

BANK BRADESCO
Form 6-K
February 09, 2015

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

**For the month of February, 2015
Commission File Number 1-15250**

BANCO BRADESCO S.A.
(Exact name of registrant as specified in its charter)

BANK BRADESCO
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara
06029-900 - Osasco - SP
Federative Republic of Brazil**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby
furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of
1934.

Yes No

***Manual for Participation in the Special
and Annual Shareholders' Meetings of
March 10, 2015***

Information in this Manual also includes:

- § Call Notice;**
- § Proposals to be analyzed in mentioned Shareholders' Meetings; and**
- § All information required by CVM Instructions #480 and #481.**

Table of Contents

Message of the Board of Directors Chairman and of the Chief Executive Officer		3
Information on the Shareholders Meetings		4
Quorum		4
Exercise of Voting Right		5
•	• Holders of common shares	5
•	• Holders of preferred shares and non controlling common shareholders	5
Multiple Vote Process		5
Participation in Shareholders' Meetings		6
•	• Attendance	6
•	• Attorneys-in-fact	6
Call Notice		7
Special Shareholders' Meeting		9
•	• Board of Directors proposal to increase the capital stock by means of capitalization of free existing reserve and bonus stock to shareholders	9
•	• Board of Directors proposal to partially amend the Bylaws	11
Annual Shareholders Meeting		13
•	• Board of Directors proposal for the net income allocation of the fiscal year 2014 and ratification of the early distribution of interest on shareholders equity and dividends paid and to be paid	13
•	• Parent Companies proposal to set the number of members of the Board of Directors and to elect them	13
•	• Parent Companies proposal to elect the Fiscal Council s members	14
•	• Appointment of candidates to compose the Fiscal Council formalized by preferred shareholder	15
•	• Appointment of candidates to compose the Fiscal Council formalized by non controlling common shareholder	17
•	• Board of Directors proposals for the Compensation and Social Security Amount of the Management and	18
	• Compensation for the Fiscal Council s Sitting Members	19
Complementary Information		21
Attachment I Information on the capital stock increase by means of bonus stock		21
Attachment II - Information on the legal and economic effects derived from the statutory amendment		24
Attachment III Transcription of the consolidated proposed Bylaws		25
Attachment IV Information on the net income allocation of the year		37

Edgar Filing: BANK BRADESCO - Form 6-K

Attachment V Résumés of the candidates appointed by the parent companies to compose the Board of Directors	46
Attachment VI Résumés of the candidates appointed to compose the Fiscal Council	112
• parent companies candidates	112
• preferred shareholder s candidates	127
• non contorolling common shareholder s candidates	132
Attachment VII Information on the Management Compensation and Fiscal Council Sitting Members Compensation	139
Attachment VIII Power of Attorney Sample	158
Attachment IX Specific Power of Attorney Sample to separate voting shareholders holding preferred shares	159
Attachment X Management s Comments on the Company	160

Message of the Board of Directors' Chairman and of the Chief Executive Officer

Cidade de Deus, Osasco, SP, February 5, 2015.

Dear Shareholders,

We are pleased to invite you to participate in the Special and Annual Shareholders' Meetings of Banco Bradesco S.A. ("Bradesco" or "Company") to be cumulatively held on March 10, 2015, at 4 p.m., in our headquarters, in Núcleo Cidade de Deus, Prédio Vermelho, Salão Nobre do 5o andar, Vila Yara, Osasco, São Paulo.

In this manual, you will find the necessary guide lines for the valuation of the matters that will be object of resolution in the Shareholders' Meetings, as well as for the exercise of your voting right.

We consider Bradesco's Shareholders' Meetings as extremely important events within our annual calendar, because in them we see the opportunity that shareholders have to participate in the discussion of issues that are relevant to the Company.

Historically, Bradesco's Annual Shareholders' Meeting has been one of the first to be held in the market, with almost two months in advance of the deadline established by the Brazilian law.

In order for shareholders to have enough time to duly examine the matters to be resolved, all required documents are being made available to the market on this date, 33 days in advance of the event.

Confident that we will continue receiving your support, we remain at your disposal to provide any other additional information.

Sincerely,

Lázaro de Mello Brandão

Luiz Carlos Trabuco Cappi

Chairman of the Board of Directors

*Chief Executive Officer and
Vice Chairman of the Board of
Directors*

Information on the Shareholders' Meetings

The Shareholders' Meetings are called and installed in accordance with the law and the Bylaws. Shareholders gathered in the Shareholders' Meeting have powers to resolve on all matters related to the corporate purpose of the Company and to make decisions considered appropriate to its defense and development. This issue is mentioned in Chapter XI (Articles 121 to 137) of Law # 6,404/76.

In compliance with Article 132 of the aforementioned Law, Corporations must hold their Annual Shareholders' Meeting within the first 4 (four) months following the end of the fiscal year, to address the following matters:

- I. to analyze the management accounts, examine, discuss and vote on the financial statements;
- II. to resolve on the allocation of the net income for the year and the distribution of dividends; and
- III. to elect the management and the fiscal council's members.

Other matters that are interesting to the Company, when provided by law, bylaws or listed in the Call Notice, will be discussed and resolved at the Special Shareholders' Meeting.

According to the Sole Paragraph of Article 131 of Law # 6,404/76, the Special and Annual Shareholders' Meetings may be cumulatively called and held at the same place, date and time, as well as drawn up in single minutes.

Thus, the Call Notice of this Manual expressly lists, in the agenda, all matters to be discussed in the Special and Annual Shareholders' Meetings, and no other matter pending approval by the shareholders' meeting shall be included.

The documents mentioned in Article 133 of Law #6,404/76, related to the fiscal year ended on December 31, 2014, were sent to BM&FBOVESPA, CVM, SEC, NYSE, LATIBEX and were made available to shareholders (website) on January 29, 2015, and were published on February 4, 2015 in the newspapers “Diário Oficial do Estado de São Paulo” and “Valor Econômico”, and they may also be viewed on the website www.bradesco.com.br/ir.

These documents are:

- I. Management Report on the business and main administrative facts of the fiscal year ended;
- II. Financial Statements;
- III. Independent Auditors’ Report;
- IV. Fiscal Council’s Opinion; and
- V. Summary of the Audit Committee’s Report.

All the other documents referring to the Shareholders’ Meetings are part of this Manual and are at the disposal of the shareholders at the Shares and Custody Department of Bradesco, in Núcleo Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, São Paulo, which may also be viewed on the website www.bradesco.com.br/ir –Corporate Governance –Shareholders, and on BM&FBovespa (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br) websites.

Quorum

Pursuant to Article 125 of Law # 6,404/76, save the exceptions provided for by law, the Shareholders’ Meeting will be installed, on first call, with the attendance of shareholders representing at least $\frac{1}{4}$ (one quarter) of the voting capital stock and, on second call, it shall be installed with any number of shareholders.

The Special Shareholders’ Meeting resolving on the amendment to the Bylaws, pursuant to Article 135 of Law # 6,404/76, will be instated on first call with the attendance of shareholders representing at least $\frac{2}{3}$ (two thirds) of the voting capital stock, and it may be installed with any number of shareholders on second call.

Exercise of Voting Right

Holders of common shares

The shareholders holding common shares shall be entitled to vote on all matters listed in the Agenda.

Holders of preferred shares and non controlling common shareholders

- Board of Directors (item 3 of the Annual Shareholders' Meeting Agenda)

Pursuant to the provisions of Article 141 of Law # 6,404/76, will be entitled to elect and dismiss a Board of Director's member, in a separate voting process, except the controlling shareholder, the majority of holders:

- I. of common shares that represent, at least, 15% (fifteen percent) of the total of common shares; and
- II. of preferred shares that represent, at least, 10% (ten percent) of the capital stock.

