708	2,409,146	2,792,337
Inventories	8	6,108,697	5,619,322	5,055,680
Taxes recoverable	10	1,312,341	2,152,121	2,256,814
Dividends and interest on capital		1,998		150
Prepaid expenses		166,170	99,469	62,997
Related parties	9	10,507	66,616	124,487
Derivatives operations	16.2	53,662	33,555	34,101
Other receivables		272,530	282,213	236,333
		<b>18,139,768</b>	<b>14,748,144</b>	<b>14,985,477</b>
<b>Non-current assets held for sale</b>	1(a)			37,681
		<b>18,139,768</b>	<b>14,748,144</b>	<b>15,023,158</b>
<b>Non-current assets</b>				
Financial investments	6	46,193	42,494	20,779
Trade accounts receivable	7	19,822	25,050	61,875
Advances to suppliers	8	135,046	68,988	116,714
Taxes recoverable	10	1,317,760	1,059,132	1,299,694
Deferred income tax and social contribution	19	3,204,666	886,081	1,124,148
Judicial deposits		277,093	230,945	209,910
Related parties	9	144,633	138,501	133,649
Insurance claims		63,199	143,932	139,497
Derivatives operations	16.2	12,280	39,350	137,345
Other receivables		192,193	86,024	134,721
Investments in subsidiaries and jointly-controlled investments	11	82,290	120,024	115,385
Other investments		4,064	6,511	6,501
Property, plant and equipment	12	34,100,289	29,070,958	25,409,190
Intangible assets	13	2,887,604	2,835,728	2,912,630
		<b>42,487,132</b>	<b>34,753,718</b>	<b>31,822,038</b>
<b>Total assets</b>		<b>60,626,900</b>	<b>49,501,862</b>	<b>46,845,196</b>

The Management notes are an integral part of the financial statements.

F-6

**Table of Contents****Braskem S.A.****Balance sheet at December 31**

All amounts in thousands of reais

Continued

Liabilities and shareholders equity	Note	2015	Restated 2014	1/1/2014
<b>Current liabilities</b>				
Trade payables		12,373,555	10,839,875	10,410,469
Borrowings	14	1,969,993	1,419,470	1,249,572
Project finance	15	302,266	26,462	25,745
Derivatives operations	16.2	57,760	95,626	95,123
Payroll and related charges		610,286	533,373	490,816
Taxes payable	17	1,003,273	233,434	462,933
Dividends		753,668	215,888	131,799
Advances from customers		119,680	99,750	297,403
Sundry provisions	20	93,942	88,547	105,856
Post-employment benefits	21		336,357	158,137
Other payables	22	358,572	197,808	172,852
		<b>17,642,995</b>	<b>14,086,590</b>	<b>13,600,705</b>
<b>Non-current liabilities</b>				
Trade payables		57,148		
Borrowings	14	25,380,518	18,926,729	17,362,855
Project finance	15	11,975,167	7,551,033	4,705,661
Derivatives operations	16.2	1,119,741	594,383	381,364
Taxes payable	17	26,716	260,010	1,029,592
Loan to non-controlling shareholder of Braskem Idesa	18	1,538,784	792,188	370,420
Deferred income tax and social contribution	19	772,828	627,011	892,081
Post-employment benefits	21	170,237	114,478	70,263
Advances from customers		31,116	88,402	152,635
Sundry provisions	20	653,972	505,677	449,694
Other payables	22	312,189	358,303	290,182
		<b>42,038,416</b>	<b>29,818,214</b>	<b>25,704,747</b>
<b>Shareholders equity</b>				
	24			
Capital		8,043,222	8,043,222	8,043,222
Capital reserve		232,430	232,430	232,430
Revenue reserves		2,882,019	736,180	410,149
Other comprehensive income		(9,060,710)	(2,943,172)	(1,104,173)
Treasury shares		(49,819)	(48,892)	(48,892)
Accumulated loss		(416,768)	(278,177)	(130,108)

Total attributable to the Company's shareholders	1,630,374	5,741,591	7,402,628
Non-controlling interest in Braskem Idesa	(684,885)	(144,533)	137,116
	<b>945,489</b>	<b>5,597,058</b>	<b>7,539,744</b>
<b>Total liabilities and shareholders' equity</b>	<b>60,626,900</b>	<b>49,501,862</b>	<b>46,845,196</b>

The Management notes are an integral part of the financial statements.



**Table of Contents****Braskem S.A.****Statement of operations****Years ended December 31****All amounts in thousands of reais, except earnings per share**

	Note	2015	Restated 2014	2013
<b>Net sales revenue</b>	26	<b>47,562,360</b>	<b>45,757,014</b>	<b>40,928,872</b>
Cost of products sold		(37,238,388)	(39,831,028)	(35,794,661)
<b>Gross profit</b>		<b>10,323,972</b>	<b>5,925,986</b>	<b>5,134,211</b>
<b>Income (expenses)</b>				
Selling and distribution	30	(1,122,012)	(1,083,501)	(945,235)
General and administrative	30	(1,339,797)	(1,254,659)	(1,078,735)
Research and development	30	(169,635)	(128,133)	(115,682)
Results from equity investments	11(c)	2,219	3,929	(3,223)
Other operating income (expenses), net	28	(756,233)	13,990	(327,351)
<b>Operating profit</b>		<b>6,938,514</b>	<b>3,477,612</b>	<b>2,663,985</b>
<b>Financial results</b>				
Financial expenses	29	(4,206,489)	(2,767,824)	(2,540,002)
Financial income		1,698,963	355,430	773,138
		<b>(2,507,526)</b>	<b>(2,412,394)</b>	<b>(1,766,864)</b>
<b>Profit before income tax and social contribution</b>		<b>4,430,988</b>	<b>1,065,218</b>	<b>897,121</b>
Current and deferred income tax and social contribution	19	(1,670,799)	(486,986)	(457,034)
		<b>(1,670,799)</b>	<b>(486,986)</b>	<b>(457,034)</b>
<b>Profit for the year</b>		<b>2,760,189</b>	<b>578,232</b>	<b>440,087</b>
<b>Attributable to:</b>				
Company's shareholders		3,001,720	715,995	442,746
Non-controlling interest in Braskem Idesa		(241,531)	(137,763)	(2,659)
<b>Profit for the year</b>		<b>2,760,189</b>	<b>578,232</b>	<b>440,087</b>

The Management notes are an integral part of the financial statements.



**Table of Contents****Braskem S.A.****Statement of comprehensive income****Years ended December 31****All amounts in thousands of reais****Continued**

	Note	2015	Restated 2014	2013
<b>Profit for the year</b>		<b>2,760,189</b>	<b>578,232</b>	<b>440,087</b>
<b>Other comprehensive income or loss:</b>				
<b>Items that will be reclassified subsequently to profit or loss</b>				
Fair value of cash flow hedge		(621,991)	(352,700)	(127,520)
Income tax and social contribution		206,315	116,532	40,120
Fair value of cash flow hedge from jointly-controlled		2,295		
		(413,381)	(236,168)	(87,400)
Exchange variation of foreign sales hedge - Parent company	16.3(a.i)	(8,437,079)	(2,119,069)	(2,303,540)
Income tax and social contribution on exchange variation - Parent company		2,868,607	720,483	783,204
Exchange variation of foreign sales hedge - Braskem Idesa	16.3(a.ii)	(1,589,544)	(656,783)	
Income tax on exchange variation - Braskem Idesa		476,518	197,035	
		(6,681,498)	(1,858,334)	(1,520,336)
Foreign subsidiaries currency translation adjustment		653,349	147,272	220,792
<b>Total</b>		<b>(6,441,530)</b>	<b>(1,947,230)</b>	<b>(1,386,944)</b>
<b>Items that will not be reclassified to profit or loss</b>				
Defined benefit plan actuarial (loss) gain		(849)		169
Post-employment plans - Health plan		(8,280)	(7,452)	(5,962)
<b>Total</b>		<b>(9,129)</b>	<b>(7,452)</b>	<b>(5,793)</b>
<b>Total comprehensive loss for the year</b>		<b>(3,690,470)</b>	<b>(1,376,450)</b>	<b>(952,650)</b>
<b>Attributable to:</b>				
Company's shareholders		(3,087,616)	(1,094,801)	(963,632)
Non-controlling interest in Braskem Idesa		(602,854)	(281,649)	10,982
<b>Total comprehensive loss for the year</b>		<b>(3,690,470)</b>	<b>(1,376,450)</b>	<b>(952,650)</b>

	Note	2015	Basic and diluted 2014 Restated	2013 Restated
<b>Profit per share attributable to the shareholders of the Company at the end of the year (R\$)</b>	25			
Earnings per share - common		3.7732	0.8996	0.5180
Earnings per share - preferred shares class A		3.7731	0.8996	0.6062
Earnings per share - preferred shares class B		0.6065	0.6062	0.6062

The Management notes are an integral part of the financial statements.

**Table of Contents**

Braskem S.A.

Statement of changes in equity

All amounts in thousands of reais

	Note	Attributed to shareholders					Treasury shares	Retained earnings	Total Braskem shareholders interest	Non-controlling interest in Braskem Idesa
		Capital reserve	Legal reserve	Retention of profits	Additional dividends proposed	Other comprehensive income				
Balance		8,043,222	797,979			332,369	(48,892)	(628,706)	8,495,972	87,813
Change								442,746	442,746	(2,659)
Net cash						(1,520,336)			(1,520,336)	
Change						(85,020)			(85,020)	(2,380)
Change						204,771			204,771	16,021
Change						(1,400,585)		442,746	(957,839)	10,982
Change						(27,236)		27,236		
Change						(967)		967		

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net										
n										
ment										
of										
							169		169	
ment										
n										
l)							(5,962)		(5,962)	
							<b>(33,996)</b>	<b>28,203</b>	<b>(5,793)</b>	
s and										
to										
f	(565,549)							565,549		
from										
ng										
sa										38,321
est						(1,961)			(1,961)	
e	26,895							(26,895)		
								(127,751)	(127,751)	
ings			28,412	354,842				(354,842)		
	(565,549)	26,895	28,412	354,842	(1,961)			27,649	(129,712)	38,321
r 31,	8,043,222	232,430	26,895	28,412	354,842	(1,104,173)	(48,892)	(130,108)	7,402,628	137,116
ed)										
ve										
e										
year								715,995	715,995	(137,763)
						(1,743,396)		(1,743,396)	(114,938)	

cash										
net of										
						(204,647)		(204,647)	(31,521)	
ency										
						144,699		144,699	2,573	
						<b>(1,803,344)</b>	<b>715,995</b>	<b>(1,087,349)</b>	<b>(281,649)</b>	
ion										
f										
nt										
nt										
net						(27,238)	27,238			
f										
of										
olled										
net of						(965)	965			
ment										
n										
l)						(7,452)		(7,452)		
						<b>(35,655)</b>	<b>28,203</b>	<b>(7,452)</b>		
s and										
to										
								682	682	
the										
ting						(354,842)		(354,842)		
e	44,647							(44,647)		
								(212,076)	(212,076)	
ings						270,517		(270,517)		
						365,709		(365,709)		
	44,647	365,709	(84,325)					(892,267)	(566,236)	
r 31,										
ed)	<b>8,043,222</b>	<b>232,430</b>	<b>71,542</b>	<b>394,121</b>	<b>270,517</b>	<b>(2,943,172)</b>	<b>(48,892)</b>	<b>(278,177)</b>	<b>5,741,591</b>	<b>(144,533)</b>

The Management notes are an integral part of the financial statements.

F-10



**Table of Contents**

Braskem S.A.

**Statement of changes in equity**

All amounts in thousands of reais

Continued

Note	Capital	Capital reserve	Legal reserve	Retention of profits	Attributed to shareholders interest			Treasury shares	Retained earnings	Total Braskem shareholders interest	Non-contr interest in Braskem Idesa
					Revenue reserves	Additional dividends proposed	Other comprehensive income				
	8,043,222	232,430	71,542	394,121	270,517	(2,943,172)	(48,892)	(278,177)	5,741,591	(144,5	
								3,001,720	3,001,720	(241,5	
						(6,403,241)			(6,403,241)	(278,2	
						(395,729)			(395,729)	(17,6	
						718,763			718,763	(65,4	
						(6,080,207)		3,001,720	(3,078,487)	(602,8	
								(27,236)	27,236		
						(966)		966			

					(849)			(849)	
					(8,280)			(8,280)	
					<b>(37,331)</b>		<b>28,202</b>	<b>(9,129)</b>	
									62,5
24(b)					(927)			(927)	
							479	479	
				(270,517)				(270,517)	
24(f.1)	158,450						(158,450)		
24(f.1)				247,364			(1,000,000)	(752,636)	
24(f.1)		2,010,542					(2,010,542)		
	<b>158,450</b>	<b>2,010,542</b>		<b>(23,153)</b>		<b>(927)</b>	<b>(3,168,513)</b>	<b>(1,023,601)</b>	<b>62,5</b>
	<b>8,043,222</b>	<b>232,430</b>	<b>229,992</b>	<b>2,404,663</b>	<b>247,364</b>	<b>(9,060,710)</b>	<b>(49,819)</b>	<b>(416,768)</b>	<b>1,630,374</b>
									<b>(684,8</b>

The Management notes are an integral part of the financial statements.

**Table of Contents****Braskem S.A.****Statement of cash flows****Years ended December 31****All amounts in thousands of reais**

	<b>Note</b>	<b>2015</b>	<b>Restated 2014</b>	<b>2013</b>
Profit before income tax and social contribution		4,430,988	1,065,218	897,121
Adjustments for reconciliation of profit				
Depreciation, amortization and depletion		2,125,796	2,059,450	2,059,451
Results from equity investments	11(c)	(2,219)	(3,929)	3,223
Interest and monetary and exchange variations, net		3,182,577	1,566,159	965,265
Gain from divestment in subsidiary	28		(277,338)	
Other		130,758	9,805	9,175
		<b>9,867,900</b>	<b>4,419,365</b>	<b>3,934,235</b>
Changes in operating working capital				
Held-for-trading financial investments		(144,955)	(68,670)	54,612
Trade accounts receivable		(342,616)	409,370	(474,668)
Inventories		(501,734)	(499,440)	(949,522)
Taxes recoverable		841,908	484,248	(454,234)
Prepaid expenses		(66,701)	(36,472)	(8,915)
Other receivables		(10,174)	35,096	1,629
Trade payables		(1,518,288)	(420,793)	734,335
Taxes payable		220,226	(476,062)	(61,081)
Advances from customers		(37,356)	(261,886)	6,344
Sundry provisions		153,690	38,674	139,858
Other payables		734,351	749,156	304,981
<b>Cash from operations</b>		<b>9,196,251</b>	<b>4,372,586</b>	<b>3,227,574</b>
Interest paid		(1,034,811)	(356,333)	(710,297)
Project finance - transactions costs paid		(51,355)	(65,098)	(50,866)
Income tax and social contribution paid		(232,302)	(138,144)	(54,828)
<b>Net cash generated by operating activities</b>		<b>7,877,783</b>	<b>3,813,011</b>	<b>2,411,583</b>
Proceeds from the sale of fixed assets		1,282	10,646	2,576
Proceeds from the sale of investments	1(a)		315,000	689,868
Cash effect of discontinued operations				9,985

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Acquisitions of investments in subsidiaries and associates			(55)	(86)
Acquisitions to property, plant and equipment	(i) 12(a)	(4,103,882)	(5,378,803)	(5,656,440)
Acquisitions of intangible assets	13	(20,106)	(30,269)	(25,748)
Held-for-maturity financial investments		2,441	29,380	25,645
<b>Net cash used in investing activities</b>		<b>(4,120,265)</b>	<b>(5,054,101)</b>	<b>(4,954,200)</b>
Short-term and long-term debt				
Obtained borrowings		5,481,546	6,174,678	6,317,022
Payments of borrowings		(6,087,217)	(6,692,638)	(7,300,718)
Project finance	15			
Obtained funds		1,501,939	1,894,507	4,562,343
Payments		(510,715)		
Non-controlling interests in Braskem Idesa				35,628
Dividends paid		(482,117)	(482,147)	(35)
Repurchase of treasury shares		(927)		
<b>Net cash provided by (used in) financing activities</b>		<b>(97,491)</b>	<b>894,400</b>	<b>3,614,240</b>
Exchange variation on cash of foreign subsidiaries		(508,036)	(51,690)	(69,594)
<b>Increase (decrease) in cash and cash equivalents</b>		<b>3,151,991</b>	<b>(398,380)</b>	<b>1,002,029</b>
Represented by				
Cash and cash equivalents at the beginning for the year		3,891,271	4,289,651	3,287,622
Cash and cash equivalents at the end for the year		7,043,262	3,891,271	4,289,651
<b>Increase (decrease) in cash and cash equivalents</b>		<b>3,151,991</b>	<b>(398,380)</b>	<b>1,002,029</b>

- (i) Includes capitalized financial charges paid: 2015 - R\$786,063 (2014 - R\$623,162 and 2013 - R\$362,528).  
The Management notes are an integral part of the financial statements.

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**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**1 Operations**

Braskem S.A. together with its subsidiaries (hereinafter Braskem or Company) is a public company headquartered in the city of Camaçari, Bahia ( BA ), which jointly with its subsidiaries, operates 36 industrial units, 29 of which in the Brazilian states of Alagoas ( AL ), Bahia ( BA ), Rio de Janeiro ( RJ ), Rio Grande do Sul ( RS ) and São Paulo ( SP ), are located in the United States, in the states of Pennsylvania, Texas and West Virginia and two are located in Germany, in the cities of Wesseling and Schkopau. These units produce thermoplastic resins polyethylene ( PE ), polypropylene ( PP ) and polyvinyl chloride ( PVC ), as well as basic petrochemicals.

Braskem is also engaged in the import and export of chemicals, petrochemicals and fuels, the production, supply and sale of utilities such as steam, water, compressed air, industrial gases, as well as the provision of industrial services and the production, supply and sale of electric energy for its own use and use by other companies. Braskem also invests in other companies, either as a partner or as shareholder.

The Company is controlled by Odebrecht S.A. ( Odebrecht ), which directly and indirectly holds interests of 50.11% and 38.32% in its voting and total capital, respectively.

**(a) Significant corporate and operating events impacting these financial statements**

On December 31, 2013, the Company entered into a share sales agreement with Odebrecht Ambiental ( OA ), through which it sold its interest in the subsidiary Distribuidora de Águas Triunfo S.A. ( DAT ) for R\$315,000. On February 3, 2014, the Extraordinary Shareholders Meeting of DAT approved the change in its management and consequently the transfer of the management of its operations to OA, upon the recognition of a gain ( Other operating income (expenses), net ) of R\$277,338.

**(b) Naphtha agreement with Petrobras**

On December 23, 2015, Braskem and Petrobras entered into a new agreement for the annual supply of 7 million tons of petrochemical naphtha for five years as of December 23, 2015 (Note 9).

**2 Summary of significant accounting policies**

The principal accounting policies applied consistently in the preparation of these restated financial statements are described in the notes of the items on which they have impacts.

**2.1 Basis of preparation and presentation of the restated financial statements**

The restated financial statements have been prepared under the historical cost convention and were adjusted, when necessary, to reflect the fair value of assets and liabilities.

The preparation of these restated financial statements requires the use of certain estimates. It also requires Management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

The issue of these restated financial statements was authorized by the Executive Director on September 29, 2017.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****2.1.1 Restated consolidated financial statements**

These restated consolidated financial statements were prepared and presented in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

All the restated financial statements relevant information are properly supported and correspond to the information used by Management in the Company's management.

**(a) Consolidation**

The restated consolidated financial statements comprise the restated financial statements of the Braskem S.A. and the following entities:

	Headquarters	Total and voting interest - %		
		2015	2014	2013
<b>Direct and Indirect subsidiaries</b>				
Alclor Química de Alagoas Ltda ( Alclor )	Brazil	100.00	100.00	100.00
Braskem America Finance Company ( Braskem America Finance )	USA	100.00	100.00	100.00
Braskem America, Inc. ( Braskem America )	USA	100.00	100.00	100.00
Braskem Argentina S.A. ( Braskem Argentina )	Argentina	100.00	100.00	100.00
Braskem International GmbH ( Braskem Austria )	Austria	100.00	100.00	100.00
Braskem Austria Finance GmbH ( Braskem Austria Finance )	Austria	100.00	100.00	100.00
Braskem Chile Ltda. ( Braskem Chile )	(i) Chile			100.00
Braskem Europe GmbH ( Braskem Alemanha )	Germany	100.00	100.00	100.00
Braskem Finance Limited ( Braskem Finance )	Cayman Islands	100.00	100.00	100.00
Braskem Idesa	Mexico	75.00	75.00	75.00
Braskem Idesa Servicios S.A. de CV ( Braskem Idesa Servicios )	Mexico	75.00	75.00	75.00
Braskem Importação e Exportação Ltda. ( Braskem Importação )	(ii) Brazil		100.00	100.00
Braskem Incorporated Limited ( Braskem Inc )		100.00	100.00	100.00

	Cayman Islands			
Braskem Mexico Proyectos S.A. de C.V. SOFOM ( Braskem México Sofom )	Mexico	100.00		
Braskem Mexico, S. de RL de CV ( Braskem México )	Mexico	100.00	100.00	100.00
Braskem Mexico Servicios S. RL de CV ( Braskem México Serviços )	Mexico	100.00	100.00	100.00
Braskem Holanda	Netherlands	100.00	100.00	100.00
Braskem Netherlands Finance B.V. ( Braskem Holanda Finance )	Netherlands	100.00		
Braskem Netherlands Inc. B.V. ( Braskem Holanda Inc )	Netherlands	100.00		
Braskem Participações S.A. ( Braskem Participações ) (ii)	Brazil		100.00	100.00
Braskem Petroquímica Chile Ltda. ( Petroquímica Chile )	Chile	100.00	100.00	100.00
Braskem Petroquímica Ibérica, S.L. ( Braskem Espanha ) (iii)	Spain		100.00	100.00
Braskem Petroquímica Ltda. ( Braskem Petroquímica )	Brazil	100.00	100.00	100.00
Braskem Qpar S.A. ( Braskem Qpar ) (i)	Brazil			100.00
Quantiq Distribuidora Ltda. ( Quantiq )	Brazil	100.00	100.00	100.00
IQAG Armazéns Gerais Ltda. ( IQAG )	Brazil	100.00	100.00	100.00
Lantana Trading Co. Inc. ( Lantana )	Bahamas	100.00	100.00	100.00
Norfolk Trading S.A. ( Norfolk ) (iv)	Uruguay		100.00	100.00
Politeno Empreendimentos Ltda. ( Politeno Empreendimentos ) (ii)	Brazil		100.00	100.00
<b>Specific Purpose Entity ( SPE )</b>				
Fundo de Investimento Multimercado Crédito Privado Sol ( FIM Sol )	Brazil	100.00	100.00	100.00
Fundo de Investimento Caixa Júpiter Multimercado Crédito Privado Longo Prazo ( FIM Júpiter )	Brazil	100.00	100.00	100.00

- (i) Merged in December 2014.  
(ii) Merged in February 2015.  
(iii) Dissolved in September 2015.  
(iv) Dissolved in March 2015.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****2.2 Foreign currency translation****(a) Functional and presentation currency**

The functional and presentation currency of the Company is the Brazilian real.

**(b) Functional currency other than the Brazilian real**

Some subsidiaries have a different functional currency from that of the Braskem S.A., as follows:

<b>Subsidiaries</b>	<b>Functional currency</b>
Braskem Alemanha, Braskem Austria and Braskem Austria Finance	Euro
Braskem America, Braskem America Finance, Braskem Holanda Finance, Braskem Holanda Inc and Braskem México Sofom	U.S.dollar
Braskem Holanda (i)	U.S.dollar
Braskem Idesa , Braskem Idesa Serviços, Braskem México and Braskem México Serviços	Mexican peso

- (i) Two events determined the change of the functional currency of the subsidiary Braskem Holanda from Brazilian real to U.S. dollar as of 2015. The first was the definition of Braskem Holanda as the party responsible for the purchase and sale of naphtha and basic petrochemicals produced by Braskem in the export markets, which is fully made in U.S. dollar, with its own administrative and commercial structure. The second event was the creation of two wholly-owned subsidiaries of Braskem Holanda to raise funds in the international financial market and transfer these funds to the Braskem S.A. and its subsidiaries in Brazil and abroad. These financial transactions are conducted in U.S. dollar. Thus, Management decided to change prospectively the functional currency of Braskem Holanda as of January 1, 2015. Assets, liabilities, capital and other items comprising the shareholders' equity of Braskem Holanda whose functional currency was the Brazilian real on December 31, 2014 were converted into U.S. dollar at a fixed exchange rate of US\$1 to R\$2.6562 on December 31, 2014.

The other subsidiaries adopt the Brazilian real as functional currency.

**(c) Exchange variation effects**

The main effects from exchange variation that impacted these restated financial statements are shown below:

	End of period rate at December 31			Average rate			
	2015	2014	Variation	2015	2014	2013	Variation
U.S. dollar - Brazilian real	3.9048	2.6562	47.01%	3.3387	2.3547	2.1605	41.79%
U.S. dollar - Mexican peso	17.3700	14.7180	18.02%	15.8846	13.3113	12.7692	19.33%
U.S. dollar - Euro	0.9187	0.8231	11.61%	0.9019	0.7545	0.7532	19.55%

**2.3 New or revised pronouncements that are not yet effective**

**IFRS 9 Financial instruments** this pronouncement was issued by IASB in July 2014 to address the classification and measurement, impairment and hedge accounting, all in a single document. The main amendment refers to the change in the calculation and disclosure methodology of the allowance for doubtful accounts due to the adoption of the concept of provision for expected loss instead of incurred loss. In addition, the Company will evaluate if its receivables have a significant financial component and therefore define whether the simplified or general method to calculate the provision will be adopted. This standard should be adopted as from 2018.

**IFRS 15 Revenue from contracts with customers** this pronouncement was issued by IASB in May 2014 and addresses the recognition of revenue from contracts with customers. The Company assessed its contracts and, considering the changes to the standard, concluded that it is not expected to materially impact its financial statements. This standard will be adopted as from January 2018.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

IFRS 16 Leases the new standard requires lessees to recognize the liability of the future payments and the right of use of the leased asset for virtually all lease contracts, including operating leases. This standard will be adopted as from January 2019. Management is yet to assess IFRS 16's full impact.

**2.4 Restatement of previously issued financial statements**

(i) Restatement of Expenses in Income Statement

During the investigation mentioned in the note 23(d), were identified payments for services to without corresponding evidence of the services being rendered (Note 34.1(b)). These payments were reclassified from Selling and Distribution expenses, as originally reported, to Other Income (Expenses) in the income statements and the financial statements have been restated to reflect this reclassification. Additionally, the Note 9 Related parties was restated to consider such payments as related parties. The amounts reclassified are as follows: 2013 R\$55,514; 2014 R\$72,299.

(ii) Restatement of Taxes Provisions

As informed in Note 34(b), between 2006 and 2014 the Company made payments to certain companies without any corresponding evidence of services actually provided. These payments were initially taxed at zero rate of income tax at source (IRF) and considered as deductible for income tax (IR) and social contribution on profit (CSL). Upon the identification from the lack of corresponding provision of services, the Management of Braskem determined the payment of all taxes owed and a revision of deferred income tax and social contribution. The main tax assessed was the IRF with a rate of 35%. In addition, these payments were considered as non-deductible for the purpose of calculating IR and CSL. The amounts involved in this matter are disclosed in Note 34(b).

Due to the payments without corresponding services provided and the consequent tax impacts, the financial statements for 2015, 2014 and 2013 are retrospectively restated. This restatement is due to material error and, for this reason, was included in these financial statements the opening balance sheet on January 1, 2015, in accordance with IAS 8 (Accounting Policies, Changes in Accounting Estimates and Errors). The impact of these provisions are being demonstrated in the column Adjustment Tax provisions in the financial statements contained in this Note.

(iii) Other adjustments

In view of the restatement of these financial statements, the Management of Braskem decided to recognize other adjustments in prior years. The impact of these adjustments are being demonstrated in the column Adjustments Other in the financial statements contained in this Note.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

The effects of the restatement are demonstrated below:

**2015 - Balance sheet:**

Assets	Published	2015 Adjustments		Restated
		Tax provisions	Other	
<b>Current assets</b>				
Cash and cash equivalents	7,439,723		(396,461)(a)	7,043,262
Financial investments	1,172		413,721(b)	414,893
Trade accounts receivable	2,735,144		20,564(c)	2,755,708
Inventories	5,517,206		591,491(d)	6,108,697
Taxes recoverable	1,272,004		40,337(e)	1,312,341
Other receivables	300,901		(28,371)(f)	272,530
Other assets	232,337			232,337
	<b>17,498,487</b>		<b>641,281</b>	<b>18,139,768</b>
<b>Non-current assets</b>				
Deferred income tax and social contribution	3,226,507	(30,268)(a)	8,427(g)	3,204,666
Taxes recoverable	1,304,056	13,704(b)		1,317,760
Other receivables	298,057		(105,864)(h)	192,193
Property, plant and equipment	33,961,963		138,326(i)	34,100,289
Other assets	3,672,224			3,672,224
	<b>42,462,807</b>	<b>(16,564)</b>	<b>40,889</b>	<b>42,487,132</b>
<b>Total assets</b>	<b>59,961,294</b>	<b>(16,564)</b>	<b>682,170</b>	<b>60,626,900</b>
<b>Liabilities and shareholders equity</b>				
<b>Current liabilities</b>				
Trade payables	11,698,695		674,860(j)	12,373,555
Borrowings	1,968,540		1,453(k)	1,969,993
Payroll and related charges	605,059		5,227(l)	610,286

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Taxes payable	744,660	251,917(c)	6,696(m)	1,003,273
Other liabilities	1,665,275		20,613(n)	1,685,888
	<b>16,682,229</b>	<b>251,917</b>	<b>708,849</b>	<b>17,642,995</b>
<b>Non-current liabilities</b>				
Borrowings	25,370,260		10,258(o)	25,380,518
Derivatives operations	1,184,741		(65,000)(p)	1,119,741
Deferred income tax and social contribution	731,241		41,587(q)	772,828
Post-employment benefits	154,707		15,530(r)	170,237
Other payables	217,502		94,687(s)	312,189
Other liabilities	14,282,903			14,282,903
	<b>41,941,354</b>		<b>97,062</b>	<b>42,038,416</b>
<b>Shareholders equity</b>				
Other comprehensive income	(9,085,256)		24,546(t)	(9,060,710)
Accumulated loss		(268,481)(d)	(148,287)(u)	(416,768)
Other	11,107,852			11,107,852
Total attributable to the Company's shareholders	<b>2,022,596</b>	<b>(268,481)</b>	<b>(123,741)</b>	<b>1,630,374</b>
Non-controlling interest in Braskem Idesa	(684,885)			(684,885)
	<b>1,337,711</b>	<b>(268,481)</b>	<b>(123,741)</b>	<b>945,489</b>
<b>Total liabilities and shareholders equity</b>	<b>59,961,294</b>	<b>(16,564)</b>	<b>682,170</b>	<b>60,626,900</b>

F-17

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**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**The adjustments that caused the restatement of these financial statements and are indicated in column Adjustments Tax provisions are as follow:**

- (a) Refers to the reduction of deferred income tax and social contribution on tax losses and negative basis, in the amount of R\$30,268.
- (b) Related to the anticipation of income tax and social contribution for the year 2013 in the amount of R\$13,704.
- (c) These adjustments result from: (i) R\$171,368 referring to payment of income tax at source on remittance of funds abroad at the rate of 35%; (ii) R\$60,546 referring to payment related to REFIS installment payment; and (iii) R\$20,003 related to the payment of the principal amount of anticipated of income tax and social contribution.
- (d) Related to corresponding entries of the adjustments mentioned in items (a), (b) and (c), above.