Verifying that neither the holders of common nor the holders of preferred shares comprise the quantity required in the items above, they will be entitled to combine their shares to elect jointly a member for the Board of Directors, taking into consideration the 10% (ten percent) of the capital stock.

Only shareholders that prove the uninterrupted ownership of shares required during the period of at least 3 (three) months immediately preceding the Shareholders' Meeting will be entitled to elect or dismiss Board of Director's members by means of separate voting process.

- Fiscal Council (item 4 of the Annual Shareholders' Meeting Agenda)

In the establishment of the Fiscal Council the following standards will be observed:

- a) the holders of preferred shares will be entitled to elect, in a separate voting process, 1 (one) member and his/her respective deputy; non controlling common shareholders will have the same right, since there is at least 10% (ten percent) or more of common shares issued by the Company;
- b) except for the provisions in the previous item, other common shareholders may elect the sitting and deputy members that, in any case, shall be equal to the number of the elected members in accordance with subparagraph a, plus one.

Multiple Vote Process

Pursuant to CVM Instructions # 165, as of December 11, 1991, and # 282 of June 26, 1998, to request the adoption of the multiple vote process to elect the members of the Board of Directors, the requesting shareholders shall represent the minimum of 5% (five percent) of the Company's voting capital.

As provided for in Paragraph One of Article 141 of Law # 6,404/76, this right shall be exercised by shareholders within 48 (forty-eight) hours before the Shareholders' Meeting, being the Presiding Board chairing the Meeting responsible for informing the shareholders in advance, in view of the "Attendance Book" the number of votes necessary to elect each member of the Board of Directors.

Participation in the Shareholders' Meetings

Attendance

The Company's shareholders may take part in the Shareholders' Meetings by attending the meetings at the place they are held and by casting their vote, according to the class of shares held by them (common and/or preferred) and the matters to be voted on.

Pursuant to the provisions in Article 126 of Law # 6,404/76, shareholders must attend the Shareholders' Meetings providing, in addition to their identification document, a certificate of ownership of the Company's shares, issued by the depositary and/or custodian financial institution. The management recommends that referred certificate of ownership be sent within 2 (two) business days before the date of the mentioned Shareholders' Meetings.

Legal entities shareholders, such as Companies and Investment Funds, must be represented in accordance with their Bylaws, Articles of Incorporation or Charters, delivering the documents that evidence the good standing of the representation, having with them the Minutes of the election of Management, as the case may be, at the place and time indicated in item below.

Before the Meetings are installed, shareholders will sign the Attendance Book, which will bear their name, nationality, place of residence, and the number and class of shares they hold.

Shareholders without voting rights may attend the Shareholders' Meeting and discuss the matters submitted for resolution.

Attorneys-in-fact

Shareholders may also be represented by an attorney-in-fact appointed not more than one year, provided that he/she is a shareholder, manager of Banco Bradesco S.A., lawyer or financial institution, being incumbent upon the investment fund manager to represent its condominium members, pursuant to Article 126, Paragraph One, of Law # 6,404/76, and the power of attorney shall mandatorily bear a notarized signature of the grantor at the Notary. We also observe that the legal entities shareholders may be represented as their bylaws/articles of incorporation.

In order to help shareholders, the Power of Attorney Samples in Attachments VIII and IX may be used, in which case the attorney-in-fact shall vote in strict compliance with the instructions contained in the respective powers of attorney. The shareholders may also grant powers of attorney with different texts from those suggested herein, provided that they comply with the provisions of Law # 6,404/76 and the Brazilian Civil Code.

When the shareholder is represented by an attorney-in-fact, the good standing of the power of attorney will be verified before the beginning of the Shareholders' Meetings. In order to speed up the process and facilitate the works in the Meetings, the certificate of ownership of the shares and the power of attorney may, at the shareholders' discretion, be sent to the Company's headquarters, preferably, within 2 (two) business days before the date of the Shareholders' Meetings, at Banco Bradesco S.A. - Secretaria Geral - Área Societária - Núcleo Cidade de Deus - 4^o andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. Copy of the documentation may also be sent by email to governancacorp@bradesco.com.br.

Before being forwarded to the Company, the powers of attorney drawn up in foreign language must be translated into Portuguese and their translation must be registered at the Registry of Deeds and Documents.

Call Notice

Banco Bradesco S.A.

CNPJ (Corporate Taxpayer's ID) #60.746.948/0001-12

NIRE (Corporate Registry ID) #35.300.027.795

Publicly-Held Company

Special and Annual Shareholders' Meetings

Call Notice

We invite the shareholders of this Company to meet at the cumulative Special and Annual Shareholders' Meetings, on March 10, 2015, at 4 p.m., at the Company's headquarters, Núcleo Cidade de Deus, Vila Yara, Osasco, São Paulo, at Salão Nobre do 5^o andar, Prédio Vermelho, to:

I. at the Special Shareholders' Meeting

To resolve on the Board of Directors' proposals to:

1) increase the capital stock in R\$5,000,000,000.00, increasing it from R\$38,100,000,000.00 to R\$43,100,000,000.00, with bonus stock, by means of capitalization of part of the balance of the "ProfitReserves – StatutoryReserve" account, according to the provisions of Article 169 of Law #6,404/76, by issuing 841,454,808 new book-entry registered shares, with no par value, of which 420,727,426 are common shares and 420,727,382 are preferred shares, to be allotted free of charge to shareholders at the ratio of 2 new shares for each 10 shares of the same class that they hold on the record date;

2) partially amend the Bylaws, as follows: **(i)** in the "caput" of Article 6, in order to reflect the changes in the capital stock derived from the resolution mentioned in item 1 above; **(ii)** in the Sole Paragraph of Article 1, adapting it to the new Regulation for Issuers Listing and Admission to Trading of Securities of BM&FBOVESPA; **(iii)** in the "caput" of Article 8, raising from 9 to 10 the maximum number of members in the Board of Directors, as a result of the expansion that the Bradesco Organization comes in all areas in which it operates, and including the Paragraph Two into the mentioned Article so as to allow flexibility in the form of participation of the members of the Board of Directors at meetings of that Body, consequently renumbering the subsequent Paragraphs; **(iv)** in the "caput" of Article 13, improving its wording; **(v)** in Article 20, by making the Fiscal Council become permanent; and **(vi)** in Article 21, which regulates the functioning of the Audit Committee, including the Paragraphs One and Two, so as to adapt the wording to the provisions of the Resolution #4,329, of April 25, 2014, of the National Monetary Council, providing the reappointment of up to 1/3 of the members of that Body to the maximum of other five consecutive annual terms, consequently renumbering the Sole Paragraph.

II. at the Annual Shareholders' Meeting

1) acknowledge the management accounts and examine, discuss and vote on the Financial Statements related to the fiscal year ended on December 31, 2014;

2) resolve on the Board of Directors' proposal for the allocation of the net income of the fiscal year 2014 and ratify the early distribution of interest on shareholders' equity and dividends paid and to be paid;

Call Notice

- 3) set the number of members of the Board of Directors and elect them, observing the provisions of Articles 141 and 147 of Law #6,404/76, of December 15, 1976, and CVM Instruction #367, of May 29, 2002. It is necessary, pursuant to CVM Instructions #165, of December 11, 1991, and #282, of June 26, 1998, at least 5% (five percent) of the voting capital so that shareholders can require the adoption of the multiple vote process;
- 4) elect the Fiscal Council's members, pursuant to the provisions of Articles 161 and 162 of Law # 6,404; and
- 5) resolve on: **1)** the compensation and the amount to support the Management's Pension Plan; and **2)** the monthly compensation of the Fiscal Council's sitting members.

Participation in the Meetings: pursuant to Article 126 of Law # 6,404, of December 15, 1976, and later amendments, in order to attend and resolve on the Shareholders' Meetings, shareholder must observe that:

- in addition to the identification document, he/she must also provide a certificate of ownership of the shares issued by the Company, issued by the custodian financial institution. For the holder of book-entry shares held in custody at Bradesco, the presentation of said certificate is waived;
- in the event of impossibility to attend the Shareholders' Meetings, the shareholder may also be represented by an attorney-in-fact appointed not more than one year, provided that he/she is a shareholder, manager of the Company, lawyer or financial institution, being incumbent upon the investment fund manager to represent its condominium members, observing that legal entities shareholders might also be represented according to their bylaws/articles of incorporation;
- before being forwarded to the Company, the powers of attorney drawn up in foreign language must be translated into Portuguese and their translation must be registered at the Registry of Deeds and Documents;

- in order to speed up the process and facilitate the works in the Shareholders' Meetings, the certificate of ownership of the shares, the power of attorney and possible voting declaration may, at the shareholder's discretion, be sent to the Company's headquarters, preferably within 2 (two) business days before the date of the Shareholders' Meetings, at Banco Bradesco S.A. - Secretaria Geral - Área Societária - Núcleo Cidade de Deus - 4º andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. Copy of the documentation may also be sent by email to governancacorp@bradesco.com.br.

Documents made available to shareholders: all legal documents and further information necessary for analysis and exercise of voting right are available to shareholders in Bradesco's Shares and Custody Department, Núcleo Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, São Paulo, and on the websites www.bradesco.com.br -Corporate Governance -Shareholders, BM&FBovespa (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br).

Eventual clarifications may be obtained on the Investor Relations website - www.bradesco.com.br/ir -Corporate Governance, in the Bradesco's Branches Network or via email governancacorp@bradesco.com.br.

Cidade de Deus, Osasco, SP, February 5, 2015.

Lázaro de Mello Brandão

Chairman of the Board of Directors

**Special Shareholders' Meeting
Board of Directors' Proposals to increase the capital stock by means of
capitalization of free existing reserve and bonus stock to shareholders and partial
amendment to the Bylaws (items 1 and 2 of the Agenda)**

Dear Shareholders,

The Board of Directors of Banco Bradesco S.A. (Bradesco) hereby submits, for your examination and resolution, proposals to:

1) increase the capital stock in R\$5,000,000,000.00, increasing it from R\$38,100,000,000.00 to R\$43,100,000,000.00, with bonus stock, by means of capitalization of part of the balance of the "Profit Reserves - Statutory Reserve" account, according to the provisions of Article 169 of Law #6,404/76, by issuing 841,454,808 new book-entry registered shares, with no par value, of which 420,727,426 are common shares and 420,727,382 are preferred shares, to be allotted free of charge to shareholders at the ratio of 2 new shares for each 10 shares of the same class that they hold on the record date, observing that:

I. **Objectives:** a) to improve the liquidity of the shares in the market, taking into account that, potentially, a higher quantity of outstanding shares may improve business; b) to allow an adjustment to share prices, making them more attractive and accessible to a greater number of investors.

II. **Record Date of Entitlement to the Bonus Stock** : it will be informed to the market after the respective process is approved by the Central Bank of Brazil.

III. **Trading**: current shares shall continue to be traded entitled to bonus and new shares will be available for trading after the approval of the respective process by the Central Bank of Brazil and inclusion in the shareholders' position, to be notified to the market.

IV. **Bonus Shares Entitlement** -they will be entitled to dividends and/or interest on shareholders' equity to be declared as of the date of their inclusion in the shareholders' position. They are also fully entitled to eventual advantages attributed to other shares as of the aforementioned date.

V. **Monthly Interest on Shareholders' Equity**: until the new shares arising from the bonus stock are released for trading, referred monthly interest will be kept in R\$0.018817992 per common share and R\$0.020699791 per preferred share (gross), with payment by the net amount of R\$0.015995293 per common share and R\$0.017594822 per preferred share, already net of withholding income tax of 15% (fifteen per cent). The interest shall be adjusted in the month subsequent to the inclusion of the new shares into the shareholders' position, to R\$0.017249826 per common share and R\$0.018974809 per preferred share (gross), with payment by the net amount of R\$0.014662352 per common share and R\$0.016128588 per preferred share, and will be paid according to the System for Payment of Monthly Dividends/Interest on Shareholders' Equity. The withholding income tax does not apply to legal entities that are exempt from such taxation. Thus, the monthly amounts paid to shareholders' will be incremented in 10% after the inclusion of new shares in the shareholder positions.

Special Shareholders' Meeting
Board of Directors' Proposals to increase the capital stock by means of
capitalization of free existing reserve and bonus stock to shareholders and partial
amendment to the Bylaws (items 1 and 2 of the Agenda)

VI. **Fractions of Shares:** the bonus stock will always occur in whole numbers. The remaining shares resulting from fractions of shares will be separated, grouped into whole numbers and sold in an auction to be held at BM&FBOVESPA S.A. -Bolsa de Valores, Mercadorias e Futuros (Securities, Commodities and Futures Exchange) (BM&FBOVESPA). After the necessary approval by the Central Bank of Brazil, and before the sell, Bradesco shall establish a period not inferior to 30 days, during which the shareholders may transfer the fractions of share, according to Paragraph Three of Article 169 of Law # 6,404/76. After, the respective amounts will be made available to shareholders entitled thereto. Further details shall be informed to shareholders in due course.

VII. **Cost of Bonus Shares:** R\$5.942089762 per share, regardless of the class, pursuant to the provisions in Article 10 of Law #9,249, of December 26, 1995, and in Paragraph One of Article 47 of the Normative Ruling of the Brazilian Internal Revenue Service #1,022 of April 5, 2010.

VIII. **Additional Procedures -Payment of Fractions of Shares:** the amounts arising from fractions of shares will be made available to shareholders, as follows:

a) to shareholders whose shares are deposited at the Company and that keep their register and banking data updated, by means of credit in the current accounts in a Financial Institution they indicate. Those who do not have the data updated must present themselves at a Bradesco Branch on their preference bearing their CPF (Individual Taxpayer's ID), RG (Identification Document) and proof of residence (utility bill) for record updating and receiving the respective amounts to which they are entitled; and

Special Shareholders' Meeting
Board of Directors' Proposals to increase the capital stock by means of
capitalization of free existing reserve and bonus stock to shareholders and partial
amendment to the Bylaws (items 1 and 2 of the Agenda)

b) to shareholders whose shares are deposited at the BM&FBOVESPA S.A., by means of Institutions and/or Brokerage Houses which keep their shareholding position in custody.

2) partially amend the Bylaws, as follows: **(i)** in the "caput" of Article 6, in order to reflect the changes in the capital stock derived from the resolution mentioned in item 1 above; **(ii)** in the Sole Paragraph of Article 1, adapting it to the new Regulation for Issuers Listing and Admission to Trading of Securities of BM&FBOVESPA; **(iii)** in the "caput" of Article 8, raising from 9 to 10 the maximum number of members in the Board of Directors, as a result of the expansion that the Bradesco Organization comes in all areas in which it operates, and including the Paragraph Two into the mentioned Article so as to allow flexibility in the form of participation of the members of the Board of Directors at meetings of that Body, consequently renumbering the subsequent Paragraphs; **(iv)** in the "caput" of Article 13, improving its wording; **(v)** in Article 20, by making the Fiscal Council become permanent; and **(vi)** in Article 21, which regulates the functioning of the Audit Committee, including the Paragraphs One and Two, so as to adapt the wording to the provisions of the Resolution #4,329, of April 25, 2014, of the National Monetary Council, providing the reappointment of up to 1/3 of the members of that Body to the maximum of other five consecutive annual terms, consequently renumbering the Sole Paragraph.