**The main adjustments that are indicated in column Adjustments Other are as follow:**

- (a) Refers, mainly, to the reclassification of R\$413,721 to financial investments and other immaterial reclassifications to other payables and other receivables .
- (b) Refers to the reclassification of cash and cash equivalents of Brazilian government bonds (*Letras Financeiras do Tesouro* - LFT) whose original maturity exceeds three months, immediate liquidity and realization is expected in the short term.
- (c) Refers, mainly, to: (i) decrease of R\$146,852 in accounts receivable due to revenue of 2016 recognized by error in 2015, and (ii) increase of R\$157,227 due to revenue of 2015 recognized by error in 2016.
- (d) Refers, mainly, to: (i) increase in the balance of inventories of R\$101,575, due to error arising in recognition of sales mentioned in item (c-i); (ii) increase of R\$502,027 due to inventories of 2015 recognized by error in 2016; and (iii) decrease in the balance of inventories by R\$12,111 due to the write-off storehouse materials.
- (e) Refers, mainly, to the reclassification of tax credits from taxes payable to taxes recoverable in the amount of R\$32,671.
- (f) Refers to the reclassification of R\$28,371 from current assets to non-current assets of Eletrobras credits.
- (g) Refers, mainly, to increase due to deferred income tax and deferred social contribution tax arising from all adjustments mentioned in this note affecting the statement of operation.
- (h) Refers to adjustments mainly related to: (i) corresponding entry in non-current assets of the adjustment mentioned in item (f) above; (ii) impairment of R\$81,303 in assets related to investments with little likelihood of realization and transfer of land in the amount of R\$47,166 to property, plant and equipment.
- (i)

- Refers to adjustments to property, plant and equipment primarily related to: (i) addition of the land mentioned in item (h-ii) above; (ii) addition of R\$106,921 due to error in the classification of operating lease to finance lease.
- (j) Refers, mainly, to (i) increase in the amount of R\$648,311 related to purchase of goods to resale of 2015 that were recognized by error in 2016; (ii) increasing in trade payables in the amount of R\$24,764, related to expenses recorded in the wrong period; and (iii) write-off of R\$16,444 related to unduly recorded liabilities, related to previous years.
  - (k) Immaterial errors related to the reclassification between borrowings and other liabilities .
  - (l) Refers to adjustment on the provision for profit sharing paid in 2016.
  - (m) Refers mainly to: (i) additions of PIS and COFINS of R\$29,146, mainly arising from acquisition of electric power and financial income related to the years of 2015, 2014 and 2013; (ii) decrease of R\$29,302 due to error in the tax calculation for 2015 with effect in the statement of operation and R\$32,039 due to error in tax calculation for 2013 with effect in accumulated losses; and (iii) increase of taxes payable, mainly related to the effect of the adjustment mentioned in item (e) above.
  - (n) Refers to the increase in the balance of other liabilities of R\$20,613, due to error arising in recognition of liabilities.
  - (o) Refers, mainly, to reclassification to borrowings of premium payments of bond transaction of Braskem America classified in financial income from previous years.
  - (p) Refers to the recognition of counterparty risk in the measurement of derivative instruments of R\$65,000.
  - (q) Refers to adjustments to deferred income tax and deferred social contribution tax liabilities arising from all adjustments mentioned in this note affecting the statement of operation.
  - (r) Refers to the increase of R\$15,530 in the post-employment benefit plan related to the health plan.
  - (s) Refers, mainly, to the additions in the amount of R\$102,825 due to error in the classification from operating lease to finance lease mentioned in the item (i) above.
  - (t) Refers, mainly, to: (i) corresponding entry of the adjustment mentioned in item (p) above, increasing the balance by R\$65,000; (ii) reduction of the balance due to reclassification from other comprehensive income to other income (expense), net of R\$40,509, due to adjustments to the actuarial liability of health plan benefit.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

(u) Refers to: (i) adjustments recorded in the statement of operation leading to the impact in the accumulated losses of R\$111,238; and (ii) other immaterial adjustments mentioned above, recorded in accumulated losses of R\$37,049.

**2015 Statement of operations:**

	<b>2015</b>			<b>Restated</b>
	<b>Published</b>	<b>Tax provisions</b>	<b>Other</b>	
<b>Net sales revenue</b>	47,282,996		279,364(a)	47,562,360
Cost of products sold	(36,902,086)		(336,302)(b)	(37,238,388)
	<b>10,380,910</b>		<b>(56,938)</b>	<b>10,323,972</b>
<b>Income (expenses)</b>				
Selling and distribution	(1,122,012)			(1,122,012)
General and administrative	(1,325,342)		(14,455)(c)	(1,339,797)
Research and development	(176,431)		6,796(d)	(169,635)
Other operating income (expenses), net	(707,153)		(49,080)(e)	(756,233)
Results from equity investments	2,219			2,219
	<b>7,052,191</b>		<b>(113,677)</b>	<b>6,938,514</b>
<b>Financial results</b>				
Financial expenses	(4,193,533)	(22,606)(a)	9,650(f)	(4,206,489)
Financial income	1,701,027		(2,064)(g)	1,698,963
	<b>(2,492,506)</b>	<b>(22,606)</b>	<b>7,586</b>	<b>(2,507,526)</b>
<b>Profit before income tax and social contribution</b>	<b>4,559,685</b>	<b>(22,606)</b>	<b>(106,091)</b>	<b>4,430,988</b>
Current and deferred income tax and social contribution	(1,660,905)	(10,253)(b)	359(h)	(1,670,799)
<b>Profit for the year</b>	<b>2,898,780</b>	<b>(32,859)</b>	<b>(105,732)</b>	<b>2,760,189</b>

**Attributable to:**

Company's shareholders	3,140,311	(32,859)	(105,732)	3,001,720
Non-controlling interest in Braskem Idesa	(241,531)			(241,531)
<b>Profit for the year</b>	<b>2,898,780</b>	<b>(32,859)</b>	<b>(105,732)</b>	<b>2,760,189</b>

**The adjustments that caused the restatement of these financial statements and are indicated in column Adjustments Tax provisions are as follow:**

- (a) Referring to interest accrual based on the variation in the Selic rate related to the extemporaneous taxes.
- (b) Related to adjustments to deferred income tax and social contribution arising from all adjustments mentioned in this note .

**The main adjustments that are indicated in column Adjustments Other are as follow:**

- (a) Mainly referring to: (i) decrease of R\$146,211 related to revenue from 2016 recognized by error in 2015; (ii) increase of R\$155,872 related to revenue from 2015 recognized by error in 2016; (iii) increase of R\$298,746 due to revenue of 2015 recognized by error in 2014; and (iv) decrease of R\$21,768 due to a reclassification from financial expenses related to commercial discounts.
- (b) Mainly referring to: (i) decrease of costs of products sold of R\$101,184 related to adjustments of sales mentioned in item (a-i) and increase of costs of products sold of R\$145,023 and R\$262,263 related to adjustments of sales mentioned in item (a-ii) and (a-iii); and (ii) an increase of R\$24,764 of freight costs in fiscal year 2015 previously recorded in 2016.
- (c) Immaterial errors classified as general and administrative expenses.
- (d) Refers to the reclassification of expenses to other income (expenses), net .

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

- (e) Mainly referring to: (i) impairment of assets related to investments with little likelihood of realization, in the amount of R\$80,601; (ii) reversal of provision for health plan of R\$42,318; (iii) write-off storehouse materials of R\$12,111.
- (f) Mainly referring to: (i) adjustments mentioned in item (a-ii) above; and (ii) interest expenses from the health plan benefit of R\$8,364.
- (g) Immaterial errors classified as financial income.
- (h) Mainly referring to: (i) reduction of R\$19,201 related to adjustments in deferred income tax, unduly recorded in previous years; and (ii) impacts in current and deferred income tax and social contribution arising from all adjustments mentioned in this note.

**2015 Statement of cash flows:**

	<b>2015</b>			<b>Restated</b>
	<b>Published</b>	<b>Adjustments</b>		
	<b>Tax provisions</b>	<b>Other</b>		
Profit before income tax and social contribution	4,559,685	(22,606)	(106,091)	4,430,988
Adjustments for reconciliation of profit				
Depreciation, amortization and depletion	2,114,929		10,867	2,125,796
Interest and monetary and exchange variations, net	3,249,558		(66,981)	3,182,577
Other	128,539			128,539
	<b>10,052,711</b>	<b>(22,606)</b>	<b>(162,205)</b>	<b>9,867,900</b>
Changes in operating working capital				
Held-for-trading financial investments	118,929		(263,884)	(144,955)
Trade accounts receivable	(38,586)		(304,030)	(342,616)
Inventories	(161,419)		(340,315)	(501,734)
Taxes recoverable	831,507		10,401	841,908
Other receivables	(132,865)		122,691	(10,174)
Trade payables	(2,205,683)		687,395	(1,518,288)
Taxes payable	221,371	22,606	(23,751)	220,226
Other payables	708,267		26,084	734,351
Other assets and liabilities, net	49,633			49,633
<b>Cash from operations</b>	<b>9,443,865</b>		<b>(247,614)</b>	<b>9,196,251</b>

Interest paid	(1,086,166)		(1,086,166)
Income tax and social contribution paid	(232,302)		(232,302)
<b>Net cash generated by operating activities</b>	<b>8,125,397</b>	<b>(247,614)</b>	<b>7,877,783</b>
Acquisitions to property, plant and equipment	(4,057,123)	(46,759)	(4,103,882)
Other investments	(16,383)		(16,383)
<b>Net cash used in investing activities</b>	<b>(4,073,506)</b>	<b>(46,759)</b>	<b>(4,120,265)</b>
<b>Net cash provided (used in) financing activities</b>	<b>(97,491)</b>		<b>(97,491)</b>
Exchange variation on cash of foreign subsidiaries	(508,036)		(508,036)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>3,446,364</b>	<b>(294,373)</b>	<b>3,151,991</b>
<b>Represent by</b>			
Cash and cash equivalents at the beginning for the year	3,993,359	(102,088)	3,891,271
Cash and cash equivalents at the end for the year	7,439,723	(396,461)	7,043,262
<b>Increase (decrease) in cash and cash equivalents</b>	<b>3,446,364</b>	<b>(294,373)</b>	<b>3,151,991</b>

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****2014 - Balance sheet:**

Assets	Published	2014 Adjustments		Restated
		Tax provisions	Other	
<b>Current assets</b>				
Cash and cash equivalents	3,993,359		(102,088)(a)	3,891,271
Financial investments	89,729		104,702(b)	194,431
Trade accounts receivable	2,692,612		(283,466)(c)	2,409,146
Inventories	5,368,146		251,176(d)	5,619,322
Taxes recoverable	2,129,837		22,284(e)	2,152,121
Other receivables	287,876		(5,663)(f)	282,213
Other assets	199,640			199,640
	<b>14,761,199</b>		<b>(13,055)</b>	<b>14,748,144</b>
<b>Non-current assets</b>				
Deferred income tax and social contribution	870,206	(20,015)(a)	35,890(g)	886,081
Taxes recoverable	1,045,428	13,704(b)		1,059,132
Other receivables	91,905		(5,881)(h)	86,024
Property, plant and equipment	29,001,490		69,468(i)	29,070,958
Other assets	3,651,523			3,651,523
	<b>34,660,552</b>	<b>(6,311)</b>	<b>99,477</b>	<b>34,753,718</b>
<b>Total assets</b>	<b>49,421,751</b>	<b>(6,311)</b>	<b>86,422</b>	<b>49,501,862</b>
<b>Liabilities and shareholders equity</b>				
<b>Current liabilities</b>				
Trade payables	10,852,410		(12,535)(j)	10,839,875
Borrowings	1,418,542		928(k)	1,419,470
Taxes payable	203,392		30,042(l)	233,434
Other liabilities	1,608,948		(15,137)(m)	1,593,811

	<b>14,083,292</b>		<b>3,298</b>	<b>14,086,590</b>
<b>Non-current liabilities</b>				
Borrowings	18,918,021		8,708(n)	18,926,729
Taxes payable	30,699	229,311(c)		260,010
Deferred income tax and social contribution	603,490		23,521(o)	627,011
Post-employment benefits	69,176		45,302(p)	114,478
Other payables	291,040		67,263(q)	358,303
Other liabilities	9,531,683			9,531,683
	<b>29,444,109</b>	<b>229,311</b>	<b>144,794</b>	<b>29,818,214</b>
<b>Shareholders equity</b>				
Other comprehensive income	(2,924,057)		(19,115)(r)	(2,943,172)
Accumulated loss		(235,622)(d)	(42,555)(s)	(278,177)
Other	8,962,940			8,962,940
Total attributable to the Company's shareholders	<b>6,038,883</b>	<b>(235,622)</b>	<b>(61,670)</b>	<b>5,741,591</b>
Non-controlling interest in Braskem Idesa	(144,533)			(144,533)
	<b>5,894,350</b>	<b>(235,622)</b>	<b>(61,670)</b>	<b>5,597,058</b>
<b>Total liabilities and shareholders equity</b>	<b>49,421,751</b>	<b>(6,311)</b>	<b>86,422</b>	<b>49,501,862</b>

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**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**The adjustments that caused the restatement of these financial statements and are indicated in column Adjustments Tax provisions are as follow:**

- (a) Refers to the reduction of deferred income tax and social contribution on tax losses and negative basis, in the amount of R\$20,015.
- (b) Related to the anticipation of income tax and social contribution for the year 2013 in the amount of R\$13,704.
- (c) These adjustments result from: (i) R\$156,992 referring to payment of income tax at source on remittance of funds abroad at the rate of 35%; (ii) R\$54,035 referring to payment related to REFIS installment payment; and (iii) R\$18,284 related to the payment of the principal amount of anticipated of income tax and social contribution.
- (d) Related to corresponding entries of the adjustments mentioned in items (a), (b) and (c), above.

**The main adjustments that are indicated in column Adjustments Other are as follow:**

- (a) Refers, mainly, to the reclassification to financial investments of R\$104,702.
- (b) Refers to the reclassification of cash and cash equivalents of Brazilian government bonds (*Letras Financeiras do Tesouro - LFT*) whose original maturity exceeds three months, immediate liquidity and realization is expected in the short term.
- (c) Refers, mainly, to a decrease of R\$283,466 in accounts receivable due to revenue of 2015 recognized by error in 2014.
- (d) Refers, mainly, to the increase in the balance of inventories of R\$248,026, due to error arising in recognition of sales mentioned in item (c).
- (e) Refers, mainly, to the reclassification of tax credits from taxes payable to taxes recoverable in the amount of R\$22,224.
- (f) Refers to reduction due reclassification of advances to suppliers to trade payables .
- (g) Related to increase due to deferred income tax and deferred social contribution tax arising from all adjustments mentioned in this note affecting the statement of operation.
- (h) Immaterial errors related to the reclassification to other payables .
- (i) Refers to adjustments to property, plant and equipment primarily related to: (i) addition of R\$77,147 due to error in the classification of operating lease to finance lease.
- (j) Refers, mainly, to reduction by the write-off of R\$10,585 related to unduly recorded liabilities, related to previous years.
- (k) Immaterial errors related to reclassification between borrowings and other payables .
- (l)

Related to (i) additions of PIS and COFINS of R\$24,098, mainly arising from acquisition of electric power and financial income related to the years of 2014 and 2013; (ii) reduction related to error in tax calculation for 2013 with effect in accumulated losses in the amount of R\$21,794; and (iii) increase of taxes payable, mainly related to the effect of the adjustment mentioned in item (e) above.

- (m) Refers, mainly to the write-off of notes unduly recorded in the amount of R\$10,254, related to previous years.
- (n) Refers, mainly, to reclassification to borrowings of premium payments of bond transaction of Braskem America classified in financial income from previous years.
- (o) Related to adjustments to deferred income tax and social contribution liabilities arising from all adjustments mentioned in this note affecting the statement of operation.
- (p) Refers to the increase of R\$45,302 in the post-employment benefit plan related to the health plan.
- (q) Refers, mainly, to: (i) increase in the amount of R\$73,803 due to error in the classification from operating lease to finance lease mentioned in the item (i) above; and (ii) reduction of the balance due to reclassification mentioned in the item (h) above in the amount of R\$5,881.
- (r) Refers, mainly, to: (i) reduction of the balance due to adjustments on the actuarial liability of health plan benefit in the amount R\$27,964; and (ii) increase related to deferred taxes based on the adjustments on the actuarial liability in the amount of R\$9,508.
- (s) Refers, mainly, to: (i) adjustments recorded in the statement of operation leading to the impact in the accumulated losses in the amount of R\$21,330; and (ii) other immaterial adjustments mentioned above, recorded in accumulated losses in the amount of R\$12,943.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****2014 - Statement of operations:**

	<b>2014</b>			<b>Restated</b>
	<b>Published</b>	<b>Adjustments</b>		
		<b>Tax provisions</b>	<b>Other</b>	
<b>Net sales revenue</b>	46,031,389		(274,375)(a)	45,757,014
Cost of products sold	(40,057,341)		226,313(b)	(39,831,028)
	<b>5,974,048</b>		<b>(48,062)</b>	<b>5,925,986</b>
<b>Income (expenses)</b>				
Selling and distribution	(1,155,800)	72,299(a)		(1,083,501)
General and administrative	(1,210,124)		(44,535)(c)	(1,254,659)
Research and development	(138,441)		10,308(d)	(128,133)
Other operating income (expenses), net	95,596	(102,893)(b)	21,287(e)	13,990
Results from equity investments	3,929			3,929
	<b>3,569,208</b>	<b>(30,594)</b>	<b>(61,002)</b>	<b>3,477,612</b>
<b>Financial results</b>				
Financial expenses	(2,745,864)	(20,073)(c)	(1,887)(f)	(2,767,824)
Financial income	355,221		209(g)	355,430
	<b>(2,390,643)</b>	<b>(20,073)</b>	<b>(1,678)</b>	<b>(2,412,394)</b>
<b>Profit before income tax and social contribution</b>	<b>1,178,565</b>	<b>(50,667)</b>	<b>(62,680)</b>	<b>1,065,218</b>
Current and deferred income tax and social contribution	(452,264)	(71,942)(d)	37,220(h)	(486,986)
<b>Profit for the year</b>	<b>726,301</b>	<b>(122,609)</b>	<b>(25,460)</b>	<b>578,232</b>
<b>Attributable to:</b>				
Company's shareholders	864,064	(122,609)	(25,460)	715,995
Non-controlling interest in Braskem Idesa	(137,763)			(137,763)

<b>Profit for the year</b>	<b>726,301</b>	<b>(122,609)</b>	<b>(25,460)</b>	<b>578,232</b>
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**The adjustments that caused the restatement of these financial statements and are indicated in column Adjustments Tax provisions are as follow:**

- (a) During the investigation mentioned in the note 34, were identified payments for services to without corresponding evidence of the services being rendered. These payments were reclassified from selling and distribution expenses, as originally reported, to other income (expenses), net in the amount of R\$72,299.
- (b) Referring to: (i) effect related to extemporaneous taxes in amount of R\$30,594; and (ii) reclassification from selling and distribution expenses in the amount of R\$72,299 mentioned in item (a) above.
- (c) Refers to recognize of fine and interest related to the extemporaneous taxes.
- (d) Mainly referring to: (i) payment related to REFIS installment payment in the amount of R\$54,035; (ii) payment of the principal amount of anticipated of income tax and social contribution in the amount of R\$18,284; and (iii) deferred income tax and social contribution due to the statement adjustments presented.

**The main adjustments that are indicated in column Adjustments Other are as follow:**

- (a) Mainly referring to: (i) the decrease of R\$283,254 related to revenue from 2015 recognized by error in 2014; (ii) the increase of R\$36,726 due to revenue of 2014 recognized by error in 2013; and (iii) decrease of R\$21,641 due to a reclassification from financial expenses related to commercial discounts.
- (b) Mainly referring to: (i) decrease of costs of products sold of R\$247,828 and an increase of costs of products sold of R\$31,367 related to adjustment of sales mentioned in item (a-i) and (a-ii); and (ii) an decrease of R\$6,145 of freight costs in fiscal year 2014 previously recorded in 2015.
- (c) Mainly referring to increase related to the reclassification of management fee in the amount of R\$43,490 from other income (expenses), net.
- (d) Refers to the reclassification of expenses to other income (expenses), net.
- (e) Mainly referring to: (i) increase in the amount of R\$10,396 related to PIS and COFINS; (ii) increase of the corresponding entry mentioned in item (d); and (iii) decrease of the corresponding entry mentioned in item (c).

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

- (f) Mainly referring to: (i) decrease related to the adjustment mentioned in item (a-ii); (ii) increase related interest expenses from the health plan benefit of R\$7,527; and (iii) increase of R\$14,676 due to reversal of recognition of counterparty risk in the measurement of derivative instruments.
- (g) Immaterial errors classified as financial income .
- (h) Mainly referring to the impacts in current and deferred income tax and social contribution arising from all adjustments mentioned in this note.

**2014 - Statement of cash flows:**

	<b>2014</b>			<b>Restated</b>
	<b>Published</b>	<b>Adjustments</b>		
	<b>Tax provisions</b>	<b>Other</b>		
Profit before income tax and social contribution	1,178,565	(50,667)	(62,680)	1,065,218
Adjustments for reconciliation of profit				
Depreciation, amortization and depletion	2,056,362		3,088	2,059,450
Interest and monetary and exchange variations, net	1,560,734		5,425	1,566,159
Other	(271,462)			(271,462)
	<b>4,524,199</b>	<b>(50,667)</b>	<b>(54,167)</b>	<b>4,419,365</b>
Changes in operating working capital				
Held-for-trading financial investments	(19,057)		(49,613)	(68,670)
Trade accounts receivable	144,087		265,283	409,370
Inventories	(270,351)		(229,089)	(499,440)
Taxes recoverable	486,082		(1,834)	484,248
Other receivables	27,832		7,264	35,096
Trade payables	(419,476)		(1,317)	(420,793)
Taxes payable	(539,262)	50,667	12,533	(476,062)
Other payables	677,071		72,085	749,156
Other assets and liabilities, net	(259,684)			(259,684)
<b>Cash from operations</b>	<b>4,351,441</b>		<b>21,145</b>	<b>4,372,586</b>
Interest paid	(421,431)			(421,431)
Income tax and social contribution paid	(138,144)			(138,144)

<b>Net cash generated by operating activities</b>	<b>3,791,866</b>	<b>21,145</b>	<b>3,813,011</b>
Acquisitions to property, plant and equipment	(5,301,778)	(77,025)	(5,378,803)
Other investments	324,702		324,702
<b>Net cash used in investing activities</b>	<b>(4,977,076)</b>	<b>(77,025)</b>	<b>(5,054,101)</b>
<b>Net cash provided (used in) financing activities</b>	<b>894,400</b>		<b>894,400</b>
Exchange variation on cash of foreign subsidiaries	(51,690)		(51,690)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(342,500)</b>	<b>(55,880)</b>	<b>(398,380)</b>
<b>Represent by</b>			
Cash and cash equivalents at the beginning for the year	4,335,859	(46,208)	4,289,651
Cash and cash equivalents at the end for the year	3,993,359	(102,088)	3,891,271
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(342,500)</b>	<b>(55,880)</b>	<b>(398,380)</b>

F-24

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****1/1/2014 - Balance sheet:**

Assets	Published	1/1/2014 Adjustments		Restated
		Tax provisions	Other	
<b>Current assets</b>				
Cash and cash equivalents	4,335,859		(46,208)(a)	4,289,651
Financial investments	86,719		46,208(b)	132,927
Trade accounts receivable	2,810,520		(18,183)(c)	2,792,337
Inventories	5,033,593		22,087(d)	5,055,680
Taxes recoverable	2,237,213		19,601(e)	2,256,814
Other receivables	233,808		2,525(f)	236,333
Other assets	221,735			221,735
	<b>14,959,447</b>		<b>26,030</b>	<b>14,985,477</b>
<b>Non-current assets held for sale</b>	<b>37,681</b>			<b>37,681</b>
<b>Non-current assets</b>				
Taxes recoverable	1,285,990	13,704(a)		1,299,694
Deferred income tax and social contribution	1,123,313		835(g)	1,124,148
Other receivables	141,526		(6,805)(h)	134,721
Property, plant and equipment	25,413,548		(4,358)(i)	25,409,190
Other assets	3,854,285			3,854,285
	<b>31,818,662</b>	<b>13,704</b>	<b>(10,328)</b>	<b>31,822,038</b>
<b>Total assets</b>	<b>46,815,790</b>	<b>13,704</b>	<b>15,702</b>	<b>46,845,196</b>
<b>Liabilities and shareholders equity</b>				
<b>Current liabilities</b>				
Trade payables	10,421,687		(11,218)(j)	10,410,469
Borrowings	1,248,804		768(k)	1,249,572
Taxes payable	445,424		17,509(l)	462,933

Other liabilities	1,478,886		(1,155)(m)	1,477,731
	<b>13,594,801</b>		<b>5,904</b>	<b>13,600,705</b>
<b>Non-current liabilities</b>				
Borrowings	17,353,687		9,168(n)	17,362,855
Taxes payable	902,875	126,717(b)		1,029,592
Derivatives operations	396,040		(14,676)(o)	381,364
Deferred income tax and social contribution	863,405		28,676(p)	892,081
Post-employment benefits	44,054		26,209(q)	70,263
Other payables	301,184		(11,002)(r)	290,182
Other liabilities	5,678,410			5,678,410
	<b>25,539,655</b>	<b>126,717</b>	<b>38,375</b>	<b>25,704,747</b>
<b>Shareholders equity</b>				
Other comprehensive income	(1,092,691)		(11,482)(s)	(1,104,173)
Accumulated loss		(113,013)(c)	(17,095)(t)	(130,108)
Other	8,636,909			8,636,909
Total attributable to the Company's shareholders	<b>7,544,218</b>	<b>(113,013)</b>	<b>(28,577)</b>	<b>7,402,628</b>
Non-controlling interest in Braskem Idesa	<b>137,116</b>			<b>137,116</b>
	<b>7,681,334</b>	<b>(113,013)</b>	<b>(28,577)</b>	<b>7,539,744</b>
<b>Total liabilities and shareholders equity</b>	<b>46,815,790</b>	<b>13,704</b>	<b>15,702</b>	<b>46,845,196</b>

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**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**The adjustments that caused the restatement of these financial statements and are indicated in column Adjustments Tax provisions are as follow:**

- (a) Related to the anticipation of income tax and social contribution for the year 2013 in the amount of R\$13,704.
- (b) These adjustments result from: (i) R\$109,857 referring to payment of income tax at source on remittance of funds abroad at the rate of 35%; and (ii) R\$16,860 related to the payment of the principal amount of anticipated of income tax and social contribution.
- (c) Related to corresponding entries of the adjustments mentioned in items (a) and (b), above.

**The main adjustments that are indicated in column Adjustments Other are as follow:**

- (a) Refers, mainly, to the reclassification to financial investments of R\$46,208.
- (b) Refers to the reclassification of cash and cash equivalents of Brazilian government bonds (*Letras Financeiras do Tesouro - LFT*) whose original maturity exceeds three months, immediate liquidity and realization is expected in the short term.
- (c) Refers, mainly, to: (i) decrease of R\$32,596 in accounts receivable due to revenue of 2014 recognized by error in 2013, and (ii) increase of R\$9,909 due to revenue of 2013 recognized by error in 2014.
- (d) Refers, mainly, to: (i) increase in the balance of inventories of R\$28,107, due to error arising in recognition of sales mentioned in item (c-i); and (ii) decrease of R\$8,798 due to error arising in recognition of sales mentioned in item (c-ii).
- (e) Refers, mainly, to the reclassification of tax credits from taxes payable to taxes recoverable in the amount of R\$19,601.
- (f) Immaterial errors related to the reclassification to other liabilities .
- (g) Related to decrease due to deferred income tax and deferred social contribution tax arising from all adjustments mentioned in this note affecting the statement of operation.
- (h) Immaterial errors related to the reclassification to other payables .
- (i) Immaterial errors related to accumulated depreciation considered in subsequent years.
- (j) Refers to write-off of R\$11,218 related to unduly recorded liabilities.
- (k) Immaterial errors related to the reclassification between borrowings and other liabilities .
- (l) Referes, mainly, to: (i) additions of PIS and COFINS of R\$12,733, mainly arising from acquisition of electric power and financial income; (ii) reduction related to error in computation of tax from 2013 with effect in the statement of operation in the amount of R\$19,211 and (iii) increase of taxes payable, mainly related to the adjustment mentioned in item (e) above.