Upon the approval of the proposals, the aforementioned statutory dispositions will have the following wording after the approval by the Central Bank of Brazil:

"Article 6 - "caput" The capital stock is R\$43,100,000,000.00 (forty three billion and one hundred million reais), divided into 5,048,728,847 (five billion, forty eight million, seven hundred twenty-eight thousand, eight hundred forty seven) non-par, book-entry, registered shares, of which 2,524,364,555 (two billion, five hundred twenty-four million, three hundred sixty four thousand, five hundred fifty five) are common shares and 2,524,364,292 (two billion, five hundred twenty-four million, three hundred sixty four thousand, two hundred ninety two) are preferred shares.

Article 1 -Sole Paragraph -As the Company was accepted, on June 26, 2001, in the special listing segment referred to as Corporate Governance Level 1 of BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange (BM&FBOVESPA), the Company, its shareholders, managers and members of the Fiscal Council shall abide by Corporate Governance Level 1 Listing Regulation of BM&FBOVESPA (Level 1 Regulation). The Company, its managers and shareholders must also observe the provisions in the Regulation for Issuers Listing and Admission to Trading of Securities, including the rules regarding the withdrawal and exclusion of trading of securities admitted to trading in Organized Markets administered by BM&FBOVESPA.

Article 8 -“caput”The Board of Directors will be constituted by 6 (six) to 10 (ten) members elected by the General Shareholders’ Meeting, with a unified 1 (one) year term of office and they can be reelected. The members elected will choose, among themselves, in accordance with the provisions of Paragraph One of Article 7, 1 (one) Chairman and 1 (one) Vice-Chairman. Paragraph Two - Will be admitted the participation of any member, absent for justifiable reason, by means of teleconference or videoconference or by any other means of communication that can ensure the effectiveness of his/her participation, with his/her vote considered valid for all legal purposes.

**Special Shareholders' Meeting
Board of Directors' Proposals to increase the capital stock by means of
capitalization of free existing reserve and bonus stock to shareholders and partial
amendment to the Bylaws (items 1 and 2 of the Agenda)**

Article 13 - "caput" The Officers of the Executive Board shall manage and represent the Company, having powers to bind it in any acts and agreements of its interest. The Officers may condescend and waive rights and acquire, sell and encumber assets, observing the provisions of Paragraph Four of this Article and item "of Article 9 of the present Bylaws.

Article 20 - The Fiscal Council, whose operation will be permanent, will be constituted by 3 (three) to 5 (five) sitting members and an equal number of deputies.

Article 21 - The Company will have an Audit Committee constituted by 3 (three) to 5 (five) members, being 1 (one) designated Coordinator, nominated and dismissible by the Board of Directors, with a 1 (one) year term of office, extending up to the investiture of new members nominated. **Paragraph One** -The members of the Audit Committee may remain in the Body for a maximum of 5 terms and may only return to integrate it after, at least, three years from the end of the last reappointment allowed. **Paragraph Two** -Up to one-third of the members of the Audit Committee may be reappointed to the body to the maximum of other five consecutive annual terms.

Cidade de Deus, Osasco, SP, February 5, 2015

Board of Directors

Lázaro de Mello Brandão -Chairman

Luiz Carlos Trabuco Cappi -Vice Chairman

Antônio Bornia

Mário da Silveira Teixeira Júnior

João Aguiar Alvarez

Denise Aguiar Alvarez

Carlos Alberto Rodrigues Guilherme

Milton Matsumoto

José Alcides Munhoz

Further Information may be obtained as follows:

Attachment I- Information on the capital stock increase

Attachment II-Information on the legal and economic effects derived from the statutory change

Attachment III-Transcription of the consolidated proposed Bylaws

Annual Shareholders' Meeting

**Board of Directors' Proposal for the net income allocation of the fiscal year 2014
and ratification of the early distribution of interest on shareholders' equity and
dividends paid and to be paid (item 2 of the Agenda)**

Dear Shareholders,

Taking into account that Banco Bradesco S.A. obtained during the year ended on December 31, 2014 the net income of R\$15,088,818,165.46, the Board of Directors hereby submits, for examination and resolution, proposal for:

- a) allocation of net income of the year as follows: R\$754,440,908.27 to the "Profit Reserves – Legal Reserve" account; R\$9,279,797,280.09 to the "Profit Reserves – Statutory Reserve" account; and R\$5,054,579,977.10 for the payment of interest on shareholders' equity and dividends, of which R\$1,823,707,605.25 have already been paid, R\$2,600,300,000.00 will be paid on March 6, 2015 and R\$630,572,371.85, to be analyzed by the Board of Directors on February 9, 2015, also to be paid on March 6, 2015;
- b) ratification of the early distribution of interest on shareholders' equity and dividends paid and to be paid, mentioned above, taking into account that a new distribution of interest on shareholders' equity/dividends related to the year 2014 will not be proposed to the Shareholders' Meeting.

Cidade de Deus, Osasco, SP, February 5, 2015

Board of Directors

Lázaro de Mello Brandão -Chairman

Luiz Carlos Trabuco Cappi -Vice Chairman

Antônio Bornia

Mário da Silveira Teixeira Júnior

João Aguiar Alvarez

Denise Aguiar Alvarez

Carlos Alberto Rodrigues Guilherme

Milton Matsumoto

José Alcides Munhoz

More information may be found in Attachment IV -Information on the net income allocation of
the year

Annual Shareholders' Meeting

Parent Companies' proposal to set the number of members of the Board of Directors and to elect them (item 3 of the Agenda)

Dear Shareholders,

The parent companies of Banco Bradesco S.A., represented pursuant to their Bylaws, hereby submit, for examination and resolution, observing the provisions of the "caput" of Article 8 of the Company's Bylaws, proposal so that the Company's Board of Directors is comprised of, in the current fiscal year, 10 (ten) members, also proposing that the composition takes into consideration:

1. the reelection of the current members, Messrs: **Lázaro de Mello Brandão**, Brazilian, married, bank employee, Identity Card 1.110.377-2/SSP-SP, Individual Taxpayer's ID 004.637.528/72; Luiz Carlos Trabuco Cappi, Brazilian, widower, bank employee, Identity Card 5.284.352-X/SSP-SP, Individual Taxpayer's ID 250.319.028/68; Antônio Bornia, Brazilian, widower, bank employee, Identity Card 11.323.129-5/SSP-SP, Individual Taxpayer's ID 003.052.609/44; Mário da Silveira Teixeira Júnior, Brazilian, married, bank employee, Identity Card 3.076.007-0/SSP-SP, Individual Taxpayer's ID 113.119.598/15; João Aguiar Alvarez, Brazilian, married, agricultural engineer, Identity Card 6.239.718-7/SSP-SP, Individual Taxpayer's ID 029.533.938/11; Ms. Denise Aguiar Alvarez, Brazilian, amicably separated, educator, Identity Card 5.700.904-1/SSP-SP, Individual Taxpayer's ID 032.376.698/65; Messrs. Carlos Alberto Rodrigues Guilherme, Brazilian, married, bank employee, Identity Card 6.448.545-6/SSP-SP, Individual Taxpayer's ID 021.698.868/34; Milton Matsumoto, Brazilian, married, bank employee, Identity Card 29.516.917-5/SSP-SP, Individual Taxpayer's ID 081.225.550/04; and José Alcides Munhoz, Brazilian, married, bank employee, Identity Card 50.172.182-4/SSP-SP, Individual Taxpayer's ID 064.350.330/72, all of them domiciled in Núcleo Cidade de Deus, Vila Yara, Osasco, São Paulo, CEP 06029-900; and
2. the election of Mr. **Aurélio Conrado Boni**, Brazilian, married, bank employee, Identity Card 4.661.428-X/SSP-SP, Individual Taxpayer's ID 191.617.008/00, domiciled in Núcleo Cidade de Deus, Vila Yara, Osasco, São Paulo, CEP 06029-900.