- (m) Mainly referring to corresponding entries of the reclassifications mentioned in items (f) and (k) above.
- (n) Refers, mainly, to reclassification to borrowings of premium payments of bond transaction of Braskem America classified in financial income from previous year.
- (o) Refers to the recognition of counterparty risk in the measurement of derivative instruments of R\$14,676.
- (p) Refers to adjustments to deferred income tax and deferred social contribution tax liabilities arising from all adjustments mentioned in this note affecting the statement of operation.
- (q) Refers to the increase of R\$26,209 in the post-employment benefit plan related to the health plan.
- (r) Mainly referring to corresponding entry of the reclassification mentioned in item (h).
- (s) Mainly referring to: (i) reduction of the balance due to adjustments on the actuarial liability in the amount R\$16,673; and (ii) increase related to deferred taxes based on the adjustments on the actuarial liability in the amount of R\$5,669.
- (t) Refers, mainly, to: (i) adjustments recorded in the statement of operation leading to the impact in the accumulated losses in the amount of R\$15,881; and (ii) other immaterial adjustments mentioned above, recorded in accumulated losses in the amount of R\$2,938.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****2013 - Statement of operations:**

	<b>2013</b>			<b>Restated</b>
	<b>Published</b>	<b>Tax provisions</b>	<b>Other</b>	
<b>Net sales revenue</b>	40,969,490		(40,618)(a)	40,928,872
Cost of products sold	(35,820,761)		26,100(b)	(35,794,661)
	<b>5,148,729</b>		<b>(14,518)</b>	<b>5,134,211</b>
<b>Income (expenses)</b>				
Selling and distribution	(1,000,749)	55,514(a)		(945,235)
General and administrative	(1,077,934)		(801)(c)	(1,078,735)
Research and development	(115,812)		130(d)	(115,682)
Other operating income (expenses), net	(211,090)	(89,340)(b)	(26,921)(e)	(327,351)
Results from equity investments	(3,223)			(3,223)
	<b>2,739,921</b>	<b>(33,826)</b>	<b>(42,110)</b>	<b>2,663,985</b>
<b>Financial results</b>				
Financial expenses	(2,549,111)	(15,868)(c)	24,977(f)	(2,540,002)
Financial income	773,138			773,138
	<b>(1,775,973)</b>	<b>(15,868)</b>	<b>24,977</b>	<b>(1,766,864)</b>
<b>Profit before income tax and social contribution</b>	<b>963,948</b>	<b>(49,694)</b>	<b>(17,133)</b>	<b>897,121</b>
Current and deferred income tax and social contribution	(456,910)		(124)(g)	(457,034)
<b>Profit for the year</b>	<b>507,038</b>	<b>(49,694)</b>	<b>(17,257)</b>	<b>440,087</b>
<b>Attributable to:</b>				
Company s shareholders	509,697	(49,694)	(17,257)	442,746
Non-controlling interest in Braskem Idesa	(2,659)			(2,659)

<b>Profit for the year</b>	<b>507,038</b>	<b>(49,694)</b>	<b>(17,257)</b>	<b>440,087</b>
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**The adjustments that caused the restatement of these financial statements and are indicated in column Adjustments Tax provisions are as follow:**

- (a) During the investigation mentioned in the note 34, were identified payments for services to without corresponding evidence of the services being rendered. These payments were reclassified from selling and distribution expenses, as originally reported, to other income (expenses), net in the amount of R\$55,514.
- (b) Referring to: (i) effect related to extemporaneous taxes in the amount of R\$33,826; and (ii) reclassification from selling and distribution expenses in the amount of R\$55,514 as mentioned in item (a) above.
- (c) Refers to recognize of fine and interest related to the extemporaneous taxes.

**The main adjustments that are indicated in column Adjustments Other are as follow:**

- (a) Immaterial adjustments referring to: (i) the decrease of R\$32,367 related to revenue from 2014 recognized by error in 2013; (ii) the increase of R\$9,922 due to revenue of 2013 recognized by error in 2014; and (iii) decrease of R\$17,903 due to a reclassification from financial expenses related to commercial discounts.
- (b) Mainly referring to: (i) decrease of costs of products sold of R\$28,141 and an increase of costs of products sold of R\$8,809 related to adjustment of sales mentioned in item (a-i) and (a-ii); and (ii) and decrease of R\$7,086 of freight costs in fiscal year 2013 previously recorded in 2014.
- (c) Immaterial errors classified as general and administrative expenses.
- (d) Immaterial errors classified as research and development.
- (e) Mainly related to net loss on sale of the subsidiaries of R\$24,368 related to the effect from undue recognition in 2012 that should have been recognized in 2013.
- (f) Mainly referring to: (i) corresponding entry of the reclassification mentioned in item (a-iii) above; and (ii) interest expenses from the health plan benefit in the amount of R\$6,850.
- (g) Mainly referring to: (i) decrease of R\$19,245 related to error in tax calculation for 2013 mentioned in the item (l); increase of R\$28,711 from the impacts in deferred income tax explained in (p) and (ii) other immaterial impacts in deferred and current income tax and social contribution arising from all adjustments mentioned in this note.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****2013 - Statement of cash flows:**

	<b>2013</b>			
	<b>Adjustments</b>			
	<b>Published</b>	<b>Tax provisions</b>	<b>Other</b>	<b>Restated</b>
Profit before income tax and social contribution	963,948	(49,694)	(17,133)	897,121
Adjustments for reconciliation of profit				
Depreciation, amortization and depletion	2,056,088		3,363	2,059,451
Interest and monetary and exchange variations, net	979,242		(13,977)	965,265
Other	12,398			12,398
	<b>4,011,676</b>	<b>(49,694)</b>	<b>(27,747)</b>	<b>3,934,235</b>
Changes in operating working capital				
Held-for-trading financial investments	97,693		(43,081)	54,612
Trade accounts receivable	(492,851)		18,183	(474,668)
Inventories	(927,435)		(22,087)	(949,522)
Taxes recoverable	(448,378)	(13,704)	7,848	(454,234)
Other receivables	(27,019)		28,648	1,629
Trade payables	742,649		(8,314)	734,335
Taxes payable	(127,443)	63,398	2,964	(61,081)
Other payables	307,603		(2,622)	304,981
Other assets and liabilities, net	137,287			137,287
<b>Cash from operations</b>	<b>3,273,782</b>		<b>(46,208)</b>	<b>3,227,574</b>
Interest paid	(761,163)			(761,163)
Income tax and social contribution paid	(54,828)			(54,828)
<b>Net cash generated by operating activities</b>	<b>2,457,791</b>		<b>(46,208)</b>	<b>2,411,583</b>
Acquisitions to property, plant and equipment	(5,656,440)			(5,656,440)
Other	702,240			702,240

<b>Net cash used in investing activities</b>	<b>(4,954,200)</b>		<b>(4,954,200)</b>
<b>Net cash provided (used in) financing activities</b>	<b>3,614,240</b>		<b>3,614,240</b>
Exchange variation on cash of foreign subsidiaries	(69,594)		(69,594)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>1,048,237</b>	<b>(46,208)</b>	<b>1,002,029</b>
<b>Represent by</b>			
Cash and cash equivalents at the beginning for the year	3,287,622		3,287,622
Cash and cash equivalents at the end for the year	4,335,859	(46,208)	4,289,651
<b>Increase (decrease) in cash and cash equivalents</b>	<b>1,048,237</b>	<b>(46,208)</b>	<b>1,002,029</b>

F-28

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**3 Application of critical estimates and judgments**

Critical estimates and judgments are those that require the most difficult, subjective or complex judgments by management, usually as a result of the need to make estimates that affect issues that are inherently uncertain. Estimates and judgments are continually reassessed and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results can differ from planned results due to differences in the variables, assumptions or conditions used in making estimates.

The Company makes a series of other estimates that are presented in the respective notes, such as allowance for doubtful accounts, fair-value adjustment of inventories and provision for repairing environmental damage.

In order to provide an understanding of the way the Company forms its judgments on future events, the variables and assumptions used in critical estimates are presented below:

**3.1 Deferred income tax and social contribution**

The recognition and the amount of deferred taxes assets depend on the generation of future taxable income, which requires the use of an estimate related to the Company's future performance. These estimates are included in the business plan, which is annually submitted to the Board of Directors for approval. This plan is prepared by the Executive Board using as main variables the price of the products manufactured by the Company, price of inputs, gross domestic product, exchange variation, interest rate, inflation rate and fluctuations in the supply and demand of inputs and finished products. These variables are obtained from expert external consultants, historical performance of the Company and its capacity to generate taxable income, internal programs focused on operational efficiency, and specific incentives from the Brazilian government for the petrochemical sector in Brazil.

**3.2 Fair value of derivative and non-derivative financial instruments**

The Company evaluates the derivative financial instruments at their fair value and the main sources of information are the stock exchanges, commodities and futures markets, disclosures of the Central Bank of Brazil and quotation services like Bloomberg and Reuters. Nevertheless, the high volatility of the foreign exchange and interest rate markets in Brazil has been causing significant changes in future rates and interest rates over short periods of time, leading to significant changes in the market value of swaps and other financial instruments.

The fair values of non-derivative, quoted financial instruments are based on current bid prices. If the market for a financial asset and for unlisted securities is not active, the Company establishes fair value by using valuation

techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models that make maximum use of market inputs and rely as little as possible on information provided by the Company's Management.

### **3.3 Useful life of assets**

The Company recognizes the depreciation and depletion of its long-lived assets based on their useful life estimated by independent appraisers and approved by the Company's technicians taking into consideration the experience of these professionals in the management of Braskem's plants. The useful lives initially established by independent appraisers are normally reviewed at the end of every year by the Company's technicians in order to check whether they need to be changed. This review may take place during the year in case of possible non-recurring events.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

The main factors that are taken into consideration in the definition of the useful life of the assets that compose the Company's industrial plants are the information of manufacturers of machinery and equipment, level of the plants operations, quality of preventive and corrective maintenance and the prospects of technological obsolescence of assets.

The Company's management also decided that (i) depreciation should cover all assets value because when the equipment and installations are no longer operational, they are sold by amounts that are immaterial; and (ii) land is not depreciated because it has an indefinite useful life.

The useful lives applied to the assets determined the following average depreciation and depletion rates:

	(%)	
	2015	2014
Buildings and improvements	3.42	3.38
Machinery, equipment and installations	8.42	7.29
Mines and wells	8.89	8.83
Furniture and fixtures	10.48	10.82
IT equipment	20.55	20.15
Lab equipment	9.80	9.59
Security equipment	9.91	9.79
Vehicles	19.09	19.91
Other	18.98	18.19

**3.4 Impairment test and analysis****(a) Tangible and intangible assets with defined useful lives**

On the reporting date of each of its financial statements, the Company conducts an analysis to determine the existence of any indication that the book balance of long-lived tangible assets and intangible assets with defined useful lives may not be recoverable. This analysis is conducted to assess the existence of scenarios that could adversely affect its cash flow and, consequently, its ability to recover the investment in such assets. These scenarios arise from issues of a macroeconomic, legal, competitive or technological nature.

Some significant and notable aspects considered by the Company in this analysis include: (i) the possibility of an oversupply of products manufactured by the Company or of a significant reduction in demand due to adverse economic factors; (ii) the prospects of material fluctuations in the prices of products and inputs; (iii) the likelihood of the development of new technologies or raw materials that could materially reduce production costs and consequently impact sales prices, ultimately leading to the obsolescence of the industrial facilities of the Company; and (iv) changes in the general regulatory environment that make the production process of Braskem infeasible or that significantly impact the sale of its products. For this analysis, the Company maintains an in-house team with a more strategic vision of the business and also remains in permanent contact with a team of external consultants. If the aforementioned variables indicate any material risk to cash flows, the Management of Braskem conducts impairment tests in accordance with Note 3.4(b). The assets are allocated to the Cash Generating Units ( CGU ) as follows:

Basic Petrochemicals operating segment:

CGU UNIB Bahia: represented by assets of the basic petrochemicals plants located in the state of BA;

CGU UNIB South: represented by assets of the basic petrochemicals plants located in the state of RS;

CGU UNIB Southeast: represented by assets of the basic petrochemicals plants located in the states of RJ and SP;



**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

Polyolefins operating segment:

CGU Polyethylene: represented by assets of the PE plants located in Brazil;

CGU Polypropylene: represented by assets of the PP plants located in Brazil;

CGU Renewables: represented by the assets of the Green PE plant located in Brazil;

Vinyls operating segment:

CGU Vinyls: represented by assets of PVC plants and chloride soda located in Brazil;

International businesses operating segment:

CGU Polypropylene USA: represented by assets of PP plants located in the United States;

CGU Polypropylene Europe: represented by assets of PP plants located in Germany;

Chemical Distribution operating segment:

Represented by assets of the subsidiaries Quantiq and IQAG.

In 2016, the Company will report a new operating segment from the beginning of the industrial operations of the subsidiary Braskem Idesa.

**(b) Intangible assets with indefinite useful lives**

The balances of goodwill from future profitability arising from business combinations and intangible assets with indefinite useful lives are tested for impairment once a year. These tests are based on the projected cash generation for a five-year period, which are extracted from the business plan of the Company and cited in Note 3.1. In addition to the projected cash flow for the period from 2016 to 2020, perpetuity is also calculated based on the long-term vision. Note that real growth is not considered for the calculation of perpetuity. Cash flows and perpetuity are adjusted to present value at a discount rate based on the Weighted Average Cost of Capital ( WACC ).

The goodwill allocated to the Polyolefins operating segment (Note 13 (a)) was generated in a business combination that resulted in the simultaneous acquisition of polypropylene and polyethylene plants. The main raw materials of these plants were already supplied by the Company, which allowed for the obtainment of significant synergies in the operation. These synergies were one of the main drivers of that acquisition. Accordingly, the Company's management tested this goodwill for impairment in the ambit of their operating segment since the benefits of the synergies are associated with all units acquired.

The remaining existing goodwill is allocated to the UNIB South CGU and to the Vinyls operating segment (Note 13(a)).

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**3.5 Provisions and contingent liabilities**

Existing contingent liabilities and provisions are mainly related to litigation in the judicial and administrative spheres arising from primarily labor, pension, civil and tax lawsuits and administrative procedures.

The Management of Braskem, based on the opinion of its external legal advisors, classifies these proceedings in terms of probability of loss as follows:

**Probable loss** these are proceedings for which there is a higher probability of loss than of a favorable outcome, i.e., the probability of loss exceeds 50%. For these proceedings, the Company recognizes a provision that is determined as follows:

- (i) labor claims the amount of the provision corresponds to the amount to be disbursed as estimated by the Company's legal counsels;
- (ii) tax claims - the amount of the provision corresponds to the value of the matter plus charges corresponding to the variation in the Selic rate; and
- (iii) other claims the amount of the provision corresponds to the value of the matter.

**Possible loss** these are proceedings for which the possibility of loss is greater than remote. The loss may occur, however, the elements available are not sufficient or clear to allow for a conclusion on whether the trend is for a loss or a gain. In percentage terms, the probability of loss is between 25% and 50%. For these claims, except for the cases of business combinations, the Company does not recognize a provision and mentions the most significant ones in a note to the financial statements (Note 23). In business combination transactions, in accordance with the provision in IFRS 3, the Company records the fair value of the claims based on the assessment of loss (Note 20). The amount of the provision corresponds to the value of the matter, plus charges corresponding to the variation in the Selic rate, multiplied by the probability of loss, as determined by our external counsels.

The Company's management believes that the estimates related to the outcome of the proceedings and the possibility of future disbursement may change in view of the following: (i) higher courts may decide in a similar case involving another company, adopting a final interpretation of the matter and, consequently, advancing the termination of the of a proceeding involving the Company, without any disbursement or without implying the need of any financial settlement of the proceeding; and (ii) programs encouraging the payment of the debts implemented in Brazil at the

Federal and State levels, in favorable conditions that may lead to a disbursement that is lower than the one that is recognized in the provision or lower than the value of the matter.

### **3.6 Hedge accounting**

The Company designated liabilities in foreign currency to hedge the future cash flows generated by its exports. This decision was based on two important assumptions and judgments: (i) the performance of exports according to its business plan (Note 3.1), which are inherent to the market and business where it operates, and (ii) the ability of the Company to refinance its liabilities in U.S. dollar, since the priority financing in U.S. dollar is part of the Company's guidelines and strategy. In addition to the ability to refinance its U.S. dollar liabilities, the maintenance of a minimum level of net liabilities in U.S. dollar is envisaged in the Financial Policy of the Company.

Braskem Idesa designated all of the financing it obtained for the construction of its industrial plant to protect part of its sales to be made in the same currency as said financing, the U.S. dollar. The sales estimate is included in the project that was presented to the banks/lenders, which, due to the consistency of the projection, granted Braskem Idesa a financing line to be paid exclusively using the cash generated by these sales. All the commercial considerations of the project were based on market studies conducted by expert consulting firms during the feasibility-analysis phase.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

All hedge transactions conducted by the Company are in compliance with the accounting procedures and practices adopted by Braskem, and effectiveness tests are conducted for each transaction every quarter, which prove the effectiveness of its hedge strategy.

The Company determined that hedged items will be characterized by the first sales in U.S. dollars in each quarter until the amount designated for each period is reached (Note 16). The liabilities designated for hedge will be aligned with the hedging maturity schedule and the Company's financial strategy.

**4 Risk management**

Braskem is exposed to market risks arising from variations in commodity prices, foreign exchange rates and interest rates, credit risks of its counterparties in cash equivalents, financial investments and trade accounts receivable, and liquidity risks to meet its obligations from financial liabilities.

Braskem adopts procedures for managing market and credit risks that are in conformity with its Financial Policy approved by the Board of Directors on August 9, 2010. The purpose of risk management is to protect the cash flows of Braskem and reduce the threats to the financing of its operating working capital and investment programs.

**4.1 Market risks**

Braskem prepares a sensitivity analysis for foreign exchange rate and interest rate risks to which it is exposed, which is presented in Note 16.5.

**(a) Exposure to commodity risks**

Braskem is exposed to the variation in the prices of various commodities (naphtha, PE, PP, PVC and etc.) and, in general, seeks to transfer the variations caused by fluctuations in market prices.

**(b) Exposure to foreign exchange risk**

Braskem has commercial operations denominated in or pegged to foreign currencies. Braskem's inputs and products have prices denominated in or strongly influenced by international prices of commodities, which are usually

denominated in U.S. dollar. Additionally, Braskem has long-term loans in foreign currencies that expose it to variations in the foreign exchange rate between the functional currency (Brazilian real, Mexican peso and Euro) and the foreign currency, in particular the U.S. dollar. Braskem manages its exposure to foreign exchange risk through the combination of debt, financial investments, accounts receivable and raw material purchases denominated in foreign currencies and through derivative operations. Braskem's Financial Policy for managing foreign exchange risks provides for the maximum and minimum coverage limits that must be observed and which are continuously monitored by its Management.

On December 31, 2015, Braskem prepared a sensitivity analysis for its exposure to the risks of fluctuation in the U.S. dollar, as informed in Note 16.5.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(c) Exposure to interest rate risk**

Braskem is exposed to the risk that a variation in floating interest rates causes an increase in its financial expense due to payments of future interest. Debt denominated in foreign currency subject to floating rates is mainly subject to fluctuations in Libor. Debt denominated in local currency is mainly subject to the variation in the Long-Term Interest Rate ( TJLP ) and in the Interbank Certificate of Deposit ( daily CDI ) rate.

In 2014 and 2015, Braskem held swap contracts (Note 16.2.1) in which it: receives the pre-contractual rate and pays the CDI overnight rate; and (b.ii.i) receives Libor and pays a fixed rate.

On December 31, 2015, Braskem prepared a sensitivity analysis for the exposure to the floating interest rates Libor, CDI and TJLP, as disclosed in Notes 16.5(b.1) and (b.2).

**4.2 Exposure to credit risk**

The transactions that subject Braskem to the concentration of credit risks are mainly in current accounts with banks, financial investments and trade accounts receivable in which Braskem is exposed to the risk of the financial institution or customer involved. In order to manage this risk, Braskem maintains bank current accounts and financial investments with major financial institutions, weighting concentrations in accordance with the credit rating and the daily prices observed in the Credit Default Swap market for the institutions, as well as netting contracts that minimize the total credit risk arising from the many financial transactions entered into by the parties.

On December 31, 2015, Braskem held netting contracts with Banco Citibank S.A., HSBC Bank Brasil S.A., Banco Múltiplo, Banco Itaú BBA S.A., Banco Safra S.A., Banco Santander S.A., Banco Votorantim S.A., Banco West LB do Brasil S.A., Banco Caixa Geral Brasil S.A., and Banco Bradesco S.A. Approximately 34% of the amounts held in Cash and cash equivalents (Note 5) are contemplated by these agreements, whose related liabilities are accounted for under Borrowings (Note 14). The effective netting of these amounts is possible only in the event of default by one of the parties.

With respect to the credit risk of customers, Braskem protects itself by performing a rigorous analysis before granting credit and obtaining secured and unsecured guarantees when considered necessary.

The maximum exposure to credit risk of non-derivative financial instruments on the reporting date is the sum of their carrying amounts less any provisions for impairment losses. On December 31, 2015, the balance of trade accounts receivable was net of allowance for doubtful accounts (Note 7).

### **4.3 Liquidity risk**

Braskem has a calculation methodology to determine operating cash and minimum cash for the purpose of, respectively: (i) ensuring the liquidity needed to comply with obligations of the following month; and (ii) ensuring that the Company maintains liquidity during potential crises. These amounts are calculated mainly based on the projected operating cash generation, less short-term debts and working capital needs.

Braskem has two revolving credit lines for the purpose of managing liquidity risks, which may be used without restrictions in the amounts of: (i) US\$750 million, up to December 2019; and (ii) US\$500 million up to September 2019. These credit facilities enable Braskem to reduce the amount of cash it holds. As of December 31, 2015, none of these credit lines had been used.

The table below shows Braskem's financial liabilities by maturity. These amounts are calculated from undiscounted cash flows and may not be reconciled with the balance sheet.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

	<b>Maturity</b>				<b>Total</b>
	<b>Until one year</b>	<b>Between one and three years</b>	<b>Between three and five years</b>	<b>More than five years</b>	
Trade payables	12,575,607	57,148			12,632,755
Borrowings	2,073,046	5,205,794	8,169,825	28,311,338	43,760,003
Project finance	335,321	1,720,628	2,291,048	11,963,813	16,310,810
Derivatives	57,760	(6,497)	1,191,238		1,242,501
Loan to non-controlling shareholder of Braskem Idesa				1,538,784	1,538,784
Other payables	(i) 112,533	160,761			273,294
<b>At December 31, 2015</b>	<b>15,154,267</b>	<b>7,137,834</b>	<b>11,652,111</b>	<b>41,813,935</b>	<b>75,758,147</b>

(i) Amounts payable to BNDES Participações S.A. ( BNDESPAR ) (Note 22).

**4.4 Capital management**

The ideal capital structure, according to Braskem's Management, considers the balance between own capital and the sum of all payables less the amount of cash and cash equivalents and financial investments. This composition meets the Company's objectives of perpetuity and of offering an adequate return to shareholders and other stakeholders. This structure also permits borrowing costs to remain at adequate levels to maximize shareholder remuneration.

Due to the impact of the U.S. dollar on the Company's operations, the Management of Braskem believes that the own capital used for capital management purposes should be measured in this currency and on a historical basis. Moreover, the Company may temporarily maintain a capital structure that is different from this ideal. This occurs, for example, during periods of growth, when the Company may finance a large portion of its projects through borrowings, provided that this option maximizes return for shareholders once the financed projects start operating. In order to adjust and maintain the capital structure, the Management of Braskem may also consider the sale of non-strategic assets, the issue of new shares or even adjustments to dividend payments.

**5 Cash and cash equivalents**

		<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
Cash and banks	(i)	873,966	227,237	987,824
Cash equivalents:				
Domestic market		2,015,274	2,148,946	1,860,582
Foreign market	(i)	4,154,022	1,515,088	1,441,245
<b>Total</b>		<b>7,043,262</b>	<b>3,891,271</b>	<b>4,289,651</b>

(i) On December 31, 2015, it includes cash and banks of R\$96,830 (R\$26,830 in 2014) and cash equivalents of R\$37,809 (R\$307,034 in 2014) of the subsidiary Braskem Idesa, available for use in its project (Note 11(d.i)). This item includes cash, bank deposits and highly liquid financial investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. Investments normally only qualify as cash equivalent if they have a short maturity of three months or less from the date of acquisition.

Cash equivalents in Brazil are mainly represented by fixed-income instruments and time deposits held by the FIM Jupiter fund. Cash equivalents abroad mainly comprise fixed income instruments issued by first-class financial institutions (time deposit) with high market liquidity.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****6 Financial investments**

		<b>2015</b>	<b>2014</b>	<b>1/1/2014</b>
<b>Held-for-trading</b>				
Investments in FIM Sol			85,573	61,670
<i>Letras financeiras do tesouro</i> - LFT	(i)	413,721	104,702	46,208
Other		1,172	4,155	4,943
<b>Held-to-maturity</b>				
Quotas of investment funds in credit rights		46,193	42,495	40,696
Time deposit				189
Investments in foreign currency	(ii)		399,005	469,376
Compensation of investments in foreign currency	(ii)		(399,005)	(469,376)
<b>Total</b>		<b>461,086</b>	<b>236,925</b>	<b>153,706</b>
<b>In current assets</b>		<b>414,893</b>	<b>194,431</b>	<b>132,927</b>
<b>In non-current assets</b>		<b>46,193</b>	<b>42,494</b>	<b>20,779</b>
<b>Total</b>		<b>461,086</b>	<b>236,925</b>	<b>153,706</b>

- (i) Government bonds held-for-trading refers to Brazilian floating-rate government bonds ( LFTs ). These bonds have maturity above three months, immediate liquidity and expected realization in the short term.
- (ii) Braskem Holanda had a balance of financial investments that was offset by an export prepayment agreement of the Braskem S.A., in the amount of US\$150,000, as provided for in the credit assignment agreement entered into between these two companies and Banco Bradesco. These operations were settled in May 2015.

**7 Trade accounts receivable**

The Company's collection period is generally 30 days; therefore, the amount of the trade accounts receivable corresponds to their fair value on the date of the sale. The Company realizes part of its trade accounts receivable through the sale of trade notes to funds that acquire receivables. These operations are not entitled to recourse, for which reason the trade notes are written-off at the moment of the operation.

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
Customers			
Domestic market	1,439,133	1,523,458	1,578,008
Foreign market	1,664,371	1,233,569	1,558,957
Allowance for doubtful accounts	(327,974)	(322,831)	(282,753)
<b>Total</b>	<b>2,775,530</b>	<b>2,434,196</b>	<b>2,854,212</b>
In current assets	2,755,708	2,409,146	2,792,337
In non-current assets	19,822	25,050	61,875
<b>Total</b>	<b>2,775,530</b>	<b>2,434,196</b>	<b>2,854,212</b>

F-36

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

The breakdown of trade accounts receivable by maturity is as follows:

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
Accounts receivables not past due	2,486,662	1,973,466	2,632,755
Past due securities:			
Up to 90 days	309,585	531,966	246,740
91 to 180 days	52,757	45,271	8,393
As of 180 days	254,500	206,324	249,077
	3,103,504	2,757,027	3,136,965
Allowance for doubtful accounts	(327,974)	(322,831)	(282,753)
Total customers portfolio	<b>2,775,530</b>	<b>2,434,196</b>	<b>2,854,212</b>

The changes in the balance of the allowance for doubtful accounts are presented below:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Balance of provision at the beginning of the year	(322,831)	(282,753)	(256,884)
Provision in the year	(51,368)	(81,078)	(27,333)
Write-offs	46,225	41,000	23,250
Transfers of non-current assets held for sale			(21,786)
Balance of provision at the end of the year	<b>(327,974)</b>	<b>(322,831)</b>	<b>(282,753)</b>

The methodology adopted by the Company for recognizing the provision for impairment is based on the history of losses and considers the sum of (i) 100% of the amount of receivables past due for over 180 days; (ii) 50% of the amount of receivables past due for over 90 days; (iii) 100% of the amount of receivables under judicial collection (iv) all the receivables from the first renegotiation maturing within more than 24 months; and (v) 100% of the receivables arising from a second renegotiation with customers. Receivables from subsidiaries are not considered in this calculation. This methodology is revised on an annual basis by the Management of the Company.

**8 Inventories**

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
Finished goods	4,017,910	3,932,380	3,452,066
Raw materials, production inputs and packaging	1,510,244	1,067,512	1,113,272
Maintenance materials	289,568	247,327	230,822
Advances to suppliers	315,234	346,885	236,672
Imports in transit and other	110,787	94,206	139,562
<b>Total</b>	<b>6,243,743</b>	<b>5,688,310</b>	<b>5,172,394</b>
In current assets	6,108,697	5,619,322	5,055,680
In non-current assets	135,046	68,988	116,714
<b>Total</b>	<b>6,243,743</b>	<b>5,688,310</b>	<b>5,172,394</b>

Inventories are stated at average cost of purchase or production or the estimated price of sale or acquisition, excluding taxes, whichever is lower (market value).

The value of finished products includes raw materials, ancillary and maintenance materials used, depreciation of industrial facilities, expenses with Company's and third-party personnel involved in industrial production and maintenance, and logistics expenses with the transfer of these products from the plants to the sale terminals.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

A portion of the final inventory of finished products and raw materials was adjusted to market value, since its value was lower than the cost of production/acquisition. This adjustment totaled R\$2,875 (R\$83,265 in 2014). For this estimate, the Company considers the purchase/sale price projected for the period during which it expects to sell or consume the product. This period is determined based on the historical data for the turnover of the respective inventory.

Advances to suppliers and expenditures with imports in transit are mainly related to operations for the acquisition of raw materials.

F-38

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**9 Related parties**

The Company carries out transactions among themselves and with other related parties in the ordinary course of its operations and activities. The Company believes that all the conditions set forth in the contracts with related parties meet the Company's interests. To ensure that these contracts present terms and conditions that are as favorable to the Company as those it would enter into with any other third parties is a permanent objective of Braskem's management.

F-39



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****Balance sheet for associated companies, jointly-controlled investment and related companies**

	2015				2014			
	Odebrecht and Petrobras and subsidiaries	Petrobras and subsidiaries	Others	Total	Odebrecht and Petrobras and subsidiaries	Petrobras and subsidiaries	Others	Total
<b>Balance sheet</b>								
<b>Assets</b>								
Current								
Trade accounts receivable	12.851	141.550	33.997	188.398	4.347	104.857	33.009	142.213
Inventories	138.619(i)			138.619	108.929(i)	123.377(i)		232.306
Dividends and interest on capital			1.998	1.998				
Related parties		9.927	580	10.507	55	66.375	186	66.616
Other							4.535	4.535
Non-current								
Advances to suppliers	58.443(i)			58.443	68.988(i)			68.988
Related parties								
Intracompany loan		78.332		78.332		72.200		72.200
Other		66.301		66.301		66.301		66.301
<b>Total assets</b>	<b>209.913</b>	<b>296.110</b>	<b>36.575</b>	<b>542.598</b>	<b>182.319</b>	<b>433.110</b>	<b>37.730</b>	<b>653.159</b>
<b>Liabilities</b>								
Current								
Trade payables	284.973	1.400.485	2.011	1.687.469	459.412	1.497.675		1.957.087
<b>Total liabilities</b>	<b>284.973</b>	<b>1.400.485</b>	<b>2.011</b>	<b>1.687.469</b>	<b>459.412</b>	<b>1.497.675</b>		<b>1.957.087</b>

**Transactions between associated companies, jointly-controlled investment and related companies****2015****2014****Restated**

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Odebrecht and subsidiaries	Petrobras and subsidiaries	Others	Total	Odebrecht and subsidiaries	Petrobras and subsidiaries	Others	Total	Odebrecht and subsidiaries	Petrobras and subsidiaries
64.093	1.620.335	475.836	2.160.264	82.750	1.817.056	326.586	2.226.392	23.707	1.369.882
3.692.625(ii)	12.488.618	108.688	16.289.931	3.631.198(ii)	18.183.600	70.700	21.885.498	284.433	15.980.040
	6.723		6.723		964		964		4.525
		44.466	44.466			20.695	20.695		
				277.338(iii)			277.338		
						72.299(iv)	72.299		
<b>3.756.718</b>	<b>14.115.676</b>	<b>628.990</b>	<b>18.501.384</b>	<b>3.991.286</b>	<b>20.001.620</b>	<b>490.280</b>	<b>24.483.186</b>	<b>308.140</b>	<b>17.354.447</b>

- (i) Amount related to advances to raw material suppliers.
- (ii) It includes expenses for construction of subsidiary Braskem Idesa project, of which R\$3,177,121 for 2015 (R\$3,297,400 for 2014) (Note 15).
- (iii) Amount related to divestment in subsidiary (Note 1(a)(i)).
- (iv) The entities that have received the payments without corresponding services mentioned in Note 34.1(b) were considered as related parties of Braskem.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

As provided for in the Company's bylaws, the Board of Directors has the exclusive power to decide on any contract but those related to the purchase of raw materials that exceed R\$ 5,000 per operation or R\$ 15,000 altogether per year. This provision encompasses contracts between the Braskem S.A. and its subsidiaries and any of its common shareholders, directors of the Company, its Braskem S.A. or its respective related parties. Additionally, the Company has a Finance and Investment Committee that, among other things, monitors the contracts with related parties that are approved by the Board of Directors.

Pursuant to Brazilian Corporation Law, officers and directors are prohibited from: (i) performing any acts of liberality with the use of the Company's assets and in its detriment; (ii) intervening in any operations in which these officers and directors have a conflict of interest with the Company or in resolutions in which they participate; and (iii) receiving, based on their position, any type of personal advantage from third parties, directly or indirectly, without an authorization under the Bylaws or by the shareholders' meeting.

The related parties that have significant relationship with the Company are as follows:

Construtora Norberto Odebrecht S.A. ( CNO ): subsidiary of Odebrecht

Odebrecht Ambiental S.A. ( OA ): subsidiary of Odebrecht

Aquapolo Ambiental S.A. ( Aquapolo): subsidiary of Odebrecht Ambiental

Cetrel S.A. ( Cetrel ): subsidiary of Odebrecht Ambiental

Distribuidora de Água Camaçari S.A. ( UTA ): subsidiary of Odebrecht Ambiental

Distribuidora de Águas Triunfo S.A. ( DAT ): subsidiary of Odebrecht Ambiental

Petrobras: shareholder of Braskem

Petrocoque S.A. Indústria e Comércio ( Petrocoque ): subsidiary of Petrobras

Refinaria de Petróleo Rio Grandense S.A ( RPR ): jointly-controlled investment of Braskem

Petrobras Transportes S.A. Transpetro ( Transpetro ): subsidiary of Petrobras

The main transactions with related parties, except subsidiaries of the Company, are summarized below:

Odebrecht and its subsidiaries:

- (i) In May 2014, an alliance agreement was signed with CNO for maintenance services at the industrial plants in Brazil with duration of four years and estimated total value of R\$121 million;
- (ii) The lease agreement with CNO for the floors in the building where the offices of Braskem are located in São Paulo came into force as of January 1, 2014. The agreement is worth R\$226 million and is valid through December 2028;
- (iii) An agreement was executed with CNO in September 2012 for the engineering, procurement and construction services of the subsidiary Braskem Idesa Project for an estimated value of US\$3 billion and duration through 2015;
- (iv) In September 2009, the Company entered into an agreement with Aquapolo (a special purpose entity formed by Odebrecht Ambiental and the water utility Companhia de Saneamento Básico do Estado de São Paulo – SABESP for the production of industrial reuse water) for the acquisition of 9.5 million m<sup>3</sup>/year of reuse water by the plants located in the São Paulo Petrochemical Complex. The agreement is valid through 2053 and has an estimated annual value of R\$65 million;

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

- (v) In October 2012, an agreement was executed with Cetrel for the acquisition of 4 million m<sup>3</sup>/year of reuse water by the plants located in the Industrial Complex of Camaçari. The contract is worth an estimated R\$120 million and is valid through April 2028;
- (vi) In March 2013, an agreement was executed with UTA for the acquisition of 14.5 million m<sup>3</sup>/year of industrial water by the plants located in the Industrial Complex of Camaçari. The contract is worth an estimated R\$2.2 billion and is valid through March 2043;
- (vii) In December 2013, an agreement was executed with DAT for the acquisition of 29 million m<sup>3</sup>/year of industrial water by the plants located in the Industrial Complex of Triunfo. The contract is worth an estimated R\$2.9 billion and is valid through December 2053.

Petrobras and its subsidiaries:

(i) Naphtha

On December 23, 2015, an agreement was executed with Petrobras for the purchase of 7 million tons/year of petrochemical naphtha for five years. This agreement includes commercial renegotiation rights for both parties as of the third year, in case of changes in certain market conditions. The established price is 102.1% of ARA international benchmark, which is the average price of inputs in the European ports of Amsterdam, Rotterdam and Antwerp.

(ii) Naphtha (amendments to agreements)

On August 29, 2014, Braskem and Petrobras entered into a new amendment to the naphtha supply contract of 2009, which extended the original contract duration by 6 months (from September 1, 2014 to February 28, 2015). In this amendment, the naphtha pricing formula of the original contract was maintained. It was also established that, if a new long-term contract had been executed, the pricing formula in the new contract would be applied retrospectively to any purchases made during the duration of the amendment. On the other hand, if a new long-term contract was not executed, the average price base negotiated between the parties would be valid throughout the duration of the amendment. After applying the average price scenario, it was determined that Braskem was entitled to a refund of R\$242,917. This amount was recorded in the first quarter of 2015 under `Cost of goods sold` and settled in the second quarter of 2015.

On February 27, 2015, Braskem and Petrobras executed a new amendment valid through August 31, 2015, under the same conditions as in the previous amendment. The naphtha price formula stipulated in the original contract was maintained in this amendment, but if the parties did not sign a new long-term contract, a price adjustment would be applied based on the international naphtha benchmark. For this amendment, a pricing complement was determined for payment to Petrobras in the amount of R\$18,486, registered in the second quarter of 2015 under Cost of goods sold.

On September 1, 2015, Braskem and Petrobras signed a new agreement valid until October 31, 2015, under the same conditions as in the previous amendment. For this amendment, a refund for Braskem was calculated in the amount of R\$64,434, registered in the fourth quarter of 2015 under Cost of goods sold.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

On October 30, 2015, Braskem and Petrobras signed a new amendment to the agreement for the supply of petrochemical naphtha up to December 15, 2015. The price practiced for the duration of this amendment was already definitive.

- (iii) Braskem has propylene purchase agreements with Petrobras for the plants located in the Petrochemical Complexes of Triunfo, Rio de Janeiro and São Paulo. These agreements provide for the full supply of approximately 910 thousand tons/year of propylene. The contracted propylene price is based on various international references linked to the most important markets for propylene and polypropylene, particularly the U.S., European and Asian markets;
- (iv) The Company has an agreement with Petrobras for the supply of: (i) 392.5 thousand tons/year of ethane, and 392.5 thousand tons/year of propane, valid through December 2020; (ii) 438.0 Nm<sup>3</sup>/year of HLR, valid through January 2020. In addition, the Company had an agreement for the supply of 159.83 GWh/year of electricity, which was terminated in August 2015;
- (v) Since October 2015, Braskem has gasoline sales agreements with Petrobras with monthly duration;
- (vi) In January 2015, an amendment to the agreement with Petrobras for the supply of approximately 10.5 thousand ton/year of caustic soda was signed for the estimated total value of R\$15 million and maturing in December 2015;
- (vii) In July 2015, an agreement was executed with Petrobras for the sale of 30 thousand m<sup>3</sup> of aliphatic solvent was signed for R\$72 million with duration up to March 2016;
- (viii) In April 2008, an agreement was executed with Petrocoque for the acquisition of 312.2 thousand tons/year of steam by the Polyethylene units. The contract is worth an estimated R\$238.7 million and is valid through September 2019;

- (ix) In December 2012, an agreement was executed with RPR for the sale through spot trading of petroleum/condensate to Braskem was signed with Petrobras for an estimated amount of R\$142 million. This agreement was terminated in September 2015;
- (x) In June 2015, an agreement was executed with Transpetro for the acquisition of naphtha and condensate handling and storage services by Braskem's Basic Petrochemicals Unit, located in the Industrial Complex of Triunfo. The contract is worth an estimated R\$16 million and is valid through June 2016.

**(i) Key management personnel**

The Company considers Key management personnel to be the members of the Board of Directors and the Executive Board, composed of the CEO and vice-presidents. Not all the members of the Executive Board are members of the statutory board.

<b>Income statement transactions</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Remuneration</b>			
Short-term benefits	46,562	35,963	35,380
Post-employment benefit	272	256	275
Long-term incentives		560	15
<b>Total</b>	<b>46,834</b>	<b>36,779</b>	<b>35,670</b>



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****10 Taxes recoverable**

		<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
<b>Brazil</b>				
IPI		23,996	20,456	28,701
Value-added tax on sales and services (ICMS) - normal operations	(a)	403,842	413,066	729,500
ICMS - credits from PP&E		121,954	131,153	123,354
Social integration program (PIS) and social contribution on revenue (COFINS) - normal operations	(b)	69,431	675,983	710,357
PIS and COFINS - credits from PP&E		230,030	244,194	269,006
Income tax and social contribution (IR and CSL)	(c)	958,567	706,427	550,164
REINTEGRA program	(d)	274,654	263,771	267,049
Federal supervenience	(e)	173,436	170,264	231,432
Other		14,281	9,217	51,892
<b>Other countries</b>				
Value-added tax	(f)	277,751	547,947	572,432
Income tax (IR)		80,600	27,439	19,601
Other		1,559	1,336	3,020
<b>Total</b>		<b>2,630,101</b>	<b>3,211,253</b>	<b>3,556,508</b>
Current assets		1,312,341	2,152,121	2,256,814
Non-current assets		1,317,760	1,059,132	1,299,694
<b>Total</b>		<b>2,630,101</b>	<b>3,211,253</b>	<b>3,556,508</b>

**(a) ICMS normal operations**

Accumulated ICMS credits over the past few years arises mainly from domestic sales subject to deferred taxation and export sales.

The Management of the Company has been prioritizing a series of actions to maximize the use of these credits and currently does not expect losses on their realization. These include the maintenance of the terms of the agreements with the states in which the Company produces petrochemical products in order to defer the ICMS tax levied on naphtha purchases, which increases the effective monetization of the balances.

**(b) PIS and COFINS**

The Company has PIS and COFINS tax credits arising materially from the incentivized domestic outflows and exports.

The realization of these credits occurs in two ways: (i) offset of overdue or falling due liabilities related to taxes levied by the Federal Revenue Service; or (ii) cash reimbursement.

**(c) IR and CSL**

Accumulated IR and CSL arises from prepayments of these taxes and retentions on income from financial investments over the past few years.

The realization of these credits occurs in two ways: (i) offset of overdue or falling due liabilities related to taxes levied by the Federal Revenue Service; or (ii) cash reimbursement.

Several tax refund protocols were already filed with Brazil's Federal Revenue Service.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(d) REINTEGRA Program**

The REINTEGRA program aims to refund to exporters the federal taxes levied on the production chain for goods sold abroad. The amount to be refunded is equivalent to the following percentages of all export revenue, in accordance with Federal Law 13,043/14 and Executive Order 8,543/15:

(i) 3%, between October 1, 2014 and February 28, 2015;

(ii) 1%, between March 1, 2015 and November 30, 2015; and

(iii) 0.1% between December 1, 2015 and December 31, 2016.

Such credits may be realized in two ways: (i) by offsetting own debits overdue or undue related to taxes levied by the Federal Revenue Service; or (ii) by a cash reimbursement.

In the fiscal year ended December 31, 2015, the Company recognized credits in the amount of R\$102,273 (R\$65,701 in 2014) and offset the amount of R\$91,389 (R\$69,192 in 2014). In the Statement of Operations, credits are recognized in the item Cost of Products Sold.

**(e) Federal supervenience**

This item includes credits arising from legal discussions regarding the legality and constitutionality of various taxes and contributions in which the Company has already obtained a favorable ruling or has unquestionable case law in its favor.

These amounts will be realized after the use of other credits described above in this Note.

**(f) Value added tax subsidiaries abroad**

On December 31, 2015, this line included:

- (i) R\$56,605 from sales by Braskem Alemanha to other countries. These credits are reimbursed in cash by the local government;
  
- (ii) R\$189,157 from purchases of machinery and equipment for the subsidiary Braskem Idesa project (Note 11(d)). This credit will be reimbursed in cash by the local government after their validation according to established tax procedures. In fiscal year 2015, Braskem Idesa was reimbursed the amount of R\$811,016 (US\$263,927) (R\$634,911 in 2014 (US\$250,454)).

F-45

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****11 Investments****(a) Information on investments**

		Interest in total	Adjusted net profit (loss)		Adjusted equity		
		and voting capital (%)	for the year	for the year	2015	2014	
		-	2015	2014	2013	2015	2014
<b>Jointly-controlled investment</b>							
RPR		33.20	24,784	(3,166)	1,871	145,551	125,955
Odebrecht Comercializadora de Energia S.A. ( OCE )		20.00	10,490	129	402	11,441	734
Polipropileno Del Sur, S.A. ( Propilur )	(i)	49.00		(72)	(4,445)		121,547
<b>Associates</b>							
Borealis Brasil S.A. ( Borealis )		20.00	(3,914)	7,246	5,492	158,366	174,433
Companhia de Desenvolvimento Rio Verde ( Codeverde )	(i)	35.97		(596)	(596)		46,342

(i) Investees with provision for loss at amount equivalent to the investment.

**(b) Changes in investments**

	Balance at	Capital	Dividends	Effect	Other	Currency	Balance at
	Dec/2014	increase	and interest	of results	comprehensive	translation	Dec/2015
			on		income	adjustments	
			equity				
<b>Associates</b>							
Borealis	34,887			(3,214)			31,673
Codeverde		897		(897)			

	<b>34,887</b>	<b>897</b>		<b>(4,111)</b>			<b>31,673</b>
<b>Jointly-controlled investments</b>							
Propilsur	43,165			(97,401)		54,236	
RPR	41,824		(2,346)	5,861	2,295	694	48,328
OCE	148	55	(4)	2,090			2,289
	<b>85,137</b>	<b>55</b>	<b>(2,350)</b>	<b>(89,450)</b>	<b>2,295</b>	<b>54,930</b>	<b>50,617</b>
<b>Total</b>	<b>120,024</b>	<b>952</b>	<b>(2,350)</b>	<b>(93,561)</b>	<b>2,295</b>	<b>54,930</b>	<b>82,290</b>

**(c) Breakdown of equity accounting results**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Equity in results of subsidiaries, associate and jointly-controlled investments	2,219	3,929	(3,223)
	<b>2,219</b>	<b>3,929</b>	<b>(3,223)</b>

**(d) Braskem Idesa**

Braskem holds 75% indirect interest in Braskem Idesa, and the remaining 25% pertains to Etileno XXI, S.A. de C.V.

Braskem Idesa is constructing a plant in Mexico, with capacity to produce around 750 kton of high-density polyethylene (\*) and 300 kton of low-density polyethylene (\*) using ethane as feedstock. The raw material will be supplied through a 20-year agreement with PEMEX-Gás for delivery of 66,000 barrels of ethane per day. The petrochemical complex reached 99% of physical progress on December 31, 2015, and is in the startup process.

(\*) *unaudited*

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(d.i) Summary of information from the partially owned subsidiary Braskem Idesa**

The Company is presenting a summary of the financial statements of the subsidiary in which the non-controlling shareholder holds relevant interest, as follows:

**Balance sheet**

<b>Assets</b>	<b>2015</b>	<b>2014</b>
<b>Current</b>		
Cash and cash equivalents	134,639	333,864
Inventories	173,129	238,193
Taxes recoverable	219,071	499,173
Other receivables	150,109	96,349
	<b>676,948</b>	<b>1,167,579</b>
<b>Non-current</b>		
Deferred tax	825,416	179,249
Property, plant and equipment	15,134,641	9,440,389
Intangible	80,870	
Other receivables	32,080	39,763
	<b>16,073,007</b>	<b>9,659,401</b>
<b>Total assets</b>	<b>16,749,955</b>	<b>10,826,980</b>

<b>Liabilities</b>	<b>2015</b>	<b>2014</b>
<b>Current</b>		
Trade payables	429,400	620,953
Project finance	302,266	26,462
Other payables	106,911	101,596
	<b>838,577</b>	<b>749,011</b>
<b>Non-current</b>		
Project finance	11,975,167	7,551,033

Loan agreements	5,911,266	2,834,972
Other payables	7,065	90,513
	<b>17,893,498</b>	<b>10,476,518</b>
<b>Shareholders equity</b>	<b>(1,982,120)</b>	<b>(398,549)</b>
<b>Total liabilities and shareholders equity</b>	<b>16,749,955</b>	<b>10,826,980</b>

**Statement of operations**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Gross profit (loss)	(14,575)	5,320	2,294
Operating expenses, net	(83,467)	(52,834)	(31,113)
Financial results	(354,844)	(240,936)	38,095
Profit (loss) before income tax	<b>(452,886)</b>	<b>(288,450)</b>	<b>9,276</b>
Income tax	63,022	(83,030)	(19,911)
Loss for the year	<b>(389,864)</b>	<b>(371,480)</b>	<b>(10,635)</b>

**Statement of cash flows**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Cash flows from operating activities			
Cash generated by operating activities	1,808,983	992,401	(204,798)
Interest paid	(502,279)	(336,998)	(98,272)
Net cash generated by operating activities	<b>1,306,704</b>	<b>655,403</b>	<b>(303,070)</b>
Net cash used in investing activities	<b>(3,339,518)</b>	<b>(3,645,196)</b>	<b>(4,052,864)</b>
Net cash provided by financing activities			
Project finance	988,447	1,894,507	4,562,343
Related parties	898,213	653,118	463,859
Capital increase			153,285
	<b>1,886,660</b>	<b>2,547,625</b>	<b>5,179,487</b>
Exchange variation on cash	(53,071)	(33,843)	(61,533)
Increase (decrease) in cash and cash equivalents	<b>(199,225)</b>	<b>(476,011)</b>	<b>762,020</b>
Represented by:			
Cash and cash equivalents at the beginning for the year	333,864	809,875	47,855
Cash and cash equivalents at the end for the year	134,639	333,864	809,875
Increase (decrease) in cash and cash equivalents	<b>(199,225)</b>	<b>(476,011)</b>	<b>762,020</b>

The shareholders equity of Braskem Idesa was negative on December 31, 2015 and 2014. This is an acceptable situation considering that it is a company in the pre-operating phase. This situation will be reversed with the startup of



operations in 2016.

F-47

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****12 Property, plant and equipment****(a) Change**

	<b>Land</b>	<b>Buildings and Improvements</b>	<b>Machinery, Equipment and Facilities</b>	<b>Restated Projects and Stoppage in Progress (i)</b>	<b>Other</b>	<b>Total</b>
Cost	428,908	1,810,471	25,682,288	8,853,339	929,422	37,704,428
Accumulated depreciation/depletion		(783,085)	(11,061,715)		(450,438)	(12,295,238)
<b>Balance as of January 1, 2014</b>	<b>428,908</b>	<b>1,027,386</b>	<b>14,620,573</b>	<b>8,853,339</b>	<b>478,984</b>	<b>25,409,190</b>
Acquisitions		28,630	184,880	4,540,352	1,779	4,755,641
Capitalized financial charges				623,162		623,162
Foreign currency translation adjustment	7,642	7,770	88,422	130,629	3,777	238,240
Transfers by concluded projects		32,373	779,078	(936,794)	125,343	
Other, net of depreciation/depletion	(10)		(3,097)	(10,780)	1,736	(12,151)
Depreciation / depletion		(65,159)	(1,793,651)		(84,314)	(1,943,124)
Net book value	7,632	3,614	(744,368)	4,346,569	48,321	3,661,768
Cost	436,540	1,879,244	26,669,421	13,199,908	1,058,518	43,243,631
Accumulated depreciation/depletion		(848,244)	(12,793,216)		(531,213)	(14,172,673)
	<b>436,540</b>	<b>1,031,000</b>	<b>13,876,205</b>	<b>13,199,908</b>	<b>527,305</b>	<b>29,070,958</b>

<b>Balance as of December 31, 2014</b>						
Acquisitions	46,837	2,296	151,553	3,116,931	201	3,317,818
Capitalized financial charges				786,063		786,063
Foreign currency translation adjustment	43,409	11,088	340,256	2,658,730	22,946	3,076,429
Transfers by concluded projects	(ii)	3,536,983	10,451,774	(14,113,868)	125,111	
Transfers to intangible	(iii)			(85,917)		(85,917)
Other, net of depreciation/depletion		(2,890)	(12,367)	(35,370)	(602)	(51,229)
Depreciation / depletion		(66,976)	(1,831,079)		(115,778)	(2,013,833)
<b>Net book value</b>	<b>526,786</b>	<b>4,511,501</b>	<b>22,976,342</b>	<b>5,526,477</b>	<b>559,183</b>	<b>34,100,289</b>
Cost	526,786	5,415,826	37,514,207	5,526,477	1,205,559	50,188,855
Accumulated depreciation/depletion		(904,325)	(14,537,865)		(646,376)	(16,088,566)
<b>Balance as of December 31, 2015</b>	<b>526,786</b>	<b>4,511,501</b>	<b>22,976,342</b>	<b>5,526,477</b>	<b>559,183</b>	<b>34,100,289</b>

- (i) On December 31, 2015, the main amounts included in this account refer to the expenses with the subsidiary Braskem Idesa project (R\$2,022,870) and expenses with planned shutdown maintenance which is in preparation or in progress (R\$627,985). The balance corresponds mainly to diverse projects aimed at maintenance of plants' production capacity.
- (ii) Expenses up to May 31, 2015 in Braskem Idesa's project were transferred to the definite accounts as follows: R\$8,917,760 to Machinery, equipment and installations and R\$3,476,205 to Buildings and improvements. These amounts will be depreciated as of the beginning of the commercial production of the subsidiary.
- (iii) This change includes R\$80,870 from Braskem Idesa corresponding to the transfer to intangible assets when amounts are capitalized to the related accounts (Note 13).

The financial charges are capitalized on the balance of the projects in progress using (i) an average rate of all borrowings; and (ii) the portion of the foreign exchange variation that corresponds to a possible difference between the average rate of financing in the internal market and the rate mentioned in item (i) above. The capitalized amount is considered in the statement of cash flows as Acquisitions to property, plant and equipment.

The machinery, equipment and facilities of the Company require inspections, replacement of components and maintenance in regular intervals. The Company makes shutdowns in regular intervals that vary from two to six years to perform these activities. These shutdowns can involve the plant as a whole, a part of it, or even relevant pieces of equipment, such as industrial boilers, turbines and tanks. Shutdowns that take place every six years, for example, are usually made for the maintenance of industrial plants as a whole. Expenses with each scheduled shutdown are included in property, plant and equipment items that were the subject matter of the

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

stoppage and are fully depreciated until the beginning of the following related stoppage. The expenditures with personnel, the consumption of small materials, maintenance and the related services from third parties are recorded, when incurred, as production costs. Property, plant and equipment items are depreciated on a straight-line basis. Projects in progress are not depreciated. Depreciation begins when the assets are available for use.

Based on the analysis cited in Note 3.4(a), the Management of Braskem believes that the plants will operate at their full capacity, or close to it, within the projected period, therefore impairment tests of these assets were not necessary. The prices of products manufactured by the Company are quoted in international markets and adjust to the prices of raw materials to preserve the historical margins of the business.

**(b) Property, plant and equipment by country**

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
Brazil	17,637,392	18,434,300	18,562,850
Mexico	14,416,835	9,260,814	5,684,813
USA	1,748,282	1,155,696	924,812
Germany	297,278	218,753	235,142
Other	502	1,395	1,573
	<b>34,100,289</b>	<b>29,070,958</b>	<b>25,409,190</b>

**13 Intangible assets**

	<b>Goodwill based on expected future profitability</b>	<b>Brands and Patents</b>	<b>Software licenses</b>	<b>Customers and Suppliers Agreements</b>	<b>Total</b>
Cost	3,187,722	213,031	497,813	729,711	4,628,277
Accumulated amortization	(1,128,804)	(91,121)	(292,250)	(280,374)	(1,792,549)

<b>Balance as of December 31, 2014</b>	<b>2,058,918</b>	<b>121,910</b>	<b>205,563</b>	<b>449,337</b>	<b>2,835,728</b>
Acquisitions			20,106		20,106
Foreign currency translation adjustment		3,782	14,603	66,071	84,456
Transfers from projects and stoppage in progress (PP&E)		81,625	4,292		85,917
Other, net of amortization			(16)		(16)
Amortization		(9,661)	(43,791)	(85,135)	(138,587)
<b>Net book value</b>	<b>2,058,918</b>	<b>197,656</b>	<b>200,757</b>	<b>430,273</b>	<b>2,887,604</b>
Cost	3,187,722	298,438	536,786	795,782	4,818,728
Accumulated amortization	(1,128,804)	(100,782)	(336,029)	(365,509)	(1,931,124)
<b>Balance as of December 31, 2015</b>	<b>2,058,918</b>	<b>197,656</b>	<b>200,757</b>	<b>430,273</b>	<b>2,887,604</b>
<b>Average annual rates of amortization</b>		<b>4.44%</b>	<b>10.79%</b>	<b>6.01%</b>	

The Company adopts the following accounting practice for each class of intangible assets:

**(a) Goodwill based on future profitability**

The existing goodwill was determined in accordance with the criteria established by the accounting practices adopted in Brazil before the adoption of the IFRS pronouncements and represent the excess of the amount paid over the amount of equity of the entities acquired.

The Company's goodwill was systematically amortized until December 2008. As from 2009, it has been subject to annual impairment tests in accordance with the provisions in IAS 36.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

At the end of 2015, Braskem conducted an impairment test of the goodwill using the value in use method (discounted cash flow) and did not identify any loss, as shown in the table below:

	<b>Allocated goodwill</b>	<b>Cash flow (CF)</b>	<b>Book value (with goodwill and work capital)</b>	<b>CF/Book value</b>
<b>CGU and operating segments</b>				
CGU - UNIB - South	926,854	7,741,247	942,748	8.2
Operating segment - Polyolefins	939,711	22,136,662	6,379,797	3.5
Operating segment - Vinyls	192,353	4,724,932	3,395,587	1.4

The assumptions adopted to determine the discounted cash flow are described in Note 3.4(b). The WACC used was 13.91% p.a.

Given the potential impact on cash flows of the discount rate and the perpetuity, Braskem conducted a sensitivity analysis based on changes in these variables, with cash flows shown in the table below:

	<b>+0.5% on discount rate</b>	<b>-0.5% on perpetuity</b>
<b>CGU and operating segments</b>		
CGU - UNIB - South	7,424,446	7,396,596
Operating segment - Polyolefins	21,346,548	21,277,089
Operating segment - Vinyls	4,551,687	4,536,457

**(b) Intangible assets with defined useful lives****(b.1) Brands and patents**

The technologies acquired from third parties, including those acquired through business combination, are recorded at the cost of acquisition and/or fair value and other directly attributed costs, net of accumulated amortization and provision for impairment, when applicable. Technologies that have defined useful lives and are amortized using the

straight-line method based on the term of the purchase agreement (between 10 and 20 years). Expenditures with research and development are accounted for in profit or loss as they are incurred.

**(b.2) Contractual customer and supplier relationships**

Contractual customer and supplier relationships arising from a business combination were recognized at fair value at the respective acquisition dates. These contractual customer and supplier relationships have a finite useful life and are amortized using the straight-line method over the term of the respective purchase or sale agreement (between 14 and 28 years).

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b.3) Software**

All software booked has defined useful life estimated between 3 and 10 years and is amortized using the straight-line method. Costs associated with maintaining computer software programs are recognized in profit or loss as incurred.

**(c) Intangible assets by country**

	<b>2015</b>	<b>2014</b>
Brazil	2,583,208	2,626,099
Mexico	80,870	
USA	220,083	205,329
Germany	3,415	4,245
Other	28	55
	<b>2,887,604</b>	<b>2,835,728</b>



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****14 Borrowings**

		<b>Annual financial charges</b>	<b>Restated</b>		
			<b>2015</b>	<b>2014</b>	<b>1/1/2014</b>
<b><u>Foreign currency</u></b>					
Bonds and Medium term notes (MTN)	Note 14 (a)		17,004,617	11,776,438	10,432,526
Advances on exchange contracts	US dollar exchange variation + 2.23%		255,809		117,132
Export prepayment	US dollar exchange variation + 1.10% + semiannual Libor		549,036	427,074	540,744
BNDES	Note 14 (b)		409,076	396,439	453,065
Export credit notes	Note 14 (c)		1,405,227	956,010	843,060
Working capital	US dollar exchange variation + 1.70% above Libor		1,907,145	633,104	633,632
Other	US dollar exchange variation 4.00% above Libor				1,268
Transactions costs	(i)		(237,127)	(251,020)	(71,439)
<b><u>Local currency</u></b>					
Export credit notes	Note 14 (c)		2,350,965	2,435,839	2,528,077
BNDES	Note 14 (b)		3,001,776	3,137,035	2,464,987
BNB/ FINAME/ FINEP/ FUNDES	6.48%		642,739	762,757	658,372
BNB/ FINAME/ FINEP/ FUNDES	TJLP + 1.90%		2,177	8,512	16,093
Fundo de Desenvolvimento do Nordeste (FDNE)	6.5%		51,939	51,090	
Other	CDI + 0.04%		23,714	26,928	
Transactions costs			(16,582)	(14,007)	(5,090)
<b>Total</b>			<b>27,350,511</b>	<b>20,346,199</b>	<b>18,612,427</b>

Current liabilities	1,969,993	1,419,470	1,249,572
Non-current liabilities	25,380,518	18,926,729	17,362,855
<b>Total</b>	<b>27,350,511</b>	<b>20,346,199</b>	<b>18,612,427</b>

- (i) The subsidiary Braskem America contracted a borrowing (Bond) in 2011, in which it spent US\$4,375 to restructure. The amount was initially recognized as an expense in the period. After the revision, these expenses were reclassified as Transactions costs and will be amortized in accordance with the duration of the borrowing. On December 31, 2015 the amount reclassified to non-current liabilities, net of the amortization, was R\$8,976.