Given the above, they inform that all the appointed members: 1) will have their names submitted to the approval of the Brazilian Central Bank; 2) will have a 1 (one) year term of office, extending up to the investiture of new Board Members to be elected in the 2016 Annual Shareholders' Meeting; 3) declared, under the legal penalties, that they are not prevented from performing the management of a commercial company due to criminal conviction.

Cidade de Deus, Osasco, SP, February 5, 2015.

Cidade de Deus - Companhia Comercial de Participações

Fundação Bradesco

Lázaro de Mello Brandão

Chief Executive Officer

NCF Participações S.A.

Lázaro de Mello Brandão

Chief Executive Officer

Carlos Alberto Rodrigues Guilherme

Officer

More information on the candidates mentioned above may be found in Attachment V -Résumés of the members appointed by the parent companies to compose the Board of Directors.

Annual Shareholders' Meeting

Parent Companies' proposal to elect the Fiscal Council's members (item 4 of the Agenda)

Dear Shareholders,

The parent companies of Banco Bradesco S.A., represented pursuant to their Bylaws, hereby submits, for examination and resolution, proposal **to elect the Fiscal Council's members.**

Pursuant to Article 2 of the Statute of the Fiscal Council and to Article 20 of the Company's Bylaws, the Fiscal Council shall be comprised of 3 (three) to 5 (five) sitting members and an equal number of deputy members, shareholders or not, all with terms valid until the first Annual Shareholders' Meeting to be held after their election.

Pursuant to letter "b" of Paragraph 4 of Article 161 of Law #6,404/76, the shareholders entitled to voting right may elect the majority of the Fiscal Council's members and their respective deputies.

Thus, according to the aforementioned legal provision, the parent companies hereby appoint to compose the Body:

a) as sitting members, Messrs. **João Carlos de Oliveira**, Brazilian, married, business consultant, Identity Card 50.785.140-7/SSP-SP, Individual Taxpayer's ID 171.602.609/10,

domiciled on Avenida Doutor Martin Luther King, 980, apartamento 71, Edifício Lorian, Jardim Umuarama, Osasco, SP, CEP 06030-003; **Domingos Aparecido Maia**, Brazilian, married, accountant, Identity Card 7.220.493-X/SSP-SP, Individual Taxpayer's ID 714.810.018/68, domiciled on Avenida Eptácio Pessoa, 2.300, apartamento 803, Bloco 2, Ipanema, Rio de Janeiro, RJ, CEP 22411-072; and **José Maria Soares Nunes**, Brazilian, divorced, accountant, Identity Card 10.729.603-2/SSP-SP, Individual Taxpayer's ID 001.666.878/20; domiciled on Avenida Marcos Penteado de Ulhôa Rodrigues, 4.000, apartamento 72B, Tamboré, Santana de Parnaíba, SP, CEP 06543-001; and

b) as deputies of the members above mentioned, respectively, Messrs. **Renaud Roberto Teixeira**, Brazilian, married, entrepreneur, Identity Card 3.022.895/SSP-SP, Individual Taxpayer's ID 057.180.078/53, domiciled on Rua Pascal, 260, apartamento 81, Condomínio Domaine Beauchamps, Campo Belo, São Paulo, SP, CEP 04616-001; **Jorge Tadeu Pinto de Figueiredo**, Brazilian, married, lawyer, Identity Card 5.546.755-6/SSP-SP, Individual Taxpayer's ID 399.738.328/68, domiciled on Alameda Sibipiruna, 121, Edifício Catharina, apartamento 171, Condomínio Condessa de São Francisco, Jardim Lorian, Adalgisa, Osasco, SP, CEP 06030-302; and **Nilson Pinhal**, Brazilian, married, business administrator, Identity Card 4.566.669/SSP-SP, Individual Taxpayer's ID 221.317.958/15, domiciled on Avenida Doutor Martin Luther King, 1.999, apartamento 52, Edifício Lorys, Jardim Umuarama, Osasco, SP, CEP 06030-016.

Annual Shareholders' Meeting

**Parent Companies' proposal to elect the Fiscal Council's members (item 4 of the
Agenda)**

Additionally, the parent companies clarify that their candidates comply with the conditions set forth in Article 162 of Law #6,404/76 and that they declare, under legal penalties, that they are not prevented from performing the management of a commercial company due to criminal conviction. When they are elected, they will take office after their names are approved by the Central Bank of Brazil.

Cidade de Deus, Osasco, SP, February 5, 2015.

Cidade de Deus - Companhia Comercial de Participações

Fundação Bradesco

Lázaro de Mello Brandão

Chief Executive Officer

NCF Participações S.A.

Lázaro de Mello Brandão

Carlos Alberto Rodrigues Guilherme

Chief Executive Officer

Officer

More information on the candidates mentioned above may be found in Attachment VI -
Résumés of the members appointed by the parent companies to compose the Fiscal Council



Annual Shareholders' Meeting

Appointment of candidates to compose the Fiscal Council formalized by preferred shareholder (item 4 of the Agenda)

Dear Shareholders,

Mr. Roberto Kaminitz, **holder of preferred shares issued by the Company**, presented to Bradesco the names and qualifications of his candidates, as follows:

Sitting Member: Nelson Lopes de Oliveira, Brazilian, married, entrepreneur, Identity Card 3.962.261/SSP-SP, Individual Taxpayer's ID 036.974.608/20, domiciled on Rua Ferreira de Araújo, 221, conjunto 112, Pinheiros, São Paulo, SP, CEP 05428-000; **Deputy Member: João Batistela Biazon**, Brazilian, married, entrepreneur, Identity Card 549.241/SSP-PR, Individual Taxpayer's ID 003.505.919/20, domiciled on Rua Pequetita, 145, 6^o andar, conjunto 61, Vila Olímpia, São Paulo, SP, CEP 04552-060.

More information may be found in Attachment VI -Résumés of the members appointed by the preferred shareholder to compose the Fiscal Council.

We suggest the shareholder holding preferred shares that eventually already has the intention of constituting attorney-in-fact to represent him/her in the Annual Shareholders' Meeting, aiming at exercising his/her right to vote in the election of members to compose the Fiscal Council appointed by preferred shareholders use the power of attorney sample for shareholders

holding preferred shares - Attachment IX.

Annual Shareholders' Meeting

Appointment of candidates to compose the Fiscal Council formalized by non controlling common shareholder (item 4 of the Agenda)

Dear Shareholders,

Mr. Henrique Borenstein, **holder of common shares issued by the Company**, presented to Bradesco the names and qualifications of his candidates, as follows:

Sitting Member: Luiz Carlos de Freitas, Brazilian, married, accountant, Identity Card 7.580.603/SSP-SP, Individual Taxpayer's ID 659.575.638-20, domiciled on Avenida Miguel Frias e Vasconcelos, 1200 ap. 25N, Jaguaré, São Paulo, SP, CEP 05345-000; **Deputy Member: Oswaldo de Moura Silveira**, Brazilian, married, investor, Identity Card 2.849.591/SSP-SP, Individual Taxpayer's ID 039.735.148/87, domiciled on Rua Dr. Manoel de Paiva Ramos, 138, apartamento 82 F, Vila São Francisco, São Paulo, SP, CEP 05351-015.

More information may be found in Attachment VI - Résumés of the members appointed by the non controlling common shareholder to compose the Fiscal Council

We suggest the non controlling common shareholder that eventually already has the intention of constituting attorney-in-fact to represent him/her in the Annual Shareholders' Meeting, aiming at exercising his/her right to vote in the election of members to compose the Fiscal

Council appointed by the shareholder Henrique Borestein use the power of attorney sample - Attachment VIII.

Annual Shareholders' Meeting

**Board of Directors' proposals for the Compensation and Social Security Amount
of the Management and Compensation for the Fiscal Council's Sitting Members
(item 5 of the Agenda)**

Dear Shareholders,

The Company's Board of Directors hereby submits, for examination and resolution, proposals for the compensation and social security amount, for the year 2015, as follows:

1) **Management:** compensation (fixed compensation and eventual variable compensation), in the amount of up to R\$250,000,000.00; and the annual amount of up to R\$250,000,000.00 to support the Management's Pension Plan.

By timely, it clarifies that:

- the amounts now proposed are the same as those approved in the Annual Shareholders' Meeting of the previous year (2014) and are consistent with the Managers' experience and knowledge they have on the Company's business, especially because the majority has made career in the Bradesco Organization itself;

- the Remuneration Committee will continue to assess, permanently, the corporate performance, the fulfillment of objectives and the business sustainability, with a view to verifying if results justify the distributions of compensation amounts up to the limit proposed;
- pursuant to letter “r” of Article 9 of the Bylaws, it will be responsibility of the Board of Directors to resolve for the distribution of the annual global compensation and the social security amounts to its own members and to the members of the Board of Executive Officers.

2) **Sitting Members of the Fiscal Council**, compensation of R\$12,000.00 per month to each Sitting Member.

Additionally, it clarifies that:

- a) the amount proposed complies with the provisions of Paragraph Three of Article 162 of Law #6,404, of December 15, 1976, which sets forth that the compensation of the Fiscal Council’s members, determined by the Shareholders’ Meeting in which they are elected, cannot be lower, for each member in office, to 10% (ten percent) of the monthly compensation that, on average, is attributed to each Officer, as fixed compensation, without the payment of benefits, expense account and participation in the Company’s profit sharing, or any other denomination;

Annual Shareholders' Meeting

**Board of Directors' proposals for the Compensation and Social Security Amount
of the Management and Compensation for the Fiscal Council's Sitting Members
(item 5 of the Agenda)**

b) the Deputy Members are remunerated only when they replace the Sitting Members, in the cases of vacancy, absence or temporary impediments.

CidadedeDeus,Osasco,SP, February 5, 2015

Board of Directors

Lázaro de Mello Brandão -Chairman

Luiz Carlos Trabuco Cappi -Vice Chairman

Antônio Bornia

Mário da Silveira Teixeira Júnior

João Aguiar Alvarez

Denise Aguiar Alvarez

Carlos Alberto Rodrigues Guilherme

Milton Matsumoto

José Alcides Munhoz

More information may be found in Attachment VII –Information on the Management Compensation and Fiscal Council’s sitting members compensation.

Complementary Information

Attachment I

Information on the capital stock increase by means of bonus stock, according to the terms of Attachment 14 required by Article 14 of CVM Instruction #481, of December 17, 2009

1. Inform the amount of the increase and the new capital stock

Increase of R\$5,000,000,000.00, raising the capital stock from R\$38,100,000,000.00 to R\$43,100,000,000.00.

2. Inform whether the capital stock increase will be made by means of: (a) conversion of debentures into shares; (b) exercise of subscription rights or subscription warrants; (c) capitalization of profits or reserves; or (d) subscription of new shares

Increase by means of capitalization of part of the balance of the "Profit Reserves – Statutory Reserve" account, pursuant to the provisions of Article 169 of Law # 6,404/76, with bonus shares.

3. Explain, in detail, the reasons for the increase and its legal and economic consequences

To improve the liquidity of the shares in the market, taking into account that a higher quantity of outstanding shares may potentially improve business; and to allow an adjustment to share prices, making them more attractive and accessible to a greater number of investors. The operation shall **have legal consequences**, solely by virtue of the assignment of ownership of 2 new shares for each 10 shares of same class previously held, getting preserved the

shareholding proportion of all shareholders, without distinction, since it preserves the proportional shareholding position of all shareholders, without distinction, **and economic effects** arising from the increment of 10% in the amount of interest on shareholders' equity paid monthly, benefiting proportionally all shareholders.

4. Provide a copy of the Fiscal Council Opinion, if applicable

Full transcription of the Fiscal Council Opinion registered in that Body's Special Meeting, held on February 5, 2015, "**Fiscal Council Opinion - Banco Bradesco S.A.** -The undersigned, members of the Fiscal Council of Banco Bradesco S.A., according to the provisions in Item III of Article 163 of Law #6,404/76, proceeding with the examination of the Board of Directors' Proposals to increase the capital stock by capitalization of reserves with 20% bonus shares, with the consequent amendment to the "caput of Article 6 of the Bylaws, registered in the Special Meeting #2,326, of that Body, held on this date, suggest the approval by the Company's shareholders at the Special Shareholders' Meeting to be held on March 10, 2015, at 4 p.m.".

Cidade de Deus, Osasco, SP, February 5, 2015. Fiscal Council Members João Carlos de Oliveira, Nelson Lopes de Oliveira, José Maria Soares Nunes, Domingos Aparecido Maia and Luiz Carlos de Freitas."

5. In the event of capital increase by means of subscription of shares

The capital stock increase will not occur by means of subscription of shares, but through capitalization of profit reserves.

6. In the event there is a capital stock increase by means of capitalization of profits or reserves

a. Inform whether the face value of shares will be changed, if applicable, or whether new shares will be distributed among shareholders

Complementary Information

Attachment I

Information on the capital stock increase by means of bonus stock, according to the terms of Attachment 14 required by Article 14 of CVM Instruction #481, of December 17, 2009

The Company's shares, pursuant to statutory provision, have no par value, including the ones resulting from the capital stock increase proposed. The 841,454,808 new shares to be issued will be allocated at no cost to shareholders, as bonus, at the ratio of 2 new shares to each 10 shares of the same type they hold on the record date.

b. Inform whether the capitalization of profits or reserves will take place with or without change to the number of shares in the companies with shares with no par value

The capitalization proposed will increase the number of shares issued by the Company as follows:

Number of Shares	Current	Proposed
Common Shares	2,103,637,129	2,524,364,555
Preferred Shares	2,103,636,910	2,524,364,292
Total	4,207,274,039	5,048,728,847

c. In the event of distribution of new shares

i. Inform the number of issued shares of each type and class

Number of Shares Issued by Class

CommonShares	420,727,426
PreferredShares	420,727,382
Total	841,454,808

ii. Inform the percentage in shares to be received by shareholders

All the shareholders will receive, as a bonus, 20% of his/her shareholding position in shares

iii. Describe the rights, benefits and restrictions attributed to the shares to be issued

Type	Rights	Benefits	Restrictions
Common Shares	<ul style="list-style-type: none"> voting right; in the case of a public offering resulting from a possible sale of the Company's control, the common shares not part of the controlling block will be entitled to receiving 100% (one hundred percent) of the price paid per common share held by the controlling shareholders. priority for Capital Stock repayment in the event of Company's winding-up; 	<ul style="list-style-type: none"> entitled to dividends and/or interest on shareholders' equity that might be declared as of the date of their inclusion in the shareholders' position. Entitled to receive, fully, any benefits attributed to the other shares as of the aforementioned date. as above. 	<ul style="list-style-type: none"> conversion of common shares into preferred shares is not allowed; has no voting right, except in cases provided by law; conversion of preferred shares into common shares not allowed.
Preferred Shares	<ul style="list-style-type: none"> dividends 10% (ten percent) higher than those attributed to 		

common shares;

- inclusion in a public offering

resulting from a possible sale of

Complementary Information

Attachment I

Information on the capital stock increase by means of bonus stock, according to the terms of Attachment 14 required by Article 14 of CVM Instruction #481, of December 17, 2009

the Company's control, entitling
their holders to receive price
equal
to 80% (eighty percent) of the
price paid per common share
that
is part of the controlling block.

iv. Inform the acquisition cost, in Brazilian reais per share, to be attributed so that shareholders may comply with Article 10 of Law # 9,249, of December 26, 1995

The cost attributed to the bonus shares is R\$5.942089762 per share, regardless of the class.

v. Inform the treatment given to fractions, if applicable

The bonus share will always occur in whole numbers. The remaining shares resulting from fractions of shares will be separated, grouped into whole numbers and sold at an Auction to be held at BM&FBOVESPA S.A. -Bolsa de Valores, Mercadorias e Futuros (Securities, Commodities and Futures Exchange), whose date will be determined after the process is duly approved by the Central Bank of Brazil, after which the respective amounts will remain available to shareholders entitled thereto.

d. Inform the period set forth in Paragraph 3 of Article 169 of Law # 6,404, as of 1976

Before the auction specified in item 6.c.v, the Company will establish a time limit of not less to 30 (thirty) days, during which the shareholders may transfer the fractions of shares.