(a) **Bonds and MTN**

Issue date	Issue amount US\$	Maturity	Interest (% per year)	Interest	
				2015	2014
July - 1997	(i) 250,000	June - 2045	8.63		149,394
September - 2006	275,000	January - 2017	8.00	225,637	165,863
June - 2008	500,000	June - 2018	7.25	539,327	381,567
May - 2010	400,000	May - 2020	7.00	188,088	127,945
May - 2010	350,000	May - 2020	7.00	1,380,764	939,251
October - 2010	450,000	no maturity date	7.38	1,757,160	1,216,348
April - 2011	750,000	April - 2021	5.75	2,953,803	2,009,294
July - 2011	500,000	July - 2041	7.13	2,013,453	1,369,631
February - 2012	250,000	April - 2021	5.75	987,894	672,005
February - 2012	250,000	no maturity date	7.38	976,200	675,749
May - 2012	500,000	May - 2022	5.38	1,969,307	1,339,601
July - 2012	250,000	July - 2041	7.13	1,006,727	684,815
February - 2014	(ii) 500,000	February - 2024	6.45	2,004,171	1,363,317
May - 2014	(iii) 250,000	February - 2024	6.45	1,002,086	681,658
<b>Total</b>	<b>5,475,000</b>			<b>17,004,617</b>	<b>11,776,438</b>

- (i) This transaction, which was due in June 2015, had its maturity extended to June 2045. The subsidiary Braskem Holanda holds 100% of these securities as at December 31, 2015.
- (ii) The effective interest rate considering the transaction costs is 7.78% p.a.;
- (iii) The effective interest rate considering the transaction costs is 7.31% p.a..

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b) BNDES borrowings**

<b>Projects</b>	<b>Issue date</b>	<b>Maturity</b>	<b>Charges (% per year)</b>	<b>2015</b>	<b>2014</b>
<b><u>Foreign currency</u></b>					
Other	2006	October - 2016	US dollar exchange variation + 6.88	3,204	4,795
Braskem Qpar expansion	2007/2008	April - 2016	US dollar exchange variation + 6.73 to 6.88	2,426	6,717
Green PE	2009	July - 2017	US dollar exchange variation + 6.66	29,352	32,577
Limit of credit II	2009	January - 2017	US dollar exchange variation + 6.66	47,353	61,946
New plant PVC Alagoas	2010	January - 2020	US dollar exchange variation + 6.66	128,806	109,077
Limit of credit III	2011	October - 2018	US dollar exchange variation + 6.50 to 6.53	149,495	141,894
Butadiene	2011	January - 2021	US dollar exchange variation + 6.53	48,440	39,433
				<b>409,076</b>	<b>396,439</b>
<b><u>Local currency</u></b>					
Other	2006	September -2016	TJLP + 2.80	13,501	31,376
Braskem Qpar expansion	2007/2008	February - 2016	TJLP + 2.15 to 3.30	5,372	40,617
Green PE	2009	June - 2017	TJLP + 0.00 to 4.78	119,201	198,608
Limit of credit II	2009	January - 2017	TJLP + 2.58 to 3.58	85,004	162,815
Limit of credit II	2009	January - 2021	4.00 to 4.50	96,698	93,875
New plant PVC Alagoas	2010	December - 2019	TJLP + 0.00 to 3.58	235,641	293,568
New plant PVC Alagoas	2010	December - 2019	5.50	26,732	33,414
Limit of credit III	2011	December - 2021	TJLP + 0.00 to 3.58	1,154,552	1,331,699
Limit of credit III	2011	December - 2021	SELIC + 2.32 to 2.78	284,263	260,508
Limit of credit III	2011	December - 2021	3.50 to 7.00	230,198	250,505
Butadiene	2011	December - 2020	TJLP + 0.00 to 3.45	96,407	115,225
Finem	2014	March - 2021	TJLP + 0.00 to 2.78	215,372	192,827
Finem	2014	March - 2021	SELIC + 2.78	160,603	129,326

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Finem	2014	March - 2021	6.00	6,664	2,672
Limit of credit IV	2015	January - 2022	TJLP + 0.00 to 2.62	140,024	
Limit of credit IV	2015	January - 2022	SELIC + 2.32	131,544	
				3,001,776	3,137,035
<b>Total</b>				<b>3,410,852</b>	<b>3,533,474</b>

F-53

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(c) Export credit notes ( NCE )**

<b>Issue date</b>	<b>Initial amount of the transaction</b>	<b>Maturity</b>	<b>Charges (% per year)</b>	<b>2015</b>	<b>2014</b>
<b>Foreign currency</b>	<b>US\$</b>				
November - 2006	167,014	May - 2018	Us dollar exchange variation + 8.10	308,069	209,561
April - 2007	101,605	March - 2018	Us dollar exchange variation + 7.87	198,782	135,220
May - 2007	146,010	May - 2019	Us dollar exchange variation + 7.85	294,840	200,518
January - 2008	266,430	February - 2020	Us dollar exchange variation + 7.30	603,536	410,711
	<b>681,059</b>			<b>1,405,227</b>	<b>956,010</b>
<b>Local currency</b>					
April - 2010	50,000	October - 2021	105% of CDI	36,653	36,120
June - 2010	200,000	October - 2021	105% of CDI	146,611	144,481
February - 2011	250,000	October - 2021	105% of CDI	146,611	144,481
April - 2011	(i) 450,000	April - 2019	112.5% of CDI	464,039	461,254
June - 2011	80,000	October - 2021	105% do CDI	58,644	57,792
August - 2011	(i) 400,000	August - 2019	112,5% of CDI	405,478	404,309
June - 2012	100,000	October - 2021	105% of CDI	73,305	72,241
September - 2012	300,000	October - 2021	105% of CDI	219,917	216,722
October - 2012	85,000	October - 2021	105% of CDI	62,310	61,405
February - 2013	(ii) 100,000	September - 2017	8.00	101,118	101,161
February - 2013	(ii) 100,000	February - 2016	8.00	101,248	101,161
February - 2013	(ii) 50,000	September - 2017	8.00	50,440	50,440
February - 2013	(ii) 100,000	February - 2016	8.00	101,118	101,096
March - 2013	(ii) 50,000	March - 2016	8.00	50,253	50,257
June - 2014	(ii) 50,000	June - 2017	8.00	50,010	50,010
June - 2014	(ii) 17,500	June - 2017	8.00	17,504	17,504
June - 2014	(ii) 10,000	June - 2017	8.00	10,002	10,002
September - 2014	100,000	August - 2020	108% of CDI	104,642	103,579

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November - 2014	(ii)	150,000	November - 2017	8.00	151,062	151,094
November - 2014		100,000	April - 2015	8.00		100,730
<b>Total</b>		<b>2,742,500</b>			<b>2,350,965</b>	<b>2,435,839</b>

- (i) The Company enters into swap transactions to offset the variation in the Interbank Certificate of Deposit (CDI) rate (Note 16.2.1 (b.i)).
- (ii) The Company entered into swap transactions for these contracts (from fixed rate to 67.10% to 92.70% of CDI rate) (Note 16.2.1).

F-54

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(d) Payment schedule**

The maturity profile of the long-term amounts is as follows:

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
2015			1,122,338
2016		1,254,109	1,738,836
2017	1,737,741	1,528,951	1,577,130
2018	2,633,553	1,977,719	1,882,188
2019	3,321,210	1,998,222	1,480,026
2020	2,757,644	1,941,026	2,366,465
2021	4,257,587	2,947,861	2,561,856
2022	2,071,440	1,417,420	1,248,695
2023	7,950	7,987	2,016
2024	2,945,136	2,008,722	340
2025 and thereafter	5,648,257	3,844,712	3,382,965
<b>Total</b>	<b>25,380,518</b>	<b>18,926,729</b>	<b>17,362,855</b>

**(e) Capitalized financial charges**

In 2015, the Company capitalized financial charges presented in this note in the amount of R\$130,180 (R\$95,542 in 2014), including monetary variation and part of the exchange variation. The average rate of these charges in the year was 7.80% p.a. (7.69% p.a. in 2014).

**(f) Guarantees**

Braskem gave collateral for part of its borrowings as follows:

<b>Loans</b>	<b>Maturity</b>	<b>Guarantees</b>
--------------	-----------------	-------------------

		<b>Total debt 2015</b>	<b>Total guaranteed</b>	
BNB	December - 2022	171,041	171,041	Mortgage of plants, pledge of machinery and equipment
BNB	August - 2024	247,343	247,343	
BNDES	December - 2021	3,410,852	3,410,852	Mortgage of plants, land and property, pledge of machinery and equipment
FUNDES	June - 2020	143,789	143,789	Mortgage of plants, land and property, pledge of machinery and equipment
FINEP	July - 2024	80,566	80,566	Bank surety
FINAME	February -2022	2,177	2,177	Pledge of equipment
<b>Total</b>		<b>4,055,768</b>	<b>4,055,768</b>	

F-55



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****15 Project finance**

Identification	US\$		Maturity	Charges (% per year)	2015	2014
	Contract value	Value received				
Project finance I	700,000	700,000	February - 2027	Us dollar exchange variation + quarterly Libor + 3.25	2,720,874	1,716,943
Project finance II	210,000	189,996	February - 2027	Us dollar exchange variation + 6.17	740,902	378,992
Project finance III	600,000	600,000	February - 2029	Us dollar exchange variation + 4.33	2,334,133	1,388,166
Project finance IV	660,000	680,004	February - 2029	Us dollar exchange variation + quarterly Libor + 3.88	2,645,645	1,757,438
Project finance V	400,000	400,000	February - 2029	Us dollar exchange variation + quarterly Libor + 4.65	1,557,360	982,688
Project finance VI	90,000	89,994	February - 2029	Us dollar exchange variation + quarterly Libor + 2.73	349,464	153,762
Project finance VII	533,095	533,095	February - 2029	Us dollar exchange variation + quarterly Libor	2,075,524	1,311,104

			+ 4.64	
Transactions costs			(173,240)	(111,598)
<b>Total</b>	<b>3,193,095</b>	<b>3,193,089</b>	<b>12,250,662</b>	<b>7,577,495</b>
VAT borrowings (i)		November - 2029	2,00% above TIIE (ii)	26,771
			<b>12,277,433</b>	<b>7,577,495</b>
Current liabilities			302,266	26,462
Non-current liabilities			11,975,167	7,551,033
<b>Total</b>			<b>12,277,433</b>	<b>7,577,495</b>

- (i) Financing for the subsidiary Braskem Idesa obtained in Mexican peso and paid exclusively using the reimbursement of value-added taxes (Note 10(f.ii)). During the year ended December 31, 2015, a total of R\$535,125 was raised and R\$516,496 was settled (R\$510,715 as principal and R\$5,781 as interest).
- (ii) TIIE *Tasa de Interés Interbancaria de Equilibrio* basic interest rate in Mexico, similar to the CDI overnight rate in Brazil.

On April 22, 2015, Braskem Idesa received the fifth tranche of the Project Finance in the amount of R\$877,040 (US\$290,545), and on September 9, 2015 it received the last tranche in the amount of R\$89,774 (US\$23,608).

In line with the Company's Financial Policy, the investment in the Ethylene XXI project (Note 11(d)) is being financed under the Project finance mode, whereby the project loan must be paid exclusively with the cash generated by the project itself and shareholders must provide limited guarantees. Thus, this financing has the usual guarantees of this type of operation such as assets, receivables, cash generation and other rights from the project, as well commitments by shareholders to inject a limited amount of capital to provide for eventual additional costs of the project.

The financing structure was concluded in December 2012, at the ratio of 70% debt and 30% equity. The total financing to meet construction expenses and start operation was US\$3,193,089.

In the year ended December 31, 2015, the subsidiary Braskem Idesa capitalized the interest on this financing in the amount of R\$657,191 (R\$527,620 in 2014), which partially includes the exchange variation. The average rate of charges capitalized in the year was 8.28% p.a. (7.76% in 2014).

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

The maturity profile of this long-term financing, by year of maturity, is as follows:

	<b>2015</b>	<b>2014</b>
2016		137,360
2017	687,211	417,129
2018	840,247	511,886
2019	872,994	533,244
2020	1,025,621	630,543
2021	1,172,569	722,211
2022	977,593	603,387
2023	1,294,219	797,728
2024	1,400,843	863,811
2025	1,398,554	2,333,734
2026 and thereafter	2,305,316	
<b>Total</b>	<b>11,975,167</b>	<b>7,551,033</b>

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****16 Financial instruments****16.1 Non-derivative financial instruments**

	Note	Classification by category	Fair value hierarchy	Restated		Fair value	
				Book value 2015	Book value 2014	2015	2014
<b>Cash and cash equivalents</b>	5						
Cash and banks				873,966	227,237	873,966	227,237
Financial investments in Brazil		Held-for-trading	Level 2	605,770	1,146,880	605,770	1,146,880
Financial investments in Brazil		Loans and receivables		1,409,504	1,002,066	1,409,504	1,002,066
Financial investments abroad		Held-for-trading	Level 2	4,154,022	1,515,088	4,154,022	1,515,088
				<b>7,043,262</b>	<b>3,891,271</b>	<b>7,043,262</b>	<b>3,891,271</b>
<b>Financial investments</b>	6						
FIM Sol investments		Held-for-trading	Level 2		85,573		85,573
<i>Letras financeiras do tesouro</i> - LFT		Held-for-trading	Level 2	413,721	104,702	413,721	104,702
Other		Held-for-trading	Level 2	1,172	4,155	1,172	4,155
Quotas of receivables investment fund		Held-to-maturity		46,193	42,495	46,193	42,495
				<b>461,086</b>	<b>236,925</b>	<b>461,086</b>	<b>236,925</b>

<b>Trade accounts receivable</b>	7		<b>2,775,530</b>	<b>2,434,196</b>	<b>2,775,530</b>	<b>2,434,196</b>
<b>Related parties credits</b>	9	Loans and receivables	<b>155,140</b>	<b>205,117</b>	<b>155,140</b>	<b>205,117</b>
<b>Trade payables</b>			<b>12,430,703</b>	<b>10,839,875</b>	<b>12,430,703</b>	<b>10,839,875</b>
<b>Borrowings</b>	14					
Foreign currency - Bond		Level 1	17,004,617	11,776,438	14,434,854	11,900,361
Foreign currency - other borrowings			4,526,293	2,412,627	4,526,293	2,412,627
Local currency			6,073,310	6,422,161	6,073,310	6,422,161
			<b>27,604,220</b>	<b>20,611,226</b>	<b>25,034,457</b>	<b>20,735,149</b>
<b>Project finance</b>	15		<b>12,450,673</b>	<b>7,689,093</b>	<b>12,450,673</b>	<b>7,689,093</b>
<b>Loan to non-controlling shareholder of Braskem Idesa</b>	18		<b>1,538,784</b>	<b>792,188</b>	<b>1,538,784</b>	<b>792,188</b>
<b>Other payables</b>	22		<b>273,294</b>	<b>296,969</b>	<b>273,294</b>	<b>296,969</b>

**(a) Fair value**

The fair value of financial assets and liabilities is estimated as the amount for which a financial instrument could be exchanged in an arm's length transaction and not in a forced sale or settlement. The following methods and assumptions were used to estimate the fair value:

- (i) Held-for-trading and available-for-sale financial assets are measured in accordance with the fair value hierarchy (Level 1 and Level 2), with inputs used in the measurement processes obtained from sources that reflect the most recent observable market prices.
- (ii) Trade accounts receivable and trade payables correspond to respective carrying amounts due to the short-term maturity of these instruments.
- (iii) The fair value of borrowings is estimated by discounting future contractual cash flows at the market interest rate, which is available to Braskem in similar financial instruments.
- (iv) The fair value of bonds is based on prices negotiated in financial markets, plus the respective carrying amount of interests.
- (v) The fair values of the remaining assets and liabilities correspond to their carrying amount.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b) Fair value hierarchy**

The Company adopts IFRS 7 for financial instruments that are measured in the balance sheet; this requires disclosure of measurements by level of the following fair value measurement hierarchy:

Level 1 fair value obtained through prices quoted (without adjustments) in active markets for identical assets or liabilities, such as the stock exchange; and

Level 2 fair value obtained from discounted cash flow models, when the instrument is a forward purchase or sale or a swap contract, or valuation models of option contracts, such as the Black-Scholes model, when the derivative has the characteristics of an option.

**16.2 Financial hedge instruments designated and not designated for hedge accounting****16.2.1 Changes**

Identification	Note	Fair value hierarchy	Operation characteristics		Balance at 2014	Restated		Balance at 2015
			Principal exposure	Derivatives		Change in fair value	Financial settlement	
<b><u>Non-hedge accounting transactions</u></b>								
Exchange swap	16.2.1 (a.i)	Level 2	Argentine peso	Dollar	1,383	(31,314)	(9,059)	(38,990)
Interest rate swaps		Level 2	Fixed rate	CDI	18,588	6,489	(16,726)	8,351
Deliverable Forward		Level 2	Euro	Dollar	2,230	(6,494)	4,264	
					22,201	(31,319)	(21,521)	(30,639)

**Hedge  
accounting  
transactions**

Exchange swap	16.2.1 (b.i)	Level 2	CDI	Dollar+Interests	560,828	527,058	19,239	1,107,125
Interest rate swaps	16.2.1 (b.ii.i)	Level 2	Libor	Fixed rates	3,542	106,780	(75,249)	35,073
Deliverable Forward		Level 2	Mexican peso	Dollar	30,533	19,754	(50,287)	
					594,903	653,592	(106,297)	1,142,198

**Derivatives  
operations**

Current assets					(33,555)			(53,662)
Non-current assets					(39,350)			(12,280)
Current liabilities					95,626			57,760
Non-current liabilities					594,383			1,119,741
					617,104			1,111,559

The counterparties in these contracts are constantly monitored based on the analysis of their respective ratings and Credit Default Swaps CDS. Braskem has many bilateral risk mitigators in its derivative contracts, such as the possibility of depositing or requesting deposits of a guarantee margin from the counterparties it deems convenient.

Financial hedge instruments designated and not designated for hedge accounting are presented in the balance sheet at their fair value in an asset or liability account depending on whether the fair value represents a positive or a negative balance to Braskem, respectively, and are necessarily classified as held-for-trading. The regular changes in the fair value are recognized as financial income or expense in the period in which they occur, except when designated and qualified for hedge accounting.

All financial hedge instruments held at December 31, 2015 were contracted on Over the Counter OTC markets with large financial counterparties under global derivative contracts in Brazil or abroad and its fair value is classified as Level 2.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

Braskem's Financial Policy provides for a continuous short-term hedging program for foreign exchange rate risk arising from its operations and financial items. The other market risks are addressed on a case-by-case basis for each transaction. In general, Braskem assesses the need for hedging in the analysis of prospective transactions and seeks to customize the hedge for each operation and keeps it in place for the whole period of the hedged transaction.

Braskem may elect derivatives for the application of hedge accounting in accordance with IAS 39-32 and IFRS 7. The hedge designation is not mandatory. In general, Braskem will elect to designate financial instruments as hedges when the application is expected to provide a significant improvement in the presentation of the offsetting effect on the changes in the hedged items.

The effective portion of the changes in the fair value of hedge derivatives and of the exchange variation of financial liabilities designated and qualified as sales flow hedge is recognized in equity, under Other comprehensive income. These amounts are transferred to profit or loss for the periods in which the hedged item affects the financial results. The ineffective portion is recognized immediately in profit or loss as Financial result.

When a hedge instrument matures or is sold or when it no longer meets the criteria for hedge accounting, it is prospectively discontinued and any cumulative gain or loss in equity remains in equity and is recognized in financial result when the hedged item or transaction affects profit or loss. If the hedged item or transaction is settled in advance, discontinued or is not expected to occur, the cumulative gain or loss in equity is immediately transferred to financial result.

**(a) Non-hedge accounting transactions****(a.i) Currency swaps**

The subsidiary Braskem Argentina has receivables and cash in Argentine peso. Due to the Company's risk management strategy, Argentine peso U.S. dollar swap operations were contracted with the purpose of mitigating exchange risk, hedging the amount generated by Braskem operations in the country.

Identification	Nominal value	Hedge	Maturity	Fair value	
	US\$	(argentine peso /US\$)		2015	2014
NDF I	15,000	9.1100	February-2015		606



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NDF II	10,000	9.1100	February-2015	404
NDF III	10,000	9.1000	February-2015	373
NDF XXII	20,000	10.7000	February-2015	(16,329)
NDF XXIII	34,000	11.5000	March-2016	(22,661)
	89,000			(38,990) 1,383
<b><u>Derivatives operations</u></b>				
Current assets				(41,046)
Current liabilities				2,056 1,383
<b>Total</b>				<b>(38,990) 1,383</b>

F-60

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b) Hedge accounting transactions****(b.i) Exchange rate swap linked to NCEs**

In line with the Company's risk management strategy and based on its Financial Policy, the Management contracted swap operations to offset the CDI and currency risks arising from the financings mentioned in Note 14(c), by maintaining its exposure to long-term financial liabilities in the U.S. dollar.

To measure the fair value of derivatives, Braskem adopts PTAX disclosed by the Central Bank on December 31, 2015 as USD/BRL benchmark rate. Due to the high volatility of exchange rate on December 31, 2015, the exchange rate disclosed by the Central Bank differed slightly from the year-end.

<b>Identification</b>	<b>Nominal value</b>	<b>Hedge (exchange variation + interest rate)</b>	<b>Maturity</b>	<b>Restated Fair value</b>	
				<b>2015</b>	<b>2014</b>
Swap NCE I	200,000	6.15%	August 2019	282,950	155,961
Swap NCE II	100,000	6.15%	August 2019	138,099	75,373
Swap NCE III	100,000	6.15%	August 2019	135,757	73,565
Swap NCE IV	100,000	5.50%	April 2019	117,935	57,906
Swap NCE V	100,000	5.50%	April 2019	117,836	57,831
Swap NCE VI	150,000	7.90%	April 2019	193,336	80,506
Swap NCE VII	100,000	4.93%	April 2019	121,212	59,686
<b>Total</b>	<b>850,000</b>			<b>1,107,125</b>	<b>560,828</b>
<b><u>Derivatives operations</u></b>					
Current assets				(12,616)	(33,555)
Non-Current liabilities				1,119,741	594,383
<b>Total</b>				<b>1,107,125</b>	<b>560,828</b>

**(b.ii) Hedge operation by Braskem Idesa related to project finance****(b.ii.i) Interest rate swap linked to Libor**

<b>Identification</b>	<b>Nominal value</b>	<b>Hedge</b>	<b>Maturity</b>	<b>Fair value</b>	
	<b>US\$</b>	<b>(interest rate per year)</b>		<b>2015</b>	<b>2014</b>
Swap Libor I	299,996	1.9825%	May-2025	7,997	790
Swap Libor II	299,996	1.9825%	May-2025	8,050	870
Swap Libor III	299,996	1.9825%	May-2025	7,956	775
Swap Libor IV	129,976	1.9825%	May-2025	3,465	330
Swap Libor V	132,996	1.9825%	May-2025	3,569	386
Swap Libor VI	149,932	1.9825%	May-2025	4,036	391
<b>Total</b>	<b>1,312,892</b>			<b>35,073</b>	<b>3,542</b>
<b><u>Derivatives operations</u></b>					
Non-Current assets				(12,280)	(39,350)
Current liabilities				47,353	42,892
<b>Total</b>				<b>35,073</b>	<b>3,542</b>

This hedge operation shares the same guarantees with the Project Finance.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(c) Value at risk**

The value at risk of the derivatives held by Braskem which is defined as the loss that could result in one month as from December 31, 2015, with a probability of 5%, and under normal market conditions, was estimated by the Company at US\$58,452 for the NCE exchange swap (Note 16.2.1(b.i)), US\$5,180 for U.S. dollar to Argentine peso swap (Note 16.2.1 (a.i)); US\$318 to the interest rate NCE swap and US\$22,492 for the swap of Libor related to Braskem's project in Mexico.

**16.3 Non-derivative financial liabilities designated to hedge accounting****(a.i) Future exports in U.S. dollars**

On May 1, 2013, Braskem S.A. designated non-derivative financial instrument liabilities, denominated in U.S. dollars, as hedge for the flow of its highly probable future exports. Thus, the impact of exchange rates on future cash flows in dollars derived from these exports will be offset by the foreign exchange variation on the designated liabilities, partly eliminating the volatility of results. The exchange rate at the date of designation was US\$1: R\$2.0017.

Hedged exports amounted to US\$6,757,231, as shown below:

	<b>Total nominal value US\$</b>
2016	839,447
2017	829,685
2018	787,894
2019	733,980
2020	724,000
2021	716,000
2022	719,000
2023	718,372
2024	688,853
	<b>6,757,231</b>

The Company considers these exports in the selected period (2016/2024) as highly probable, based on the following factors:

In the last five years, Braskem S.A. exported an average US\$4,8 billion per year, which represents around 5 to 6 times the annual exports of the hedged exports.

Hedged exports represent between 15% and 25% of the export flows planned by the Company.

The exports of the Company are not sporadic or occasional, but constitute an integral part of its strategy and of the petrochemical business, in which competition is global.

F-62

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

On December 31, 2015, the original maturities of the financial liabilities designated as this hedge, within the scope of the consolidated balance sheet, were as follows:

	<b>Total nominal value US\$</b>
2016	2,258,395
2017	105,143
2018	1,152,281
2019	444,236
2020	570,782
2021	1,017,703
2022	519,837
2024	688,854
	<b>6,757,231</b>

As the two preceding charts show, export and settlement flows of designated liabilities are not necessarily equivalent per year. To ensure the continuity of the proposed relationship, the Company, in keeping with its hedge strategy, plans to refinance and/or substitute these hedge instruments to adjust them to the schedule and value of the hedged exports. In this regard, the financing facilities considered in the hedge position (export credit notes, bonds and export prepayment agreements) will be renegotiated in accordance with the needs of the Company and in line with its strategy. The Company may also substitute financing facilities designated as hedge, always seeking to maintain the proposed protection. Trade payables, especially naphtha, were also considered in the transaction. The rollover or substitution of these liabilities are also considered in the strategy of this hedge. The rollover or replacement of the hedge instrument are provided for in IAS 39(paragraph 91). It is important to note that the long period of export flows does not affect the ability of the Company to rollover and/or refinance its liabilities. If the refinancing and/or rolling over of these liabilities does not occur, the exchange variation related to the period in which the hedge was in effect will be recorded under *Other comprehensive income* until the exports are realized.

Given favorable market conditions, the Company may prepay or lengthen the maturity of designated liabilities to beyond the periods of the hedged exports. If these transactions do come to occur and cause any inefficiency to the hedge position, they must be discontinued due to their ineffectiveness. In this case, the exchange variation related to the period in which the hedge was effective will be recorded under *Other comprehensive income* until the exports are realized.

For the purposes of analyzing the prospective and retroactive effectiveness of the transactions, the Company used the dollar offset and volatility reduction methods, respectively.

The realizations expected for 2016 will occur through the payments of financial instruments in conformity with exports made, and the exchange variation recorded in Other comprehensive income will be written off to the financial results. Below is the quarterly schedule of hedged exports in 2016:

	<b>Total nominal value US\$</b>
First quarter	206,951
Second quarter	210,752
Third quarter	210,835
Fourth quarter	210,909
	<b>839,447</b>

F-63

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(a.ii) Liabilities related to the Project Finance of future sales in U.S. dollar**

On October 1, 2014, the subsidiary Braskem Idesa designated its liabilities in the amount of R\$2,878,936 related to Project Finance, denominated in U.S. dollar, as hedge instruments to protect highly probably future sales flows. Due to the new disbursements by the project's financiers in April and September 2015 (Note 15), Braskem Idesa designated the respective amounts of US\$290,545 and US\$23,608 for hedge accounting. Therefore, the impact of exchange variation on future flows of sales in U.S. dollar derived from these sales in dollar will be offset by the exchange variation on the designated liabilities, partially eliminating the volatility in the results of the subsidiary.

The Management of Braskem Idesa believes these exports are highly probable, based on the following:

The hedged flow corresponds to less than 15% of the planned revenue flow of the project over the designated period.

The financing was obtained through a Project Finance structure and will be repaid exclusively through the cash generation of the project (Note 15). Therefore, the existence of the debit is directly associated with the highly probable nature of the future sales in U.S. dollar.

In Mexico, domestic sales can be made in U.S. dollar. As part of its commercial strategy, Braskem Idesa began, in 2013, to sell in the domestic market products imported from Brazil and other countries ( pre-marketing ). Confirming the feasibility of invoicing sales in the domestic market in U.S. dollar, part of the sales in the pre-marketing phase are being carried out in said currency.

The plant will supply products mainly to Mexico, a market characterized by a shortfall of polyethylene and the supply of feedstock at prices below the reference price adopted by its main competitors. These factors favor its sales in the market.