7. In the event of an increase of capital by conversion of debentures or other debt securities into shares or exercise of subscription bonus

It does not apply.

8. The provisions in items 1 to 7 of this Attachment shall not apply to capital increases arising from option plan, in which case the issuer must inform: "... "

It does not apply.

Attachment II

Information on the legal and economic effects derived from the statutory change, according to the terms of Article 11 of CVM Instruction #481, of December 17, 2009

In relation to the amendment of the "caput" of Article 6 of the Bylaws, due to the capital stock increase by means of capitalization of free existing reserves and issuance of shares to be allotted free of charge to shareholders, as bonus stock, at the ration of 2 new shares for each 10 shares of the same class they hold on the record date, Bradesco Management predicts that the mentioned statutory amendment will produce:

- **legal consequences** solely by virtue of the assignment of ownership of 2 new shares for each 10 shares of same class previously held, getting preserved the shareholding proportion of all shareholders, without distinction; and
- **economic effects**, deriving from the 10% increment in the total amount of interest on shareholders' equity paid monthly, benefiting proportionally all shareholders.

Regarding the other statutory amendments proposed, Bradesco Management **sees no legal or economic effects**, since:

- **Sole Paragraph of Article 1:** aims at adapting it to the Regulation for Issuers Listing and Admission to Trading of Securities of BM&FBOVESPA;
- **"caput" of Article 8:** the inclusion of a new member to integrate the Board of Directors will not result in an increase in the annual global amount compensation for the Management, since the amount to be perceived by the new member fits within the margin adopted by the Company to support any administrative changes that were necessary in the course of the fiscal year;
- **Paragraph Two of Article 8:** deals with the quorums of installation and resolution of the Board of Directors' meetings and derive from the need to allow flexibility in the form of participation of its members in the meetings of that Body;

- **“caput of Article 13:** derives from the improvement of its wording;
- **Article 20:** transforms the Fiscal Council in permanent body in order to meet the good corporate governance practices; and
- **Article 21:** regulates the functioning of the Audit Committee, adapting it to the provisions of Resolution # 4,329, of April 25, 2014, of the National Monetary Council, which provides the reappointment of up to 1/3 of the members of that Body to the maximum of other five consecutive annual terms.

Complementary Information

Attachment III

Transcription of the Bylaws with the amendments to be submitted to the shareholders' resolution in the Special Shareholders' Meeting

Bylaws

Current Wording

Section I - Organization, Duration and Headquarters

Article 1) Banco Bradesco S.A. is a publicly-held company, hereinafter referred to as the Company, and will be governed by the present Bylaws.

Sole Paragraph - As the Company was accepted, on 6.26.2001, in the special listing segment referred to as Corporate Governance Level 1 of BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange (BM&FBOVESPA), the Company, its Shareholders, Management and members of the Fiscal Council, if instated, shall abide by Corporate Governance Level 1 Listing Regulation of BM&FBOVESPA (Level 1 Regulation).

Article 2) The Company's term of duration is undetermined.

Proposed Wording

No amendments.

No amendments.

Sole Paragraph -As the Company was accepted, on June 26, 2001, in the special listing segment referred to as Corporate Governance Level 1 of BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange (BM&FBOVESPA), the Company, its Shareholders, managers and members of the Fiscal Council shall abide by Corporate Governance Level 1 Listing Regulation of BM&FBOVESPA (Level 1 Regulation). **The Company, its managers and shareholders must also observe the provisions in the Regulation for Issuers Listing and Admission to Trading of Securities, including the rules regarding the withdrawal and exclusion of trading of securities admitted to trading in Organized Markets administered by BM&FBOVESPA.**

No amendments.

No amendments.

Article 3) The Company's headquarter and jurisdiction are located in the administrative center called "Cidade de Deus" in Vila Yara, city and judicial district of Osasco, State of São Paulo.

Article 4) The Company may settle or close Branches in the country, at the discretion of the Board of Executive Officers, and abroad, upon the additional approval of the Board of Directors, hereinafter referred to as the Board.

Section II - Corporate Purpose

Article 5) The Company's corporate purpose is to perform general banking activities, including foreign exchange transactions.

Section III - Capital Stock

Article 6) The capital stock is R\$38,100,000,000.00 (thirty eight billion one hundred million reais), divided into 4,207,274,039 (four billion, two hundred and seven million, two hundred seventy four thousand, thirty nine) non-par, book-entry, registered shares, of which 2,103,637,129 (two billion, one hundred and three million, six hundred thirty seven thousand, one hundred twenty-nine) are common shares and 2,103,636,910 (two billion, one hundred and three million, six hundred thirty six thousand, nine hundred and ten) are preferred shares.

No amendments.

No amendments.

No amendments.

No amendments.

Article 6) The capital stock is R\$43,100,000,000.00 (forty three billion and one hundred million reais), divided into **5,048,728,847 (five billion, forty eight million, seven hundred twenty-eight thousand, eight hundred forty seven)** non-par, book-entry, registered shares, of which **2,524,364,555 (two billion, five hundred twenty-four million, three hundred sixty four thousand, five hundred fifty five)** are common shares and **2,524,364,292 (two billion, five hundred twenty-four million, three hundred sixty four thousand, two hundred ninety two)** are preferred shares.

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

Paragraph One - Common shares will provide **No amendments.**
to its holders the rights and privileges provided
by law. In the case of a public offering, following
an eventual sale of the Company's control,
common share that is not part of the controlling
capital will have the right to receive 100% (one
hundred per cent) of the price paid per common
share held by the controllers.

Paragraph Two - Preferred shares will have no **No amendments.**
voting rights, but will entitle their holders to the
following rights and privileges:

a) priority in Capital Stock reimbursement, in the **No amendments.**
event of the Company's liquidation;

b) dividends 10% (ten per cent) higher than **No amendments.**
those attributed to common shares;

c) inclusion in an eventual public offering **No amendments.**
resulting from the sale of the Company's
control, entitling their holders to receive a price
equal to 80% (eighty per cent) of the price paid
per common share that is part of the controlling
capital.

Paragraph Three - In the event of a capital **No amendments.**
increase, at least 50% (fifty per cent) of the
capital will be paid at the time of subscription
and the remaining amount will be paid through a
Board of Executive Officers' call, as per legal
precepts.

Paragraph Four - The Company's capital share **No amendments.**
is constituted of book-entry shares only, which
will be kept into deposit accounts in the
Company, issued in favor of their holders,
without issuance of certificates. The service cost
of transfer of ownership of the said shares may
be charged from the shareholders.

Paragraph Five - The following actions will not **No amendments.**
be permitted:

a) conversion of common shares into preferred
shares and vice versa;

b) issue of participation certificates.

Paragraph Six - The Company may, upon the **No amendments.**
authorization of the Board of Directors, acquire
shares issued by the Company itself, for

cancellation or temporary maintenance in treasury, and posterior sale.

Section IV - Management

Article 7) The Company will be managed by a Board of Directors and a Board of Executive Officers

No amendments.