On December 31, 2015, hedged sales and the maturities of financial liabilities amounted to US\$3,193,089 and were distributed as follows:



	<b>Nominal value US\$</b>
2016	67,774
2017	183,253
2018	221,790
2019	229,270
2020	266,690
2021	303,392
2022	253,204
2023	333,093
2024	359,559
2025	357,903
2026	309,240
2027	152,103
2028	124,654
2029	31,164
	<b>3,193,089</b>

For the purposes of analyzing the prospective and retroactive effectiveness of the transactions, the Company used the dollar offset and volatility reduction coefficient methods, respectively.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

The realizations expected for 2016 will occur as of May through the beginning of payments of project finance, and the exchange variation recorded in Other comprehensive income will be written off to the financial results. Below is the quarterly schedule of hedged exports in 2016:

	<b>Total nominal value US\$</b>
Second quarter	16,359
Third quarter	25,084
Fourth quarter	26,331
	67,774

**16.4 Credit quality of financial assets****(a) Trade accounts receivable**

Virtually none of Braskem's clients have risk ratings assigned by credit rating agencies. For this reason, Braskem developed its own credit rating system for all accounts receivable from domestic clients and for part of the accounts receivable from foreign clients. Braskem does not apply this rating to all of its foreign clients because most accounts receivable from them are covered by an insurance policy or letters of credit issued by banks. On December 31, 2015, the credit ratings for the domestic market were as follows:

		(%)	
		<b>2015</b>	<b>2014</b>
1	Minimum risk	7.67	5.09
2	Low risk	42.84	40.23
3	Moderate risk	33.07	30.81
4	High risk	13.74	23.15
5	Very high risk	(i) 2.69	0.72

- (i) Most clients in this group are inactive and the respective accounts are in the process of collection actions in the courts. Clients in this group that are still active buy from Braskem and pay in advance.

Default indicators for the years ended:

	<b>Last 12 months</b>	
	<b>Domestic market</b>	<b>Export market</b>
December 31, 2015	0.39%	0.70%
December 31, 2014	0.65%	0.18%
December 31, 2013	0.14%	0.13%

F-65

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b) Other financial assets**

In order to determine the credit ratings of counterparties of assets recorded in Cash and cash equivalents and Financial investments, Braskem uses the following credit rating agencies: Standard & Poor's, Moody's and Fitch Ratings. Braskem's Financial Policy determines A- as the minimum rating for financial investments.

	2015	Restated 2014	1/1/2014
<b>Financial assets with risk assessment</b>			
AAA	5,982,393	3,765,527	3,436,378
AA	27,753	65,304	93,955
AA-	163,188		
A+	1,076,803	53,229	
A	69,576	180,233	865,105
A-	137,479	16,262	1,485
	7,457,192	4,080,555	4,396,923
<b>Financial assets without risk assessment</b> (i)			
Quotas of investment funds in credit rights	46,193	42,495	40,696
Other financial assets with no risk assessment	963	5,146	5,738
	47,156	47,641	46,434
<b>Total</b>	<b>7,504,348</b>	<b>4,128,196</b>	<b>4,443,357</b>

(i) Investments approved by Management of the Company, as permitted by policy.

**16.5 Sensitivity analysis**

Financial instruments, including derivatives, may be subject to changes in their fair value as a result of the variation in commodity prices, foreign exchange rates, interest rates, shares and share indexes, price indexes and other variables. The sensitivity of the derivative and non-derivative financial instruments to these variables are presented below:

**(a) Selection of risks**

On December 31, 2015, the main risks that can affect the value of Braskem's financial instruments are:

Brazilian real/U.S. dollar exchange rate;

Mexican peso/Brazilian real exchange rate;

Libor floating interest rate;

Selic interest rate;

CDI interest rate; and

TJLP interest rate.

For the purposes of the risk sensitivity analysis, Braskem presents the exposures to currencies as if they were independent, that is, without reflecting in the exposure to a foreign exchange rate the risks of the variation in other foreign exchange rates that could be directly influenced by it.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(b) Selection of scenarios**

Braskem included three scenarios in the sensitivity analysis, with one that is probable and two that represent adverse effects to the Company. In the preparation of the adverse scenarios, only the impact of the variables on the financial instruments, including derivatives, and on the items covered by hedge transactions, was considered. The overall impacts on Braskem's operations, such as those arising from the revaluation of inventories and revenue and future costs, were not considered. Since Braskem manages its exposure to foreign exchange rate risk on a net basis, adverse effects from depreciation in the Brazilian real in relation to the U.S. dollar can be offset by opposing effects on Braskem's operating results.

**(b.1) Probable scenario**

The Market Readout published by the Central Bank of Brazil on December 31, 2015 was used to create the probable scenario for the U.S. dollar/Brazilian real exchange rate, the Selic interest rate and the CDI interest rate, using that same date as reference. The Market Readout presents a consensus of market expectations based on a survey of the forecasts made by various financial and non-financial institutions. According to the Market Readout, at the end of 2016, the U.S. dollar will appreciate by 7.23% against the Brazilian real compared to end-2015, and the CDI and Selic rate will reach 14.97%.

The probable scenario for the TJLP is an increase of 0.50% from the current rate of 7.5%, in line with the size of the Government's most recent decisions to increase or decrease the rate. The Market Readout does not publish forecasts for the Libor interest rate. Therefore, to determine the probable scenario, Braskem considered a 5% increase on current market levels.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b.2) Possible and extreme adverse scenarios**

The sensitivity values in the table below are the changes in the value of the financial instruments in each scenario:

<b>Instrument / Sensitivity</b>	<b>Probable</b>	<b>Possible adverse (25%)</b>	<b>Extreme adverse (50%)</b>
<b>Brazilian real/U.S. dollar exchange rate</b>			
Bonds and MTN	(1,525,934)	(4,193,740)	(8,387,480)
BNDES	(37,212)	(102,269)	(204,538)
Working capital / structured operations	(301,310)	(828,093)	(1,656,186)
Export prepayments	(48,198)	(132,463)	(264,927)
Project finance	(1,114,381)	(3,062,665)	(6,125,331)
Financial investments abroad	(23,270)	(63,952)	(127,904)
Swaps	(189,726)	(331,701)	(853,128)
Financial investments abroad	561,061	1,541,971	3,083,941
<b>Mexican peso/Brazilian real</b>			
Project finance	(3,322)	(6,693)	(13,385)
<b>Libor floating interest rate</b>			
Working capital / structured operations	(3,987)	(19,937)	(39,874)
Export prepayments	(3,316)	(16,582)	(33,165)
Swaps	(8,840)	(14,209)	(28,658)
<b>Selic interest rate</b>			
BNDES	(19,358)	(101,073)	(216,258)
<b>CDI interest rate</b>			
Swaps Export credit notes	(23,784)	(122,213)	(256,225)
Foreign loans / other in local currency	(537)	(2,741)	(5,702)
Agricultural credit note	(35,039)	(184,950)	(401,253)
Swaps NCE	(107)	(443)	(84,010)
Financial investments in local currency	8,851	43,829	87,740
	<b>Probable</b>	<b>Possible</b>	<b>Extreme</b>
<b>Instrument / Sensitivity</b>	<b>7.5%</b>	<b>adverse</b>	<b>adverse</b>
<b>TJLP interest rate</b>		<b>8.0%</b>	<b>8.5%</b>
BNDES	178	361	548

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FINEP	(29,907)	(60,106)	(90,597)
Other government agents	(64)	(130)	(197)

F-68



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****17 Taxes payable**

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
<b>Brazil</b>			
IPI	61,784	53,536	81,282
IR and CSL	427,880	260,785	178,943
ICMS	149,811	99,328	120,941
Federal tax payment program Law 11,941/09			1,024,127
PIS and COFINS	66,332	61,085	44,921
Other	56,510	13,489	40,503
<b>Other countries</b>			
IR	210,697	645	1,808
Value-added tax	56,975	4,576	
<b>Total</b>	<b>1,029,989</b>	<b>493,444</b>	<b>1,492,525</b>
Current liabilities	1,003,273	233,434	462,933
Non-current liabilities	26,716	260,010	1,029,592
<b>Total</b>	<b>1,029,989</b>	<b>493,444</b>	<b>1,492,525</b>

**18 Loan to non-controlling shareholders of Braskem Idesa**

The contribution made by the shareholders to the subsidiary Braskem Idesa project (Note 11(d)) can be made via capital or subordinated loan. The loan recorded under this item of the balance sheet is owed to the non-controlling shareholder of Braskem Idesa, and will be paid exclusively with the cash generation from the project. Since this is a subordinated loan to the project finance (Note 15), it will be paid only when a series of obligations related to project finance have been fulfilled. Such obligations include, but are not limited to: (i) debt service payments envisaged until the date; (ii) maintenance of the balance required in the project reserve accounts; and (iii) achievement of specific liquidity and coverage indices prospectively and retrospectively. The loan is denominated in U.S. dollar, carries interest of 7% p.a., and its payment schedule depends on the project's cash flow.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****19 Income tax ( IR ) and social contribution ( CSL )****19.1 Reconciliation of the effects of income tax and social contribution on profit or loss**

	2015	Restated 2014	2013
<b>Income before IR and CSL</b>	<b>4,430,988</b>	<b>1,065,218</b>	<b>897,121</b>
IR and CSL at the rate of 34%	(1,506,536)	(362,174)	(305,021)
<b>Permanent adjustments to the IR and CSL calculation basis</b>			
IR and CSL on equity in results of investees	755	23,815	(1,096)
Effects from pre-payment of taxes		41,046	8,539
IR and CSL accrued in previous years			1,236
Other permanent adjustments (i)	(165,018)	(189,673)	(160,692)
<b>Effect of IR and CSL on results of operations</b>	<b>(1,670,799)</b>	<b>(486,986)</b>	<b>(457,034)</b>
<b>Breakdown of IR and CSL:</b>			
Current IR and CSL	(401,582)	(62,961)	(45,218)
Deferred IR and CSL	(1,269,217)	(424,025)	(411,816)
<b>Total</b>	<b>(1,670,799)</b>	<b>(486,986)</b>	<b>(457,034)</b>

- (i) Includes the impact from the difference between IR/CSL tax rate in Brazil (34%) used for the preparation of this note and the tax rates in countries where the subsidiaries abroad are located, as follows:

	Official rate	%
	Headquarters	
	(Country)	2015
Braskem Alemanha	Germany	31.00
Braskem America e Braskem America Finance	USA	35.00

Braskem Argentina	Argentina	35.00
Braskem Austria e Braskem Austria Finance	Austria	25.00
Braskem Petroquímica Chile	Chile	22.50
Braskem Holanda, Braskem Holanda Finance e Braskem Holanda Inc	Netherland	25.00
Braskem Idesa, Braskem Idesa Serviços, Braskem México		
Braskem México Serviços e Braskem México Sofom	Mexico	30.00

The effective rate is 37.7% (2014 45.7% and 2013 50.9%).

## 19.2 Deferred income tax and social contribution

The income tax ( IR ) and social contribution ( CSL ) recorded in the year are determined on the current and deferred tax basis. These taxes are calculated on the basis of the tax laws enacted at the balance sheet date in the countries where the Company operates and are recognized in the statement of operations, except to the extent they relate to items directly recorded in equity.

Deferred income tax and social contribution are mainly recognized on the following bases: (i) tax losses and social contribution tax loss carryforwards; (ii) temporarily non-taxable and nondeductible income and expenses, respectively; (iii) tax credits and expenses that will be reflected in the books in subsequent periods; and (iv) asset and liability amounts arising from business combinations that will be treated as income or expenses in the future and that will not affect the calculation of income tax and social contribution.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(a) Breakdown of and changes in deferred IR and CSL**

	As of January 1, 2014	Impact on the P&L	Impact on the program equity	Restated Use for settlement Federal tax payment As of December 31, 2014	Impact on the P&L	Impact on the equity	As of December 31, 2015	
<b>Assets</b>								
Tax losses (IR) and negative base (CSL)	1,015,587	(52,317)		(538,879)	424,391	1,690,139	2,114,530	
Goodwill amortized	12,065	(4,654)			7,411	(1,394)	6,017	
Exchange variations	791,508	511,293			1,302,801	1,623,094	2,925,895	
Temporary adjustments	409,068	373,156	42,996		825,220	(45,706)	(720,422)	59,092
Business combination	232,039	(44,180)			187,859	1,544	189,403	
Pension plan	61,927	42,300			104,227	(104,227)		
Deferred charges write-off	37,971	(13,117)			24,854	(4,006)	20,848	
Investments in subsidiaries	94,276	(94,276)						
	<b>2,654,441</b>	<b>718,205</b>	<b>42,996</b>	<b>(538,879)</b>	<b>2,876,763</b>	<b>3,159,444</b>	<b>(720,422)</b>	<b>5,315,785</b>
<b>Liabilities</b>								
Amortization of goodwill based on future profitability	643,050	56,129			699,179	35,840	735,019	
Tax depreciation	541,325	152,714			694,039	121,204	815,243	
Exchange variations		(1,273)			(1,273)	1,273		
	454,862	(16,123)	1,012		439,751	711,770	(588,867)	562,654

Temporary differences								
Business combination	585,250	(352,949)		232,301	(15,119)			217,182
Write-off negative goodwill of incorporated subsidiaries	1,187	(593)		594	(594)			
Additional indexation PP&E	140,157	(15,395)		124,762	(14,031)			110,731
Hedge accounting		889,752	(889,752)		3,573,540	(3,573,540)		
Amortization of fair value adjustments on the assets from the acquisition of Quattor		313,422		313,422	(23,894)			289,528
Other	56,543	116,546	(58,171)	114,918	38,672			153,590
	<b>2,422,374</b>	<b>1,142,230</b>	<b>(946,911)</b>	<b>2,617,693</b>	<b>4,428,661</b>	<b>(4,162,407)</b>		<b>2,883,947</b>
<b>Net</b>	<b>232,067</b>	<b>(424,025)</b>	<b>989,907</b>	<b>(538,879)</b>	<b>259,070</b>	<b>(1,269,217)</b>	<b>3,441,985</b>	<b>2,431,838</b>

Presentation in the balance sheet:

Non-current assets	1,124,148			886,081				3,204,666
(-) Non-current liabilities	892,081			627,011				772,828

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b) Net balance of deferred income and social contribution tax assets and liabilities**

	Headquarters (Country)	Restated 2015 IR and CSL		Balance
		Asset	Liability	
<b>Assets</b>				
Braskem S.A.	Brazil	4,124,563	(1,967,050)	2,157,513
Braskem Argentina	Argentina	8,235		8,235
Braskem Alemanha	Germany	104,785		104,785
Braskem Idesa	Mexico	890,723	(65,306)	825,417
Braskem México Serviços	Mexico	2,894		2,894
Quantiq	Brazil	7,811	(1,623)	6,188
Braskem Petroquímica business combination effects	Brazil	99,634		99,634
		<b>5,238,645</b>	<b>(2,033,979)</b>	<b>3,204,666</b>
<b>Liabilities</b>				
Braskem Petroquímica business combination effects	Brazil		(138,029)	(138,029)
Braskem Petroquímica	Brazil	76,978	(160,774)	(83,796)
Petroquímica Chile	Chile	125	(175)	(50)
Braskem America	USA		(550,953)	(550,953)
		<b>77,103</b>	<b>(849,931)</b>	<b>(772,828)</b>

	Headquarters (Country)	Restated 2014 IR and CSL		Balance
		Asset	Liability	
<b>Assets</b>				
Braskem S.A.	Brazil	2,308,145	(1,834,857)	473,288

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Braskem Argentina	Argentina	3,772		3,772
Braskem Alemanha	Germany	88,999		88,999
Braskem Idesa	Mexico	267,394	(52,463)	214,931
Quantiq	Brazil	8,393	(1,392)	7,001
Braskem Petroquímica and Braskem Qpar business combination effects	Brazil	98,090		98,090
		<b>2,774,793</b>	<b>(1,888,712)</b>	<b>886,081</b>
<b>Liabilities</b>				
Braskem Petroquímica and Braskem Qpar business combination effects	Brazil		(150,951)	(150,951)
Braskem Petroquímica	Brazil	101,919	(149,897)	(47,978)
Petroquímica Chile	Chile	51	(84)	(33)
Braskem America	USA	(23,521)	(404,528)	(428,049)
		<b>78,449</b>	<b>(705,460)</b>	<b>(627,011)</b>

The tax losses and negative social contribution bases do not expire under the Brazilian taxation regime and tax losses do not expire in Germany.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(c) Realization of deferred income tax and social contribution**

	Note	Balance at December 31, 2015	2016	Restated Realization 2017 and 2018	2019 and 2020	2021 thereafter
<b>Assets</b>						
Tax losses (IR) and negative base (CSL)	(i)	2,114,530	135,895	769,804	761,133	447,698
Goodwill amortized		6,017	1,102	1,820	965	2,130
Exchange variations	(ii)	2,925,895				2,925,895
Temporary adjustments	(iii)	59,092	26,028	1,419	936	30,709
Business combination	(iv)	189,403				189,403
Deferred charges write-off	(v)	20,848	9,273	11,575		
<b>Total assets</b>		<b>5,315,785</b>	<b>172,298</b>	<b>784,618</b>	<b>763,034</b>	<b>3,595,835</b>
<b>Liabilities</b>						
Amortization of goodwill based on future profitability	(vi)	735,019				735,019
Tax depreciation	(vii)	815,243				815,243
Temporary differences	(viii)	562,655	58,394	116,787	118,504	268,970
Business combination	(ix)	217,182	15,018	30,036	30,036	142,092
Additional indexation PP&E	(x)	110,731	11,085	22,170	22,170	55,306
Amortization of fair value adjustments on the assets from the acquisition of Quattor	(ix)	289,528	66,591	66,591	66,591	89,755
Other		153,589				153,589
<b>Total liabilities</b>		<b>2,883,947</b>	<b>151,088</b>	<b>235,584</b>	<b>237,301</b>	<b>2,259,974</b>
<b>Net</b>		<b>2,431,838</b>	<b>21,210</b>	<b>549,034</b>	<b>525,733</b>	<b>1,335,861</b>

Basis for constitution and realization:

- (i) In Brazil and Germany, the use of tax losses is limited to the taxable income for the year. In Brazil, this limit is 30%, whereas in Germany is 60%.
- (ii) In Brazil, the Company opted to tax exchange variation of assets and liabilities denominated in foreign currency under the cash method. Thus, this variation will be realized as assets and liabilities are received/paid. For accounting purposes, exchange variation is recognized under the accrual basis, which results in deferred IR and CSL.
- (iii) Accounting expenses not yet deductible for calculating income tax and social contribution, whose recognition for tax purposes occurs in subsequent periods.
- (iv) Refers to: tax-related goodwill, and contingencies recognized from business combinations. Tax realization of goodwill will occur upon the merger of the investments and contingencies arising from write-offs due to the settlement or reversal of the processes involved.
- (v) Amounts constituted based on the deferred assets written off due to the adoption of Law 11,638/07. Tax realization is based on the application of the amortization rate used prior to the adoption of this law.
- (vi) Goodwill for the future profitability of the merged companies not amortized since the adoption of Law 11,638/07. Tax realization is associated with the write-off of goodwill-generated assets due to impairment or any other reason.
- (vii) For calculation of IR and CSL, assets are depreciated at rates higher than those used for accounting purposes. As tax depreciation is exhausted, these deferred IR and CSL start to be realized.
- (viii) Revenues whose taxation will occur in subsequent periods.
- (ix) Fair value adjustments on property, plant and equipment and intangible assets identified in business combinations, whose tax realization is based on the depreciation and amortization of these assets.
- (x) Additional adjustment of property, plant and equipment, whose tax realization is based on the depreciation of assets.

Considering the limitations to the use of tax losses in Brazil and Germany and the known impacts on the position of deferred taxes, the Company estimates that it will be necessary to generate taxable income of around R\$3,748,648 in the following years to realize its deferred tax assets registered on December 31, 2015.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

Annually, the Company revises its projection of taxable income based on its Business Plan (Note 3.1). If this projection indicates that the taxable income will not be sufficient to absorb the deferred taxes, the amount corresponding to portion of the asset that will not be recovered is written off.

**19.3 Federal Law 12,973/14**

Federal Law 12,973 of May 13, 2014, created from the conversion of Provisional Presidential Decree 627 of November 11, 2013, among others, revoked the Transitional Tax System (RTT) and included additional measures.

The provisions in this law are applicable from 2015, except in the event of early adoption in 2014. The Company opted for said early adoption.

**20 Sundry provisions**

		<b>2015</b>	<b>2014</b>
Measures to			
Provision for customers rebates	(a)	46,929	66,702
Provision for recovery of environmental damages	(b)	127,227	102,534
Judicial and administrative provisions	(c)	554,479	412,811
Other		19,279	12,177
<b>Total</b>		<b>747,914</b>	<b>594,224</b>
Current liabilities		93,942	88,547
Non-current liabilities		653,972	505,677
<b>Total</b>		<b>747,914</b>	<b>594,224</b>

**(a) Provision for client bonus**

Some sales agreements of Braskem provide for a rebate, in products, should some sales volumes be achieved within the year, six-month period or three-month period, depending on the agreement. The bonus is recognized monthly in a provision, assuming that the minimum contractual amount will be achieved. As it is recognized based on contracts, the provision is not subject to significant uncertainties with respect to their amount or settlement.

**(b) Provision for recovery of environmental damages**

Braskem has a provision for future expenses for the recovery of environmental damages in some of its industrial plants. The amount provisioned corresponds to the best and most conservative estimate of the expenses required to repair the damages.

It is worth emphasizing that the Company is not legally obliged to recover areas because of its operations.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(c) Judicial and administrative provisions**

		<b>2015</b>	<b>2014</b>
Labor claims	(c.1)	158,711	141,240
Tax claims	(c.2)		
Income tax and social contribution	(i)	48,252	35,682
PIS and COFINS	(ii)	49,266	39,145
ICMS interstate purchases	(iii)	195,320	94,732
ICMS other		36,965	12,559
Other		38,337	88,202
Societary claims and other		27,628	1,251
		<b>554,479</b>	<b>412,811</b>

**(c.1) Labor claims**

The provision on December 31, 2015 is related to 642 labor claims, including occupational health and security cases (350 in 2014). The Company's legal advisors estimate that the term for the termination of these types of claims in Brazil exceeds five years. The estimates related to the outcome of proceedings and the possibility of future disbursement may change in view of new decisions in higher courts. The Company's management believes that the chances of having to increase the existing provision amount are remote.

**(c.2) Tax claims**

On December 31, 2015, the main claims are the following:

**(i) IR and CSL**

The provision derives from assessments in the administrative level of income tax and social contribution on the foreign exchange variation in the account of investments in foreign subsidiaries in 2002. This assessment, which is conducted by Braskem Petroquímica, involves other issues for which provisions have not been accrued. There is no judicial deposit or other type of guarantee for this claim. The Company's management expects this case to be

concluded by 2018.

**(ii) PIS and COFINS**

The Company is assessed for the payment of these taxes in many claims, such as:

Insufficient payment of COFINS for the period from March 1999 to December 2000, from February 2001 to March 2002, from May to July 2002 and September 2002 due to alleged calculation errors, and non-compliance with the widening the tax calculation base and increasing the contribution rate envisaged in Law 9,718/98;

Offset of the COFINS dues relating to September and October 1999 using the credit resulting from the addition of 1% to the COFINS rate;

Rejection of the offset of PIS and COFINS dues relating to the period from February to April 2002 using the PIS credits under Decree-Laws 2,445 and 2,449, calculated between June 1990 and October 1995, under the argument that the time period for using said credits had expired; and

Alleged non-taxation of revenue from foreign exchange variations, determined as a result of successive reductions in the capital of the associated company.

F-75

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

Guarantees were offered for these claims in the form of bank guarantee and finished products manufactured by the subsidiary Braskem Petroquímica, which, together, cover the amount of the claims. The Company's management estimates that these cases should be terminated by 2020.

**(iii) ICMS interstate purchases**

In 2009, the merged company Braskem Qpar was assessed by the Finance Department of the State of São Paulo for the payment, at the administrative level, of ICMS due to the following alleged tax offenses:

Undue use of ICMS tax credits in the amount of R\$53,478,602.51, in the periods from February/2004 to August/2005, November/2005 to February/2006, and September/2006 to January/2008, due to the recording of credits indicated in the invoices for the sale of acrylonitrile, issued by ACRINOR ACRILONITRILA DO NORDESTE S/A, since the products were to be exported, and were therefore exempt from payment of ICMS tax;

The fine for the abovementioned tax offense corresponds to 100% of the principal value recorded, as per Article 527, item II, sub-item j jointly with paragraphs 1 and 10 of RICMS/SP;

Fine in the amount of 30% over R\$459,722,144.84, due to the issue of invoices under CFOP 6,905, without the corresponding product outflow, based on the provisions of Article 527, item IV, sub-item b jointly with paragraphs 1 and 10 of RICMS/SP; and

Fine due to lack of presentation of tax documents requested under a specific deficiency notice, as per Article 527, item IV, sub-item j jointly with paragraphs 8 and 10 of RICMS/SP.

Once the administrative discussion reached an end in 2015, legal action was filed by the Company, in which an injunction was granted suspending the payment of the tax credit due to its illiquidity, until the São Paulo Treasury Department rectifies the debt amount, by applying interest on arrears and monetary restatement limited to the SELIC basic interest rate. Based on the decision obtained in the administrative proceeding and the opinion of courts regarding the matter, the external advisers recommended to update the provision to the probable amount for settlement of the litigation.

**(d) Changes in provisions**

	<b>Bonus</b>	<b>Recovery of environmental damage</b>	<b>Legal provisions</b>	<b>Other</b>	<b>Total</b>
<b>December 31, 2014</b>	<b>66,702</b>	<b>102,534</b>	<b>412,811</b>	<b>12,177</b>	<b>594,224</b>
Additions, inflation adjustments and exchange variation, net	11,269	66,336	260,287	7,102	344,994
Write-offs through usage and payments	(31,042)	(41,643)	(118,619)		(191,304)
<b>December 31, 2015</b>	<b>46,929</b>	<b>127,227</b>	<b>554,479</b>	<b>19,279</b>	<b>747,914</b>

F-76



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****21 Benefits offered to team members****21.1 Short-term benefits**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Health care	126,545	108,841	91,340
Private pension	60,476	44,243	32,102
Transport	50,935	51,881	48,350
Feeding	27,755	27,453	23,665
Training	19,101	27,629	21,472
Other	18,789	18,167	14,344
	<b>303,601</b>	<b>278,214</b>	<b>231,273</b>

**21.2 Post-employment benefits****21.2.1 Retirement plans defined benefit plans and health plans****Braskem America**

The subsidiary Braskem America is the sponsor of Novamont, which is a defined benefit plan of the employees of the plant located in the State of West Virginia. At December 31, 2015, the plan has 42 active participants (53 in 2014) and 168 assisted participants (152 in 2014). The contributions by Braskem America in the year amount to R\$3,557 (R\$3,094 in 2014). The participants made no contributions in 2015 and 2014.

**Braskem Alemanha**

The subsidiary Braskem Alemanha is the sponsor of the defined benefit plan of the employees of that subsidiary. At December 31, 2015, the plan has 128 active participants (136 in 2014) and the contributions by Braskem in the year amount to R\$102 (R\$ 72 in 2014). The participants made no contributions in 2015 and 2014.

**Health plan**

According to Brazilian laws, the type of health plan offered by the Company, named contributory plan, ensures to the participant who retires or is dismissed without cause the right to remain in the plan with the same assistance coverage conditions they had during the employment term, provided they assume the full payment of the plan (company's part + participant's part). This right is granted as follows:

- (i) The participant who was dismissed without cause has the right to remain in the health plan for more 1/3 (one-third) of the plan contribution period, considering the minimum six-month period and the maximum twenty-four-month period.
  
- (ii) The participant who retires and contributes to the plan due to employment relationship over at least ten (10) years has the right to remain in the health plan for undetermined period. Should the participant have contributed for less than 10 years, they will have the right to remain as a beneficiary for one (1) more year for each contribution year.

In addition to the right granted to the former participants who retired or were dismissed without cause, the Brazilian laws also establish rules for the amount charged by the plan based on beneficiaries' age bracket. One of these rules define that the amount charged for the highest age bracket may not be six (6) times larger than the

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

amount charged for the lowest age bracket. Thus, the amount charged from the lowest age bracket plans comprises a subsidy for highest age bracket plans. This subsidy is also supported by contributions from the Company. On other words, the amount charged from the participants included in the highest age brackets is not enough to cover their expenses. With this in mind, the Company sought for information and criteria to measure on an actuarial basis its current obligation for this future subsidy. Below is the conclusion of this study:

**(i) Amounts in balance sheet**

	2015	Restated 2014	1/1/2014
<b>Defined benefit</b>			
Novamont Braskem America	23,722	18,356	11,020
Braskem Alemanha	76,819	50,820	34,500
	100,541	69,176	45,520
<b>Health care</b>			
Bradesco saúde	69,696	45,302	24,743
	<b>170,237</b>	<b>114,478</b>	<b>70,263</b>
Benefit obligations	(146,936)	(100,398)	(69,119)
Health care	(69,696)	(45,302)	(24,743)
Total obligations	(216,632)	(145,700)	(93,862)
Fair value of plan assets	46,395	31,222	23,599
Funded status of the plan	(170,237)	(114,478)	(70,263)
<b>Consolidated net balance (current liabilities)</b>	<b>(170,237)</b>	<b>(114,478)</b>	<b>(70,263)</b>

**(ii) Change in obligations**

	<b>2015</b>	<b>Restated 2014</b>	<b>1/1/2014</b>
Balance at beginning of year	145,700	93,862	63,964
Health care	24,394	20,560	17,101
Current service cost	5,085	2,943	2,593
Interest cost	4,699	3,277	2,561
Special retirement	515		
Reduction plan	734		
Benefits paid	(3,397)	(1,927)	(1,693)
Change plan		1,713	
Actuarial losses (gain)	(330)	19,314	558
Reduction plan (curtailment)		1,663	
Exchange variation	39,232	4,295	8,778
Balance at the end of the year	<b>216,632</b>	<b>145,700</b>	<b>93,862</b>

F-78

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(iii) Change in fair value plan assets**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Balance at beginning of year	31,222	23,599	19,736
Actual return on plan assets	156	3,343	1,158
Employer contributions	3,659	3,166	1,392
Benefits paid	(3,103)	(1,894)	(1,619)
Exchange variation	14,461	3,008	2,932
Balance at the end of the year	<b>46,395</b>	<b>31,222</b>	<b>23,599</b>

**(iv) Amounts recognized in profit or loss**

	<b>2015</b>	<b>2014</b>	<b>1/1/2014</b>
Health care	11,849	9,270	8,069
Current service cost	5,085	3,277	2,547
Interest cost	4,699	(2,045)	(1,614)
Expected return on plan assets	(3,409)	135	675
Amortization of actuarial loss	1,519	119	119
Amortization of unrecognized service cost	418		
Actuarial losses	34	12,511	
	<b>20,195</b>	<b>23,267</b>	<b>9,796</b>

The amounts recognized in the statement of operations refer to transactions involving the defined benefit plans that are recognized in Other operating income (expenses), net and in Financial results, depending on their nature.

**(v) Actuarial assumptions**

	(%)						
	2015		2014		2013		
	Health insurance	United States	United States	Germany	United States	Germany	United States
Discount rate	7.22	4.60	3.75	4.20	3.75	5.00	3.75
Inflation rate	6.50	n/a	2.00	3.00	1.51	3.00	1.51
Expected return on plan assets	n/a	7.50	n/a	7.50	n/a	7.50	n/a
Rate of increase in future salary levels	n/a	n/a	3.00	n/a	3.00	n/a	3.00
Rate of increase in future pension plan	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Aging factor	2.5	n/a	n/a	n/a	n/a	n/a	n/a
Medical inflation	3.5	n/a	n/a	n/a	n/a	n/a	n/a
Duration	35.55	n/a	n/a	n/a	n/a	n/a	n/a

**(vi) Hierarchy of fair value assets**

On December 31, 2015, the balance of the fair value of assets is represented by the assets of the Novamont defined benefit plan, which has a level-1 fair value hierarchy.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(vii) Sensitivity analysis**

	<b>Impact on the defined benefit obligation</b>								
	<b>Premise change</b>			<b>Premise increase</b>			<b>Premise reduction</b>		
	<b>Health insurance</b>	<b>United States</b>	<b>Germany</b>	<b>Health insurance</b>	<b>United States</b>	<b>Germany</b>	<b>Health insurance</b>	<b>United States</b>	<b>Germany</b>
Discount rate	1%	0.5%	0.5%	13,282	4,233	8,008	(17,950)	4,690	8,967
Real medical inflation	1%	n/a	n/a	17,537	n/a	n/a	(10,389)	n/a	n/a
Rate of increase in future salary levels	n/a	n/a	0.5%	n/a	n/a	4,072	n/a	n/a	(3,816)
Rate of increase in future pension plan	n/a	n/a	0.3%	n/a	n/a	2,417	n/a	n/a	(2,340)
Life expectancy	n/a	n/a	1 year	n/a	n/a	1,834	n/a	n/a	(1,915)
Mortality rate	n/a	10.0%	n/a	n/a	1,991	n/a	n/a	2,175	n/a

	<b>Health insurance Impact on cost of services and interests costs</b>					
	<b>Premise change</b>		<b>Premise increase</b>		<b>Premise reduction</b>	
	<b>Cost of services</b>	<b>Interests costs</b>	<b>Cost of services</b>	<b>Interests costs</b>	<b>Cost of services</b>	<b>Interests costs</b>
Discount rate	1%	1%	(75)	(365)	125	447
Real medical inflation	1%	1%	135	622	(46)	(369)

**21.2.2 Retirement plan defined contribution**

The Braskem S.A. and the subsidiaries in Brazil sponsor a defined contribution plan for its employees managed by ODEPREV, a private pension plan entity. ODEPREV offers its participants, which are employees of the sponsoring companies, an optional defined contribution plan in which monthly and additional participant contributions and monthly and annual sponsor contributions are made to individual pension savings accounts. For this plan, the sponsors pay contributions to private pension plan on contractual or voluntary bases. As soon as the contributions are paid, the sponsors do not have any further obligations related to additional payments.

At December 31, 2015, the number of active participants in ODEPREV totals 5,331 (5,545 in 2014). The contributions made by the sponsors in the year amount to R\$29,852 (R\$28,245 in 2014) and the contributions made by the participants amounted to R\$50,899 (R\$50,227 in 2014).

### **21.2.3 Others Petros Plan**

On January 6, 2015, the Brazilian Private Pension Plan Superintendence (*PREVIC Superintendência Nacional de Previdência Complementar*) issued an official letter to the Management of Braskem requesting the contribution related to the capital deficit of the Petros Copesul plan on the date of the withdrawal of the sponsorship (October 2012), restated by the IPCA consumer price index + 6% p.a. through December 31, 2014. The amount, restated as mentioned earlier, was settled in February 2015 in the amount of R\$358,563.



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****22 Other accounts payable****(a) Non-current**

This includes the amount payable to BNDESPAR due to the acquisition of shares issued by Riopol within the scope of the business combination of Quattor, in 2010. The balance payable, on December 31, 2015, is R\$273,294 (2014 R\$296,970).

The acquisition price will be paid in three installments, with restatement by the TJLP, as follows:

Payment made on June 11, 2015, the amount corresponding to 15% of the purchase price;

On June 11, 2016, the amount corresponding to 35% of the purchase price; and

On June 11, 2017, the amount corresponding to 50% of the purchase price.

**23 Contingencies**

Braskem has contingent liabilities related to lawsuits and administrative proceedings arising from the normal course of its business. These contingencies are of a labor and social security, tax, civil and corporate nature and involve risks of losses that are classified as possible. No provisions have been accrued for these lawsuits, except in relevant cases involving business combinations.

The balance of contingent liabilities as of December 31, 2015 and 2014 is as follows:

		<b>2015</b>	<b>2014</b>
Labor claims	(a)	587,861	463,001
Tax claims	(b)	5,858,112	5,477,192
Other lawsuits	(c)	576,096	447,411

<b>Total</b>	<b>7,022,069</b>	<b>6,387,604</b>
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**(a) Labor**

The amount at December 31, 2015 is related to 1,127 indemnity and labor claims. Among these claims are:

**(a.1)** Class actions filed by the Union of Workers in the Petrochemical and Chemical Industries in Triunfo (RS), in the second quarter of 2005, claiming the payment of overtime amounting to R\$40 million. The Management of the Company does not expect further disbursements to terminate these lawsuits.

All lawsuits in progress are with the Superior Labor Court and Management expects them to be judged in 2016. No judicial deposit or other form of security was accrued for these claims.

**(a.2)** Class actions filed by the Union of Workers in the Petrochemical and Chemical Industries in Triunfo (RS) in the third quarter of 2010 claiming the payment of overtime referring to work breaks and integration into base salary of the remunerated weekly day-off amounting to R\$338 million. The Management of the Company does not expect to disburse any amounts upon their closure.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

The claims are being analyzed by the Superior Labor Court, and the appeal against the motions by the Union were not accepted. The Company expects the cases will be granted a final and unappealable decision in the last quarter of 2016. No judicial deposit or other form of security was accrued for these claims.

**(b) Tax**

On December 31, 2015, the main tax contingencies, grouped by matter and totaling, at least, R\$60 million, are the following

**(b.1) ICMS**

The Company is involved in many ICMS collection claims related to assessment notices drawn up mainly by the Finance Department of the States of São Paulo, Rio de Janeiro, Rio Grande do Sul, Bahia and Alagoas. On December 31, 2015, the adjusted amounts of these claims total R\$576 million and the claims include the following matters:

ICMS credit on the acquisition of assets that are considered by the Revenue Services as being of use and consumption. The Revenue Service understands that the asset has to be a physically integral part of the final product to give rise to a credit. Most of the inputs questioned do not physically compose the final product. However, the Judicial branch has a precedent that says that the input must be an integral part of the product or be consumed in the production process.

ICMS credit arising from the acquisition of assets to be used in property, plant and equipment, which is considered by the Revenue Services as not being related to the production activity, such as laboratory equipment, material for the construction of warehouses, security equipment, etc.

internal transfer of finished products for an amount lower than the production cost;

omission of the entry or shipment of goods based on physical count of inventories;

lack of evidence that the Company exported goods so that the shipment of the goods is presumably taxed for the domestic market;

non-payment of ICMS on the sale of products subject to tax substitution and credit from acquisitions of products subject to tax substitution;

finances for the failure to register invoices; and

nonpayment of ICMS tax on charges related to the use of the electricity transmission system in operations conducted in the Free Market (ACL) of the Electric Power Trading Chamber (CCEE).

The Company's legal advisors estimate that: (i) these judicial proceedings are expected to be terminated in 2020, and (ii) in the event of an unfavorable decision to the Company, which is not expected, these contingencies could be settled for up to 40% of the amounts in dispute. This estimate is based on the probability of loss of the Company's defense theory taking into consideration the case law at the administrative and judicial levels.

No judicial deposit or other form of security was accrued for most of these claims, as they are still being discussed administratively.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(b.2) PIS and COFINS sundry**

The Company is involved in collection actions related to PIS and COFINS assessments in the administrative and judicial courts, which discuss the alleged undue offsetting of credits arising from administrative proceedings and lawsuits, including: (i) Income Tax prepayments; (ii) FINSOCIAL; (iii) tax on net income (ILL); (iv) PIS-Decreases; and (v) the COFINS tax arising from the undue payment or payment in excess, as well the as COFINS levied on Interest on Capital.

On December 31, 2015, the adjusted amounts involved of these assessments total R\$238 million.

The Company's external legal advisors estimate that: (i) these judicial proceedings are expected to be terminated in 2018; and (ii) in the event of an unfavorable decision to the Company, which is not expected, these contingencies could be settled for up to 50% of the amounts in dispute. This estimate is based on the probability of loss of the Company's defense theory taking into consideration the case law at the administrative and judicial levels.

The Company offered assets in guarantee, in the amount of R\$58 million, which cover the amount exclusively involved in these claims.

**(b.3) PIS, COFINS, IR and CSL: taxation of tax losses and reductions in debits in connection with the installment payment program under MP 470/09**

The Company was assessed for not recording as taxable the amounts of the credits from tax losses and social contribution tax loss carryforwards used to settle tax debits paid in installments under Provisional Presidential Decree 470/09. In the specific case of PIS/COFINS taxes, the assessment also includes the reductions applied to fines and interest arising from the adoption of the installment payment plan. Said tax credits and reductions of debits were not taxed, given the understanding of the Company that they did not represent taxable income.

On December 31, 2015, the inflation-adjusted amount of taxes recorded and tax effects of disallowances of income tax losses and social contribution tax loss carryforwards is R\$1.4 billion. No guarantees have been accrued for these assessments.

The Company's legal advisors estimate that: (i) the administrative level of these judicial proceedings is expected to be concluded by 2018; and (ii) in the event of an unfavorable decision to the Company, which is not expected, these contingencies could be settled for up to 40% of the amounts in dispute. This estimate is based on the probability of loss of the Company's defense theory taking into consideration the case law at the administrative and judicial levels.

**(b.4) Non-cumulative PIS and COFINS**

The Company received a deficiency notice from the Brazilian Federal Revenue Service due to the use of non-cumulative PIS and COFINS tax credits in the acquisition of certain goods and services consumed in its production process. The matters whose chance of loss is deemed as possible are mainly related to the following: (i) effluent treatment services; (ii) charges on transmission of electricity; (iii) freight for storage of finished products; and (iv) extemporaneous credits from acquisitions of property, plant and equipment. These matters have already been contested at the administrative level and comprise the period from 2006 to 2011, and as of December 31, 2015 totaled R\$817 million.

The Company's legal counsel, in view of the recent decisions by the Tax Resources Administrative Board and the evidence provided by the Company, assess as possible the chances of loss at the administrative and legal levels. Any changes in the court's understanding of the position could cause future impacts on the financial statements of the Company due to such proceedings.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

The Company's external legal counsel expect the proceedings at administrative level to conclude in 2020.

No judicial deposit or other form of security was accrued for most of these claims, as they are still being discussed administratively.

**(b.5) IR and CSL Charges with goodwill amortization and other**

The Company was served by the Federal Revenue Service for deducting amortization charges, from 2007 to 2012, relating to goodwill originated from acquisitions of shareholding interests in 2002. In that year, several business groups divested their petrochemical assets, which were consolidated to enable the consequent foundation of Braskem. The Company also received a tax-deficiency notice due to the inclusion in the income and social contribution tax calculation base of interest and exchange variation expenses related to obligations assumed in business combinations.

The current value of the recorded taxes and of the tax effects of the canceled tax loss and social contribution tax loss carryforwards through said deficiency notices on December 31, 2015, was R\$ 1.1 billion.

There is no judicial deposit or any other type of guarantee for these proceedings.

The Management, based on the opinion of its legal advisors, assess the probability of the loss of these cases as possible, therefore no provision has been accrued, with conclusion expected by 2022. This conclusion is based on the following: (i) the equity interests were acquired with effective payment, business purpose and the participation of independent parties; and (ii) the real economic nature of the transactions that resulted in the recording of interest and exchange variation expenses.

**(b.6) IOF**

The Company received a tax-deficiency notice due to the non-payment of IOF on operations relating to Advances for Future Capital Increase (AFAC) and checking account conducted by the merging companies Quattor Participações S.A. and Quattor Química S.A., which were deemed as loans for tax authorities.

On December 31, 2015, the tax-deficiency notice amounted to R\$97 million.

The Company's external legal counsels estimate that the conclusion in the administrative level will occur in 2018. There is no guarantee for the collection.

**(c) Other court disputes involving the Company and its subsidiaries**

**(c.1) Civil**

The Company is the defendant in civil lawsuits filed by the owner of a former distributor of caustic soda and by the shipping company that provided services to this former distributor, which, at December 31, 2015, totaled R\$131 million. The claimants seek indemnity for damages related to the alleged non-performance of the distribution agreement by the Company.

No judicial deposit or other form of guarantee was accrued for these lawsuits.

Management's evaluation, supported by the opinion of its external legal advisors who are responsible for the cases, is that the lawsuits will possibly be dismissed within a period of 8 years.

F-84



**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(d) Reports of irregularities**

Braskem and its subsidiaries are subject to various anti-corruption laws in countries where they operate, including Federal Law 12,846/2013, or the Brazilian Anticorruption Law, which came into effect on January 28, 2014, and the U.S. Foreign Corrupt Practices Act (FCPA).

In March 2015, under the so-called Operation Car Wash, certain allegations made by defendants in criminal proceedings were made public, according to which Braskem was involved in improper payments related to feedstock supply agreements entered into with Petrobras.

In light of said facts, the Company immediately approved the hiring of law firms with broad and proven experience in similar cases in the United States and Brazil ( Expert Firms ) to conduct an independent internal investigation into the allegations cited above ( Investigation ), under the supervision of the U.S. Department of Justice (DoJ) and the U.S. Securities and Exchange Commission (SEC).

The development of this matter is described in Note 34.

**(e) Class action**

A class action has been filed in the U.S. courts by the Boilermaker-Blacksmith National Pension Trust, as Lead Plaintiff, alleging the Company has made material misrepresentations and/or failed to disclose through certain SEC filings the existence of unlawful payments. The Company has engaged an expert U.S. law firm to represent it and filed motion to dismiss on July 6, 2016 which, after response from the plaintiffs, is currently waiting for the judge's decision.

The Company cannot foresee the outcome of this process. The Company may be cited as defendant in other legal actions. Furthermore, the Company may be required, observing the legal and regulatory limits, to indemnify directors, officers and employees that are defendants in actions of this nature. Said action has required significant time and dedication of the Management of the Company. The Company may also incur financial obligations that may have a material adverse impact on its business, reputation, financial condition and the results of its operations, as well as liquidity and price of its securities.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****24 Equity****(a) Capital**

On December 31, 2015, the Company's subscribed and paid up capital stock amounted to R\$8,043,222 and comprised 797,265,248 shares with no par value, distributed as follows:

	<b>Common shares</b>	<b>%</b>	<b>Preferred shares class A</b>	<b>%</b>	<b>Preferred shares class B</b>	<b>%</b>	<b>Total</b>	<b>%</b>
OSP and Odebrecht	226,334,623	50.11%	79,182,498	22.96%			305,517,121	38.32%
Petrobras	212,426,952	47.03%	75,492,222	21.88%			287,919,174	36.11%
BNDESPAR			40,102,837	11.62%			40,102,837	5.03%
ADR (i)			28,368,166	8.22%			28,368,166	3.56%
Other	12,907,077	2.86%	120,622,497	34.96%	593,618	100.00%	134,123,192	16.83%
<b>Total</b>	<b>451,668,652</b>	<b>100.00%</b>	<b>343,768,220</b>	<b>99.64%</b>	<b>593,618</b>	<b>100.00%</b>	<b>796,030,490</b>	<b>99.85%</b>
Braskem shares owned by subsidiary of Braskem								
Petroquímica (ii)			1,234,758	0.36%			1,234,758	0.15%
<b>Total</b>	<b>451,668,652</b>	<b>100.00%</b>	<b>345,002,978</b>	<b>100.00%</b>	<b>593,618</b>	<b>100.00%</b>	<b>797,265,248</b>	<b>100.00%</b>

(i) American Depositary Receipts traded on the New York Stock Exchange (USA);

(ii) These share are considered Treasury shares in the consolidated shareholders equity, amounting to R\$48,892.

**(b) Stock buyback programs**

On February 11, 2015, Braskem's Board of Directors approved the fifth program for the repurchase of shares effective for the period between February 19, 2015 and February 19, 2016, through which the Company may acquire up to 3,500,000 class A preferred shares at market price.

During fiscal year 2015, the Company repurchased 80,000 shares for R\$927.

The weighted average price of repurchased shares is R\$11.58 (lowest price of R\$10.94 and highest price of R\$11.90).

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(c) Share rights**

Preferred shares carry no voting rights but they ensure priority, non-cumulative annual dividend of 6% of their unit value, according to profits available for distribution. The unit value of the shares is obtained through the division of capital by the total number of outstanding shares. Only class A preferred shares will have the same claim on the remaining profit as common shares and will be entitled to dividends only after the priority dividend is paid to preferred shareholders. Only class A preferred shares also have the same claim as common shares on the distribution of shares resulting from capitalization of other reserves. Only class A preferred shares can be converted into common shares upon resolution of majority voting shareholders present at a General Meeting. Class B preferred shares can be converted into class A preferred shares at any time, at the ratio of two class B preferred shares for one class A preferred share, upon a simple written request to the Company, provided that the non-transferability period provided for in specific legislation that allowed for the issue and payment of such shares with tax incentive funds has elapsed. During 2015, a total of 200 class B preferred shares were converted into 100 class A preferred shares.

In the event of liquidation of the Company, class A and B preferred shares will have priority in the reimbursement of capital.

Shareholders are entitled to receive a mandatory minimum dividend of 25% on profit for the year, adjusted under Brazilian Corporation Law.

**(d) Capital reserve**

This reserve includes part of the shares issued in Subsidiary's several capital increases. This reserve can be used as provided for in Article 200 of the Brazilian Corporation Law.

**(e) Legal reserve**

Under Brazilian Corporation Law, companies must transfer 5% of net profit for the year to a legal reserve until this reserve is equivalent to 20% of the paid-up capital. The legal reserve can be used for capital increase or absorption of losses.

**(f) Dividends proposed and appropriation of profit**

Under the Company's bylaws, profit for the year, adjusted according to Brazilian Corporation Law, is appropriated as follows:

- (i) 5% to a legal reserve;
- (ii) 25% to pay for mandatory, non-cumulative dividends, provided that the legal and statutory advantages of the Class A and B preferred shares are observed. When the amount of the priority dividend paid to class A and preferred shares is equal to or higher than 25% of profit for the year calculated under Article 202 of Brazilian Corporation Law, it is the full payment of the mandatory dividend.

Any surplus remaining after the payment of the priority dividend will be used to:

pay dividends to common shareholders up to the limit of the priority dividends of preferred shares; and

if there still is any surplus, distribute additional dividends to common shareholders and class A preferred shareholders so that the same amount of dividends is paid for each common share or class A preferred share.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(f.1) Profit or loss and dividends proposed**

	<b>Restated 2015</b>
Net income for the year of Company's shareholders	3,001,720
Amounts recorded directly to retained earnings	
Realization of additional property, plant and equipment	28,202
Prescribed dividends	479
	3,030,401
Legal reserves distribution	(158,450)
	2,871,951
Destinations:	
Proposed dividends	(i) (1,000,000)
Portion allocated to unrealized profit reserves	(ii) (2,010,542)
	(3,010,542)
<u>Composition of the total proposed dividends</u>	
Minimum dividends 25% on adjusted net income originally reported	(iii) (752,636)
Additional proposed dividends	(iv) (247,364)
Total dividends	(1,000,000)

- (i) Unit dividend of R\$1.25671835741 for common and class A preferred shares, and R\$0.60624979930 for class B preferred shares.
- (ii) The retained earnings reserve was accrued based on capital budget pursuant to Article 196 of Federal Law 6,404/76, for use in future investments. This budget will be submitted for approval by shareholders assembled in a Shareholders Meeting.
- (iii) Recorded in current liabilities.

(iv) Recorded in shareholders' equity, under the item proposed additional dividend .

**(f.2) Dividend payment**

The Annual Shareholders' Meeting held on April 9, 2015 approved the declaration of dividends in the amount of R\$ 482,593, the payment of which started to be paid on April 23, 2015, of which R\$ 273,796 was paid to holders of common shares and R\$ 208,437 and R\$ 360 to holders of class A and class B preferred shares, respectively.

F-88

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(g) Other comprehensive income Equity**

	Restated								Total	
	Attributed to shareholders				interest					
	Additional indexation PP&E (i)	Deemed cost of PP&E (i)	Defined benefit plans actuarial Gain (loss) (ii)	Foreign sales hedge (iii)	Fair value of hedge (iii)	Foreign currency translation adjustment (iv)	Gain (loss) on interest in subsidiaries (v)	Total Braskem shareholders interest (vi)	Non-controlling interest in Braskem Idesa (vii)	
December 31,	299,305	20,207	(16,858)			37,158	(7,443)	332,369	14,860	347,229
Additional depreciation and amortization by impairment or depreciation or impairment of off-balance sheet assets	(41,268)							(41,268)		(41,268)
Income tax and other adjustments	14,032							14,032		14,032
Goodwill impairment of subsidiaries controlled by Braskem										
Additional depreciation or impairment of off-balance sheet assets		(1,465)						(1,465)		(1,465)
Income tax and other adjustments		498						498		498
Foreign sales and other income										
Foreign exchange rate				(2,303,540)				(2,303,540)		(2,303,540)
Income tax and other adjustments				783,204				783,204		783,204



tribution										
value of										
flow hedge										
change in fair										
					(83,413)			(83,413)	(2,380)	(85,793)
transfer to result					(41,727)			(41,727)		(41,727)
income tax and										
1										
tribution					40,120			40,120		40,120
financial gain										
employment										
benefits, net of			(5,793)					(5,793)		(5,793)
write-off gain on										
investment in										
subsidiary							(1,961)	(1,961)		(1,961)
foreign currency										
translation										
adjustment						204,771		204,771	16,021	220,792
<b>December 31,</b>	<b>272,069</b>	<b>19,240</b>	<b>(22,651)</b>	<b>(1,520,336)</b>	<b>(85,020)</b>	<b>241,929</b>	<b>(9,404)</b>	<b>(1,104,173)</b>	<b>28,501</b>	<b>(1,075,618)</b>
Additional										
translation										
adjustment by										
depreciation or										
write-off assets	(41,268)							(41,268)		(41,268)
income tax and										
1										
tribution	14,030							14,030		14,030
adjusted cost of										
equity-controlled										
investment										
adjustment by										
depreciation or										
write-off assets		(1,464)						(1,464)		(1,464)
income tax and										
1										
tribution		499						499		499
foreign sales										
expense										
exchange rate				(2,611,655)				(2,611,655)	(164,197)	(2,775,852)
income tax and										
1										
tribution				868,259				868,259	49,259	917,518
value of										
flow hedge								(332,695)	(46,477)	(379,172)

Change in fair value of										
Transfer to result of income tax and deferred tax				26,472				26,472		26,472
Contribution				101,576				101,576	14,956	116,532
Share of financial gain										
Employment										
Benefits, net of			(7,452)					(7,452)		(7,452)
Change in foreign currency translation adjustment						144,699		144,699	2,573	147,272
<b>December 31,</b>	<b>244,831</b>	<b>18,275</b>	<b>(30,103)</b>	<b>(3,263,732)</b>	<b>(289,667)</b>	<b>386,628</b>	<b>(9,404)</b>	<b>(2,943,172)</b>	<b>(115,385)</b>	<b>(3,058,693)</b>
Additional										
Contribution										
Realization by appreciation or depreciation of										
Off-balance sheet assets	(41,268)							(41,268)		(41,268)
Income tax and deferred tax										
Contribution	14,032							14,032		14,032
Adjusted cost of equity-controlled investment										
Realization by appreciation or depreciation of										
Off-balance sheet assets		(1,462)						(1,462)		(1,462)
Income tax and deferred tax										
Contribution		496						496		496
Foreign sales										
Change in exchange rate				(9,629,237)				(9,629,237)	(397,386)	(10,026,623)
Income tax and deferred tax										
Contribution				3,225,996				3,225,996	119,129	3,345,125
Value of flow hedge										
Change in fair value of										
Transfer to result of income tax and deferred tax				(524,683)				(524,683)	(24,790)	(549,473)
Income tax and deferred tax				(72,518)				(72,518)		(72,518)
Contribution				199,177				199,177	7,138	206,315
				2,295				2,295		2,295

Value of cash										
hedge from										
majority-controlled										
operational loss										
Employment										
gains, net of			(9,129)					(9,129)		(9,129)
Foreign currency										
translation										
adjustment						718,763		718,763	(65,414)	653,112
<b>December 31,</b>	<b>217,595</b>	<b>17,309</b>	<b>(39,232)</b>	<b>(9,666,973)</b>	<b>(685,396)</b>	<b>1,105,391</b>	<b>(9,404)</b>	<b>(9,060,710)</b>	<b>(476,708)</b>	<b>(9,537,022)</b>

- (i) Transfer to retained earnings as the asset is depreciated or written-off.
- (ii) Transfer to retained earnings when the extinction of the plan.
- (iii) Transfer to the income statement when maturity, prepayment or loss of efficacy for hedge accounting.
- (iv) Transfer to the income statement when write-off of subsidiary abroad.
- (v) Transfer to the income statement when divestment or transfer of control of subsidiary.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**25 Earnings per share**

Basic and diluted earnings (loss) per share is calculated by means of the division of adjusted profit for the year attributable to the Company's common and preferred shareholders by the weighted average number of these shares held by shareholders, excluding those held in treasury and following the rules for the distribution of dividends provided for in the Company's bylaws, as described in Note 24 (e), particularly in relation to the limited rights enjoyed by class B preferred shares. In view of these limited rights, this class of share does not participate in losses. In this case, the diluted result takes into account the conversion of two class B preferred shares into one class A preferred share, as provided for in the bylaws of the Company.

Class A preferred shares participate in dividends with common shares after the mandatory dividends has been attributed in accordance with the formula provided for in the Company's bylaws, as described in Note 24(f) and there is no highest limit for their participation.

Diluted and basic earnings (losses) per share are equal when there is profit in the year, since Braskem has not issued convertible financial instruments.

As required by IAS 33, the table below show the reconciliation of profit (loss) for the period adjusted to the amounts used to calculate basic and diluted earnings (loss) per share.

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated**

	<b>Restated Basic and diluted</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Profit for the year attributed to Company's shareholders of continued operations	3,001,720	715,995	442,746
<b>Distribution of dividends attributable to priority:</b>			
Preferred shares class A	208,409	208,437	208,437
Preferred shares class B	360	360	360
	208,769	208,797	208,797
Distribution of 6% of unit value of common shares	273,824	273,796	233,949
<b>Distribution of plus income, by class:</b>			
Common shares	1,430,395	132,518	
Preferred shares class A	1,088,732	100,884	
	2,519,127	233,402	
<b>Reconciliation of income available for distribution, by class (numerator):</b>			
Common shares	1,704,219	406,314	233,949
Preferred shares class A	1,297,141	309,321	208,437
Preferred shares class B	360	360	360
	3,001,720	715,995	442,746
<b>Weighted average number of shares, by class (denominator):</b>			
Common shares	451,668,652	451,668,652	451,668,652
Preferred shares class A	(i) 343,783,562	343,848,120	343,848,120
Preferred shares class B	593,618	593,818	593,818
	796,045,832	796,110,590	796,110,590
<b>Profit (loss) per share (in R\$)</b>			
Common shares	3.7732	0.8996	0.5180

Preferred shares class A	3.7731	0.8996	0.6062
Preferred shares class B	0.6065	0.6062	0.6062

- (i) Calculation of weighted average of outstanding shares at the beginning of the fiscal year, adjusted by the number of shares repurchased during fiscal year 2015, multiplied by a weighted time factor:

	Note	Preferred shares class A Outstanding shares	Weighted average
<b>Balance at December 31, 2014</b>		<b>343,848,120</b>	<b>343,848,120</b>
Repurchase of treasury shares	24(b)	(80,000)	(64,658)
Conversion of preferred shares class B to A		100	100
<b>Balance at December 31, 2015</b>		<b>343,768,220</b>	<b>343,783,562</b>

F-91

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****26 Net sales revenues**

	Note	2015	Restated 2014	2013
<b>Sales revenue</b>				
Domestic market		31,240,509	32,964,432	30,236,855
Foreign market		23,164,082	19,842,947	17,492,165
		54,404,591	52,807,379	47,729,020
<b>Sales deductions</b>				
Taxes		(6,520,894)	(6,657,794)	(6,414,524)
Customers rebates	20(a)	(29,529)	(59,818)	(57,236)
Sales returns		(291,808)	(332,753)	(328,388)
		(6,842,231)	(7,050,365)	(6,800,148)
<b>Net sales revenue</b>		<b>47,562,360</b>	<b>45,757,014</b>	<b>40,928,872</b>

Sales revenues represent the fair value of the amount received or receivable from the sale of products and services during the normal course of the Company's activities.

Revenues from sales of products are recognized when (i) the amount of sales can be reliably measured and the Company does not have control over the products sold; (ii) it is probable that the Company will receive the economic benefits; and (iii) all legal titles, risks and benefits of product ownership are fully transferred to the client. The Company does not make sales with continued management involvement. Most of Braskem's sales are made to industrial customers and, in a lower volume, to resellers.

The moment when the legal right, as well as the risks and benefits, are substantially transferred to the client is determined as follows:

- (i) for contracts under which the Company is responsible for the freight and insurance, the legal right and the risks and benefits are transferred to the client as soon as the goods are delivered at the destination established in the contract;

- (ii) for agreements under which the freight and insurance are a responsibility of the client, risks and benefits are transferred as soon as the products are delivered to the client's carrier; and
- (iii) for contracts under which product delivery involves the use of pipelines, especially basic petrochemicals, the risks and benefits are transferred immediately after the Company's official markers, which is the point of delivery of the products and transfer of their ownership.

The cost of freight services related to sales, transfers to storage facilities and finished product transfers are included in cost of sales.

F-92



**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(a) Net sales revenue by country**

	<b>2015</b>	<b>Restated 2014</b>	<b>2013</b>
Brazil	24,561,857	26,077,194	23,548,870
United States	9,603,033	9,125,441	7,981,211
Argentina	1,340,037	1,264,787	1,222,729
United Kingdom	2,438,594	1,111,454	578,351
Germany	1,239,528	1,067,563	536,343
Mexico	968,018	949,423	680,054
Italy	561,457	860,765	318,357
Netherlands	622,558	713,301	1,099,945
Singapore	1,017,327	671,222	1,514,216
Switzerland	334,487	467,104	211,371
Colombia	278,358	444,040	299,287
Spain	391,173	332,148	186,354
Chile	503,748	331,744	282,231
Peru	351,166	288,051	247,427
Uruguay	327,597	263,648	243,672
Japan	905,080	236,171	190,729
Poland	199,154	206,803	221,433
Paraguay	170,867	187,208	136,393
France	268,291	174,503	117,429
Bolivia	194,903	167,729	154,473
Canada	184,788	135,164	145,378
South Korea	74,582	70,683	90,531
Venezuela	477		90,595
Other	1,025,280	610,868	831,493
	<b>47,562,360</b>	<b>45,757,014</b>	<b>40,928,872</b>

**(b) Net sales revenue by product**

	<b>2015</b>	<b>Restated 2014</b>	<b>2013</b>
PE/PP	28,226,087	26,436,519	23,693,211
Ethylene, Propylene	2,999,090	3,274,529	2,875,381
Naphtha, condensate and crude oil	4,587,944	3,092,262	2,240,950
Benzene, toluene and xylene	2,538,993	3,084,916	2,974,235
PVC/Caustic Soda/EDC	2,780,075	2,709,491	2,548,457
ETBE/Gasoline	1,722,391	2,128,225	2,015,749
Butadiene	1,000,376	1,196,602	1,194,839
Specialty chemicals and drugs	875,985	822,790	879,801
Cumene	583,608	745,252	729,999
Solvents	431,264	620,986	527,083
Other	1,816,547	1,645,442	1,249,167
	<b>47,562,360</b>	<b>45,757,014</b>	<b>40,928,872</b>

F-93

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(c) Main clients**

In 2015 and 2014, the Company does not have any revenue arising from transactions with only one client that is equal to or higher than 10% of its total net revenue. In 2015, the most significant revenue from a single client amounts to approximately 4% of total net revenues of the Company and refers to the basic petrochemical segment.

**27 Tax incentives****(a) Income Tax**

In 2015, the Company obtained grant in lawsuits claiming the reduction of 75% of IR on income from the following industrial units: (i) PVC and Cloro Soda, established in the state of Alagoas; and (ii) basic petrochemicals unit, PE (2), PVC and Cloro Soda units, all established in the city of Camaçari (BA). The third PE plant established in Camaçari and the second PVC plant established in Alagoas will have the benefit up to 2016 and 2019, respectively.

**(b) PRODESIN ICMS**

The Company has ICMS tax incentives granted by the state of Alagoas, through the state of Alagoas Integrated Development Program PRODESIN, which are aimed at implementing and expanding a plant in that state. This incentive is considered an offsetting entry to sales taxes (Note 26). In 2015, the amount was R\$71,614 (R\$60,033 in 2014).

**28 Other operating income (expenses), net**

	Note	2015	Restated 2014	2013
Expense and depreciation with hibernate plants		(152,536)(i)	(119,834)	(110,612)
Expenses from fixed assets and investment		(174,488)(ii)		
Allowance for judicial and labor claims		(105,644)(iii)	(132,616)	(10,655)
Expenses from Ascent project		(147,169)	(44,347)	
Allowance for enviromental damage recovery	20(b)	(65,791)	(30,741)	(59,402)

Allowance health plan		(iv)		
Payments without corresponding services	2.4		(72,299)	(55,514)
Extemporaneous taxes	34(b)		(30,594)	(33,826)
Gain from the divestment of DAT	1(a)		277,338	
Revenue from the recognition of credits of subsidiaries to settle the installment payment			98,263	
Other		(110,605)	68,820	(57,342)
		<b>(756,233)</b>	<b>13,990</b>	<b>(327,351)</b>

- (i) Includes R\$54,011 arising from costs and depreciation in the period when the industrial unit located in the Petrochemical Complex of Capuava, in the city of Mauá (SP), was shut down due to the incident which took place in October 2015;
- (ii) Includes provision for loss with investment in the jointly owned subsidiary Propilsur (R\$112,076 US\$26,519);
- (iii) Provisions for labor (R\$63,211) and tax and other (R\$42,433) claims;
- (iv) Provision for retirees health plan (Nota 21.2.1).

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****29 Financial results**

	<b>2015</b>	<b>Restated 2014</b>	<b>2013</b>
<b>Financial income</b>			
Interest income	394,553	282,837	281,669
Monetary variations	142,856	74,675	24,117
Exchange rate variations	1,105,353	(46,173)	333,424
Other	56,201	44,091	133,928
	<b>1,698,963</b>	<b>355,430</b>	<b>773,138</b>
<b>Financial expenses</b>			
Interest expenses	(1,722,800)	(1,315,917)	(1,129,985)
Monetary variations	(377,471)	(320,497)	(300,310)
Exchange rate variations	(1,035,035)	(38,901)	(78,510)
Monetary variations on fiscal debts	(151,899)	(222,105)	(174,434)
Tax expenses on financial operations	(51,090)	(28,614)	(32,884)
Discounts granted	(132,346)	(88,894)	(71,592)
Loans transaction costs amortization	(64,406)	(44,824)	(6,200)
Adjustment to present value appropriation (i)	(517,739)	(527,703)	(592,413)
Other	(153,703)	(180,369)	(153,674)
	<b>(4,206,489)</b>	<b>(2,767,824)</b>	<b>(2,540,002)</b>
<b>Total</b>	<b>(2,507,526)</b>	<b>(2,412,394)</b>	<b>(1,766,864)</b>

- (i) The Company calculates the adjustment to present value whose amount has a material impact on its financial statements.

	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Interest income</b>			

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Held for trading	91,119	26,012	13,416
Loans and receivables	199,008	168,259	102,623
Held-to-maturity	36,900	34,881	31,147
	327,027	229,152	147,186
Other assets not classifiable	67,526	53,685	134,483
<b>Total</b>	<b>394,553</b>	<b>282,837</b>	<b>281,669</b>

F-95

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****30 Expenses by nature**

The Company chose to present its expenses by function in the statement of operations. The breakdown of expenses by nature is presented below:

	<b>2015</b>	<b>Restated 2014</b>	<b>2013</b>
<b>Classification by nature:</b>			
Raw materials other inputs	(31,050,937)	(34,352,860)	(30,489,543)
Personnel expenses	(2,541,164)	(2,217,226)	(1,954,414)
Outsourced services	(1,617,443)	(1,699,325)	(1,570,320)
Tax expenses	(13,820)	(11,822)	(9,847)
Depreciation, amortization and depletion	(2,125,796)	(2,044,136)	(2,041,729)
Freights	(1,883,541)	(1,555,125)	(1,471,853)
Other expenses, net	(1,393,364)	(402,837)	(723,958)
<b>Total</b>	<b>(40,626,065)</b>	<b>(42,283,331)</b>	<b>(38,261,664)</b>
<b>Classification by function:</b>			
Cost of products sold	(37,238,388)	(39,831,028)	(35,794,661)
Selling and distribution	(1,122,012)	(1,083,501)	(945,235)
General and administrative	(1,339,797)	(1,254,659)	(1,078,735)
Research and development	(169,635)	(128,133)	(115,682)
Other operating income (expenses), net	(756,233)	13,990	(327,351)
<b>Total</b>	<b>(40,626,065)</b>	<b>(42,283,331)</b>	<b>(38,261,664)</b>

**31 Segment information**

Management defined the organizational structure of Braskem based on the types of business, the main products, markets and production processes, and identified five operating and reportable segments four production segments and one distribution segment.

On December 31, 2015 and 2014, the organizational structure of Braskem was formed by the following segments:

Basic petrochemicals: comprises the activities related to the production of ethylene, propylene butadiene, toluene, xylene, cumene and benzene, as well as gasoline, diesel and LPG (Liquefied Petroleum Gas), and other petroleum derivatives and the supply of electric energy, steam, compressed air and other inputs to second-generation producers located in the Camaçari, Triunfo, São Paulo and Rio de Janeiro petrochemical complexes.

Polyolefins: comprises the activities related to the production of PE and PP.

Vinyls: comprises the activities related to the production of PVC, caustic soda and chloride.

United States and Europe: operations related to PP production in the United States and Europe, through the subsidiaries Braskem America and Braskem Alemanha, respectively.

Chemical distribution: consists of Quantiq's operations related to the distribution of petroleum-based solvents, intermediate chemicals, special chemicals and pharmacons.



**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(a) Presentation, measurement and conciliation of results**

Information by segment is generated in accounting records which are reflected in the consolidated financial statements.

The eliminations stated in the operating segment information, when compared with the consolidated balances, are represented by transfers of inputs between segments that are measured as arm's length sales.

The operating segments are stated based on the results of operations, which does not include financial results, and current and deferred income tax and social contribution expenses.

The Company does not disclose assets by segment since this information is not presented to its chief decision maker.

F-97

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(b) Results of operations by segment**

Reporting segments	Net sales revenue	Cost of products sold	Gross profit	Restated 2015			Operating profit (loss)
				Selling, general and distribution expenses	Operating expenses from equity investments	Other operating expenses), net	
Basic							
petrochemicals	24,269,768	(20,053,106)	4,216,662	(658,945)		(178,113)	3,379,604
Polyolefins	19,986,174	(15,461,151)	4,525,023	(1,224,627)		(130,722)	3,169,674
Vinyls	2,780,075	(2,415,855)	364,220	(224,857)		(27,005)	112,358
USA and Europe	8,239,913	(6,908,574)	1,331,339	(445,850)		(13,449)	872,040
Chemical distribution	874,624	(692,653)	181,971	(123,402)		(4,961)	53,608
<b>Total</b>	<b>56,150,554</b>	<b>(45,531,339)</b>	<b>10,619,215</b>	<b>(2,677,681)</b>		<b>(354,250)</b>	<b>7,587,284</b>
Other segments (i)	631,512	(637,045)	(5,533)	(94,716)		(70,062)	(170,311)
Corporate unit				(8,987)	2,219	(244,572)	(251,340)
<b>Braskem consolidated before eliminations and reclassifications</b>	<b>56,782,066</b>	<b>(46,168,384)</b>	<b>10,613,682</b>	<b>(2,781,384)</b>	<b>2,219</b>	<b>(668,884)</b>	<b>7,165,633</b>
Eliminations and reclassifications	(9,219,706)	8,929,996	(289,710)	149,940		(87,349)	(227,119)
<b>Total</b>	<b>47,562,360</b>	<b>(37,238,388)</b>	<b>10,323,972</b>	<b>(2,631,444)</b>	<b>2,219</b>	<b>(756,233)</b>	<b>6,938,514</b>

	Restated 2014						
	Net sales revenue	Cost of products sold	Gross profit	Operating expenses			Operating profit (loss)
Selling, general and distribution expenses				Results from equity investments	Other operating income (expenses), net		
<b>Reporting segments</b>							
Basic							
petrochemicals	25,576,275	(23,252,820)	2,323,455	(692,662)		190,292(ii)	1,821,085
Polyolefins	18,502,238	(15,599,615)	2,902,623	(965,737)		(53,226)	1,883,660
Vinyls	2,709,491	(2,551,464)	158,027	(205,343)		57,268	9,952
USA and Europe	7,934,281	(7,481,292)	452,989	(294,923)		(82,515)	75,551
Chemical distribution	842,715	(700,917)	141,798	(105,242)		(28,783)	7,773
<b>Total</b>	<b>55,565,000</b>	<b>(49,586,108)</b>	<b>5,978,892</b>	<b>(2,263,907)</b>		<b>83,036</b>	<b>3,798,021</b>
Other segments (i)	402,655	(284,269)	118,386	(169,976)		(4,135)	(55,725)
Corporate unit				(110,460)	3,929	(96,594)	(203,125)
<b>Braskem consolidated before eliminations and reclassifications</b>							
	<b>55,967,655</b>	<b>(49,870,377)</b>	<b>6,097,278</b>	<b>(2,544,343)</b>	<b>3,929</b>	<b>(17,693)</b>	<b>3,539,171</b>
Eliminations and reclassifications	(10,210,641)	10,039,349	(171,292)	78,050		31,683	(61,559)
<b>Total</b>	<b>45,757,014</b>	<b>(39,831,028)</b>	<b>5,925,986</b>	<b>(2,466,293)</b>	<b>3,929</b>	<b>13,990</b>	<b>3,477,612</b>

	Restated 2013						
	Net sales revenue	Cost of products sold	Gross profit	Operating expenses			Operating profit (loss)
Selling, general and distribution expenses				Results from equity investments	Other operating income (expenses), net		
<b>Reporting segments</b>							
Basic							
petrochemicals	25,037,780	(22,561,151)	2,476,629	(534,896)		(67,835)	1,873,898
Polyolefins	16,944,709	(14,694,326)	2,250,383	(852,680)		(30,673)	1,367,030
Vinyls	2,581,076	(2,384,543)	196,533	(174,072)		(11,179)	11,282
USA and Europe	6,748,502	(6,420,523)	327,979	(282,880)		(37,621)	7,478
Chemical distribution	891,734	(761,136)	130,598	(96,673)		(6,537)	27,388

<b>Total</b>		<b>52,203,801</b>	<b>(46,821,679)</b>	<b>5,382,122</b>	<b>(1,941,201)</b>		<b>(153,845)</b>	<b>3,287,076</b>
Other segments	(i)	130,289	(133,008)	(2,719)	(68,576)		196	(71,099)
Corporate unit					(219,919)	(3,223)	(173,844)	(396,986)
<b>Braskem consolidated before eliminations and reclassifications</b>		<b>52,334,090</b>	<b>(46,954,687)</b>	<b>5,379,403</b>	<b>(2,229,696)</b>	<b>(3,223)</b>	<b>(327,493)</b>	<b>2,818,991</b>
Eliminations and reclassifications		(11,405,218)	11,160,026	(245,192)	90,044		142	(155,006)
<b>Total</b>		<b>40,928,872</b>	<b>(35,794,661)</b>	<b>5,134,211</b>	<b>(2,139,652)</b>	<b>(3,223)</b>	<b>(327,351)</b>	<b>2,663,985</b>

(i) This segment includes the results of the subsidiary Braskem Idesa.

(ii) Includes gain from sale of DAT (Note 1(a)).

**Table of Contents****Braskem S.A.****Management notes to the restated financial statements****at December 31, 2015****All amounts in thousands, except as otherwise stated****(c) Long-lived assets by segment**

	<b>Restated</b>	
	<b>2015</b>	<b>2014</b>
<b>Reporting segments</b>		
Basic petrochemicals	11,749,880	11,949,937
Polyolefins	5,379,646	5,614,133
Vinyls	2,763,299	2,871,964
USA and Europe	2,269,257	1,584,055
Chemical distribution	73,873	70,827
<b>Total</b>	<b>22,235,955</b>	<b>22,090,916</b>
Other segments	(i) 14,751,938	9,815,770
<b>Total</b>	<b>36,987,893</b>	<b>31,906,686</b>

(i) Includes the long-lived assets of the subsidiary Braskem Idesa.

**32 Insurance coverage**

Braskem, aligned with the policy approved by the Board of Directors, maintains a comprehensive risk and insurance management program. The risk assessment practices and procedures of the policy are applied consistently across the Company.

In October 2015, the All Risks insurance policies were renewed for the units in Brazil, the United States and Germany for 18 months.

Since 2012, the subsidiary Braskem Idesa has All Risks engineering insurance, which covers the construction of its industrial plant in Mexico.

The operating risks and engineering all-risks insurance policies of Braskem have maximum indemnity limits per event that are deemed sufficient to cover possible claims in view of the nature of the Company's activities and based on the guidance of its advisers, as well estimated maximum loss (EML) studies.

The information on the all-risks policies in effect is presented below:

	<b>Maturity</b>	<b>Maximum indemnity limit US\$ million</b>	<b>Amount insured US\$ million</b>
Units in Brazil	April 8, 2017	2,000	21,223
Units in United States and Germany	April 8, 2017	250	1,868
Braskem Idesa	March 31, 2016	5,161	5,161
Quantiq	April 8, 2017	78	78
<b>Total</b>			<b>28,330</b>

Additionally, the Company contracted civil liability, transportation, export credit, sundry risk and vehicle insurance. The risk assumptions adopted are not part of the audit scope and, therefore, were not subject to review by our independent accountants.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**33 Information related to guaranteed securities issued by subsidiaries**

Braskem S.A. has fully and unconditionally guaranteed the debt securities issued by Braskem Finance, Braskem America Finance and Braskem Holanda 100-percent-owned subsidiaries of Braskem. There are no significant restrictions on the ability of Braskem to obtain funds from these subsidiaries.

**34 Events after the reporting period**

**34.1 Reports of irregularities and global settlement with authorities**

**(a) Allegations, internal investigation**

Braskem and its subsidiaries are subject to a number of anti-corruption laws in the countries where they operate, including Federal Law 12,846/2013, or the Brazilian Anticorruption Law, which came into force on January 28, 2014, and the U.S. Foreign Corrupt Practices Act (FCPA).

In March 2015, in connection with the so-called Operation Car Wash, certain allegations made by defendants in criminal proceedings were made public, according to which Braskem was allegedly involved in illegal payments to obtain benefits under feedstock supply agreements entered into with Petrobras.

In light of said facts, the Company immediately approved the engagement of law firms with extensive and proven experience in similar cases in the United States and Brazil ( Expert Firms ) to conduct an independent internal investigation into the allegations cited above ( Investigation ), under the supervision of and in collaboration with the U.S. Department of Justice ( DoJ ) and the U.S. Securities and Exchange Commission ( SEC ). Until mid-July 2016, the Investigation had not obtained evidence confirming any wrongdoings by the Company.

**(b) New reports and undue payments**

In late July 2016, the Company received new information concerning wrongdoings that came to light during the collaboration of former executives of Braskem in connection with the cooperation by Odebrecht with Operation Car Wash.

Based on such information, the Investigation confirmed the existence of payments made between 2006 and 2014 to third parties for agency services which proved not being effectively rendered. These undue payments were made to three offshore companies and allegedly were related to the rendering of commercial intermediation services. These companies simply transferred the funds to a series of other companies, which ultimately made improper payments to benefit Braskem on matters involving the naphtha supply agreement entered into with Petrobras in 2009 and terminated in 2014, and to amendments of federal and state tax law to obtain tax incentives and monetize tax credits to which the Company already was entitled, as made public under the agreements with DoJ and SEC. The payments made by Braskem to these three companies from October 2006 to December 2014 amount to approximately R\$513 million.

Additional procedures conducted after the conclusion of the Investigation identified payments made to a fourth agent from November 2005 to September 2006 in the amount of approximately R\$44 million that referred to the same scheme identified by the Investigation. Since the additional findings were related to the same scheme identified by the Investigation, they do not represent a risk to the Global Settlement.



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**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(c) Payment of taxes**

The identification of these payments without the rendering of the corresponding service led to the recognition, in October 2016, of taxes payable to the federal government and to an adjustment to the account Deferred Income Tax and Social Contribution. The determination, in 2016, of these taxes due in prior fiscal years was recognized as a correction of material error, in accordance with the pronouncement IAS 8, which led to its recognition retrospectively in the 2015 financial statements, and prior years. The tax expense that impacted the statement of operations for the year ended December 31, 2016 and prior years, including charges for late payment, amounted to R\$254,373. As a result of the tax calculation reprocessing, the Company recognized an amount of R\$13,704 as an advance payment of income tax and social contribution, which was presented under the taxes recoverable account. These amounts were paid during the fourth quarter of 2016. The adjustment of the account Deferred Income Tax and Social Contribution, which impacted the statement of operations, amounted to R\$30,268.

**(d) Global Agreement with authorities**

With the confirmation of wrongdoings, on October 3, 2016, Braskem started discussions with DoJ and SEC to formalize an agreement to resolve any identified wrongdoing and seek a simultaneous agreement with Brazilian authorities, as disclosed to the market by means of a Material Fact and later with Swiss authorities. This negotiation was delegated by the Board of Directors to the Board of Executive Officers of the Company.

As a result of these negotiations, on December 14, 2016, the Company entered into a Leniency Agreement ( Agreement ) with the Federal Prosecution Office of Brazil ( MPF ). Additionally, on December 21, 2016, the Company finalized formal agreements with the DoJ and SEC, and an agreement to conclude investigations with the Office of the Attorney General of Switzerland (in conjunction with the Agreement with MPF, Global Settlement ). The Global Settlement encompasses all of the facts determined until the date of its execution involving Braskem.

Under the Global Settlement, Braskem will pay the aforementioned authorities in Brazil and overseas the aggregate approximate amount of US\$957 million, equivalent to approximately R\$3.1 billion, based on the fixed exchange rate of R\$3.27 to US\$1.00.

The Company recorded in fourth quarter of 2016, R\$2.9 billion in the item Other operating income (expenses) net based on the estimated the present value of this accrual at its initial recognition, using as an assumption for the discount rate the estimated real interest rate for Treasury IPCA+ bonds issued by the National Treasury. Based on this assumption, the Company has done the adjustment to present value in the amount of R\$277,591. This amount will be recognized in the financial result on a pro rata die basis from the date of the agreement. In the result for the year 2016, the amount of R\$5,505 was amortized. The amount is divided in the following manner:

1. R\$2,2 billion to the MPF;
2. US\$65,000 to SEC;
3. US\$94,894 to DoJ;
4. CHF94,500 to the Office of the Attorney General of Switzerland.

F-101

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

Of this total amount, it was already paid by the Company a total amount of R\$1.3 billion in the following manner:

1. US\$94,894 (R\$296,591) to DoJ on February 8, 2017;
2. US\$65,000 (R\$206,460) to SEC on April 27, 2017;
3. CHF30,240 (R\$104,307) to the Office of the Attorney General of Switzerland on June 27, 2017;
4. R\$736,445 to MPF on July 6, 2017.

The outstanding amount of approximately R\$1.7 billion will be paid in the following manner:

1. CHF64,260 to the Office of the Attorney General of Switzerland in four equal annual and successive installments of CHF16,065 due on June 30 of each year as from 2018;
2. R\$1.5 billion to MPF in six annual installments adjusted for inflation by the variation in the IPCA inflation index due on January 30 of each year as from 2018. To guarantee payment of the installments coming due, Braskem offered fixed assets in an amount corresponding to one annual installment.

The Agreement was ratified by the 5<sup>th</sup> Coordination and Review Chamber of the Federal Prosecution Office on December 15, 2016 and on June 6, 2017 by the Judge of the 13<sup>th</sup> Federal Court of Curitiba.

The agreement with DoJ was confirmed by sentence by the U.S. Court on January 26, 2017 and the agreement with SEC was confirmed by that entity on February 28, 2017.

The agreement with Swiss authorities does not require ratification to produce effect, since the Company's investigation was terminated by written order of the Attorney General of Switzerland on December 21, 2016.

**(e) Monitorship**

Furthermore, Braskem will be subjected, for an expected period of three years, to two monitors appointed by U.S. and Brazilian authorities, who will work in coordination with the main objective of attesting to the Company's compliance with all commitments undertaken under the Global Settlement.

The commitments undertaken with the authorities that are party to the Global Settlement seek to improve the Company's control and accounting system to ensure the production of financial information that is reliable and to prevent any wrongdoings under the anti-corruption laws of countries in which the Company operates or comes to operate. Some of the actions required to achieve these goals include:

- (i) Management's commitment to and support for policies to prevent incidents of corruption;
- (ii) Strengthening policies and procedures to prevent corruption;
- (iii) Conducting regular reviews of policies and procedures to ensure they are up-to-date and effective;
- (iv) Providing team members, including managers, with regular training on anti-corruption policies and practices, and maintaining a system that makes these tools available to team members and to any third parties that interact with Braskem;
- (v) Maintaining instruments and resources for investigating reports of corruption within the Company;
- (vi) Implementation and improvement of anti-corruption controls to prevent and detect vulnerabilities in the internal processes;
- (vii) Extending anti-corruption practices to entities that conduct business with Braskem and implementing procedures with this purpose in cases of business acquisitions.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(f) Reimbursement**

A significant portion of the total amount of R\$2.2 billion to be paid to MPF will be made available for use in reimbursing third parties for any damages caused by the wrongdoings.

Under the Agreement, MPF undertook to coordinate actions with other authorities or public entities with which Braskem comes to transact for entering into agreements involving the facts uncovered in connection with the Agreement, the public prosecution offices of States and Cities in Brazil, state-owned companies and state-controlled companies for entering into similar agreements with such entities, including for the purpose of preventing duplicate restitution with regard to the amount paid under the Agreement.

The Agreement does not prevent any third party from opening proceedings to seek reimbursement for any damages caused by Braskem, which could result in payments other than those provided for in the Agreement. Therefore, the Company cannot guarantee that the total amount available for reimbursement will be sufficient to fully reimburse any third parties affected by the wrongdoings, which means that the Company may be subject to the payment of damages or financial penalties other than those provided for in the Global Settlement.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**(g) Other considerations**

With the exception of the amount mentioned above, as well as of the other non-monetary obligations imposed on the Company under the Global Settlement, it may have a material adverse effect on our business, reputation, financial condition, financial instruments and operational results, as well as on the liquidity and price of the securities of Braskem. Furthermore, the negative publicity resulting from the Global Settlement, could have a material adverse impact on our businesses, including reducing the demand for our products, our financial instruments and other effects that currently cannot be estimated or measured. In addition, other authorities with jurisdiction over our company may seek to impose additional monetary sanctions or fines or commence new investigations against us. Finally, as a result of the Global Settlement, the Company may be barred from entering into certain agreements with government authorities and may be subject to increased operating costs in connection with its obligations to improve its governance and anti-corruption practices, including the cost of the external monitorship.

It is not possible to predict the impacts on Braskem of others investigations or of any decision or action taken by authorities involving its largest shareholders, namely Odebrecht S.A. and Petróleo Brasileiro S.A. Petrobras, or any of their subsidiaries.

**(h) Class action**

On July 1, 2015, a putative class action lawsuit was filed against the Company and its certain of its current and former officers in the United States District Court for the Southern District of New York. In the operative complaint, the Lead Plaintiff, Boilermaker-Blacksmith National Pension Trust, alleges that the Defendants made misrepresentations or omissions that inflated the price of the Company's stock in violation of U.S. securities laws. The Company has engaged a U.S. law firm to represent it and filed motion to dismiss on July 6, 2016.

On March 31, 2017, the judge rendered a decision on the motion to dismiss granting it in part and denying it in part. With respect to the remaining claims, the class action is now in the discovery stage.

On August 29, 2017, the Lead Plaintiff, in agreement with the Company, has filed a letter requesting an amendment to the previously agreed schedule of the discovery, as the parties are currently engaged in settlement negotiations.

On September 14, 2017, the Company and the Lead Plaintiff have signed a proposed settlement agreement ( Proposed Settlement ) and submitted it to the mentioned Court for preliminary approval.

Under the terms of the Proposed Settlement, Braskem would pay US\$10 million to resolve all claims of a settlement class consisting of purchasers of Braskem American Depositary Receipts ( ADRs ) traded on the New York Stock

Exchange during the period of July 15, 2010 through March 11, 2015, that arise out of or relates to the subject matter of the Class Action, with the exception of any such claims belonging to purchasers who file valid and timely requests to opt out of the settlement class.

In accordance with IAS 37 (Provisions, Contingent Liabilities and Contingent Assets), the Company will record a provision in the amount of US\$10 million, equivalent to approximately R\$31 million, based on the fixed exchange rate of R\$3.13 to US\$1.00. The amount is deemed not material by management for the annual 2016 period and will be recognized in the statement of operations in the item Other income (expenses), net in the third quarter of 2017.

Braskem has made no admission of any wrongdoing or liability as part of the Proposed Settlement, and entered into the Proposed Settlement solely to avoid the risk, uncertainty, and expense of further litigation. The Proposed Settlement is subject to a number of conditions including Court approval.

The Company may be named as a defendant in other legal actions. Furthermore, the Company may be required, in accordance with any applicable legal and regulatory limits, to indemnify directors, officers and employees that are defendants in the securities class action and any other related actions that may arise in the future. The litigation has required significant time and dedication of the Management of the Company and is expected to continue to require such time and attention in the future.

**Table of Contents**

**Braskem S.A.**

**Management notes to the restated financial statements**

**at December 31, 2015**

**All amounts in thousands, except as otherwise stated**

**34.2 Dividends**

On April 6, 2016, the Annual Shareholders Meeting approved dividends in the amount of R\$1,000,000, which started to be paid on April 15, 2016, of which R\$567,620 was paid to the holders of common shares and R\$432,020 and R\$360 was paid to the holders of class A and class B preferred shares, respectively. This payment fully settles the dividend for the class B preferred shares, which was calculated in accordance with the Bylaws.

On September 27, 2016, the Board of Directors Meeting approved the payment of interim dividends for fiscal year 2015, in the amount of R\$1,000,000, which will be paid as of October 11, 2016. The Company paid R\$567,819 to common shareholders and R\$432,181 to class A preferred shareholders.

**34.3 Cetrel**

On January 27, 2017, the Board of Directors of the Company authorized the execution of a purchase agreement with Odebrecht Utilities S.A., through which Braskem undertook to purchase all shares held by the seller in Cetrel S.A., which represent 63.7% of its voting capital, for the aggregate amount of R\$610 million, to be paid upon the consummation of the transaction. The consummation of this acquisition was approved in Shareholders Meeting on September 29, 2017. Cetrel is an environmental services company that launched its operations in 1978, together with the other companies that set up operations in the Camaçari Petrochemical Complex. With over 100 clients, or around 70% of the Camaçari Complex, Cetrel is responsible for treating and disposing of industrial wastewater and solid waste, environmental monitoring and supplying water for industrial use to Braskem's plants in Camaçari.

Cetrel will play an important role in managing the environmental processes of the Camaçari Petrochemical Complex, and its acquisition will ensure the security and reliability of the complex's industrial operations, in line with Braskem's strategy to strengthen its petrochemical activities.