No amendments.

Paragraph One - The positions of Chairman of the Board of Directors and Chief Executive Officer cannot be cumulated by the same person, except for the assumptions of vacancy which shall be purpose of specific disclosure to the market and to which measures shall be taken to fill in respective positions within 180 (one hundred and eighty) days.

No amendments.

Paragraph Two - The investiture of members of the Board of Directors and Board of Executive Officers shall be subject to the previous signature of the Management

No amendments.

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

Statement of Consent, pursuant to Level 1 Regulation, as well as the compliance with applicable legal requirements.

Paragraph Three - The term of office of the members of the Board of Directors and of the Board of Executive Officers will be of 1 (one) year and will extend until the investiture of new elected Administrators. **No amendments.**

Section V - Board of Directors

Article 8) The Board of Directors will be constituted by 6 (six) to 9 (nine) members elected by the General Shareholders' Meeting, with a unified 1 (one) year term of office and they can be reelected. The members elected will choose, among themselves, in accordance with the provisions of Paragraph One of Article 7, 1 (one) Chairman and 1 (one) Vice-Chairman.

Paragraph One - The Board's decisions will only be valid if supported by the absolute majority of the effective members, including the Chairman, who will have the casting vote, in the event of a tie.

Included

Renumbered

No amendments.

Article 8) The Board of Directors will be constituted by 6 (six) to **10 (ten)** members elected by the General Shareholders' Meeting, with a unified 1 (one) year term of office and they can be reelected. The members elected will choose, among themselves, in accordance with the provisions of Paragraph One of Article 7, 1 (one) Chairman and 1 (one) Vice-Chairman.

No amendments.

Paragraph Two - Will be admitted the participation of any member, absent for justifiable reason, by means of teleconference or videoconference or by any other means of communication that can ensure the effectiveness of his/her participation, with his/her vote considered valid for all legal purposes.

Paragraph Three - In the event the position of the Chairman of the Board being vacant or the Chairman being absent or temporarily unavailable, the Vice-Chairman will take over. In the absence or temporary unavailability of the Vice-Chairman, the Chairman will appoint a substitute among other Board members. In the event of a vacancy of the Vice-Chairman's position, the Board will appoint a substitute, who will serve

for the time remaining to complete the term of office of the replaced member.
Paragraph Four - In the event of temporary or permanent leave of any other Board member, the remaining members may appoint a substitute, to serve on a temporary or permanent basis, with due regard to the precepts of law and of these Bylaws.

No amendments.

No amendments.

No amendments.

No amendments.

No amendments.

Renumbered

Article 9) In addition to the duties set forth by law and by the present Bylaws, the Board's responsibilities and duties include the following:

a) to ensure that the Board of Executive Officers is always rigorously capable to perform its duties;

b) to make sure that the corporate business is being conducted with probity, in order to preserve the Company's credibility;

c) to maintain management continuity, whenever possible, which is highly recommended for the stability, prosperity and security of the Company;

d) to establish the general guidelines of the Company's business, as well as to deliberate upon the constitution and performance of Operational Portfolios;

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

- e) to authorize, in cases of operations with companies not composing the Bradesco Organization, the acquisition, the disposal and encumbrance of assets composing the Permanent Assets and non- permanent equity interest of the Company and its direct and indirect subsidiaries, when referring to amount higher than 1% (one per cent) of their respective Shareholders' Equity; **No amendments.**
- f) to decide on trades involving shares issued by the Company, in accordance with Paragraph Six of Article 6; **No amendments.**
- g) to authorize the granting of any kind of donation, contribution or aid, regardless of the beneficiary; **No amendments.**
- h) to approve the payment of dividends and/or interest on own capital proposed by the Board of Executive Officers; **No amendments.**
- i) to submit to Shareholders' Meetings appreciation proposals aiming at increasing or reducing the capital share, share grouping, bonuses or splits, merger, incorporation or spin-off transactions and reforms in the Company's Bylaws; **No amendments.**
- j) to deliberate upon associations, involving the Company or its Subsidiaries, including participation in shareholders' agreements; **No amendments.**
- k) to approve the monetary investment of resources resulting from fiscal incentives; **No amendments.**
- l) to examine and deliberate upon budgets and financial statements submitted by the Board of Executive Officers; **No amendments.**
- m) to assume decision-making powers on specific matters of the Company's interest and to deliberate upon defaulting cases; **No amendments.**
- n) limited to the total annual amount approved by the Shareholders' Meeting, to distribute the compensation and social security amounts of the Managers; **No amendments.**
- o) to authorize, whenever necessary, the representation of the Company by a member of the Board of Executive Officers individually or by **No amendments.**

an attorney, in which case a respective mandate will indicate what actions may be practiced;

p) to establish the remuneration of the Audit Committee members and of the Ombudsman;

No amendments.

q) to approve the Corporate Report on Internal Controls Conformity and determine the adoption of strategies, policies and measures focused on the diffusion of a controlling and risk mitigation culture.

No amendments.

Sole Paragraph - The Board of Directors may assign special duties to the Board of Executive Officers and to any of its members, as well as establish committees to deal with specific matters.

No amendments.

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

Article 10) The Chairman of the Board shall ***No amendments.***
preside the meetings of this Body, as well as the
Shareholders' Meetings, being entitled to
appoint any other member of the Board of
Directors to proceed so.

Sole Paragraph - The Chairman of the Board ***No amendments.***
may call the Board of Executive Officers and
participate, together with other board members,
in any of its meetings.

Article 11) The Board will quarterly meet and, ***No amendments.***
whenever necessary, in special sessions
convened by the Chairman, or by half of
effective Board members. Minutes will be drawn
up for every meeting.

Section VI - Board of Executive Officers ***No amendments.***
No amendments.

Article 12) The Company's Board of Executive
Officers, elected by the Board of Directors, with
a 1 (one) year term of office, will be constituted
by 56 (fifty-six) to 108 (one hundred and eight)
members, distributed in the following position
categories: - Executive Officers: from 15 (fifteen)
to 33 (thirty-three) members, being 1 (one)
Chief Executive Officer, from 5 (five) to 10 (ten)
Executive Vice-Presidents; from 6 (six) to 15
(fifteen) Managing Officers; and from 3 (three)
to 7 (seven) Deputy Officers -Department
Officers: from 27 (twenty-seven) to 47
(forty-seven) members; - Officers: from 7
(seven) to 12 (twelve) members; and Regional
Officers: from 7 (seven) to 16 (sixteen)
members.

Paragraph One - At every election, the Board ***No amendments.***
of Directors will establish the number of
positions to be filled, and designate, by
appointing among the Executive Officers that it
elects, those who will occupy the positions of
Chief Executive Officer, Executive Vice-
Presidents, Managing Officers and Deputy
Officers, following the dispositions of Paragraph
One of Article 7, and the requirements of Articles
17, 18 and 19 of the present Corporate Bylaws.

No amendments.

Paragraph Two –The requirements provided for in Items II of Articles 18 and 19, related to Executive Officers, Department Officers, Officers and Regional Officers, respectively, may be exceptionally waived by the Board of Directors up to the limit of ¼ (one fourth) of each of these position categories, except in relation to the Officers appointed to the positions of Chief Executive Officer and Executive Vice President.

Article 13) The Officers of the Executive Board shall manage and represent the Company, having powers to bind it in any acts and agreements of its interest. The Offices may condescend and waive rights and acquire, sell and subject to an onus assets, with due regard to the provisions stated in item “æf Article 9 of the present Bylaws.

Paragraph One - With due reservation to the exceptions expressly set forth herein, the Company will only be bound by the joint signatures of at least 2 (two) Officers, one of whom will be the Chief Executive Officer or Executive Vice-President.

Article 13) The Officers shall manage and represent the Company, having powers to bind it in any acts and agreements of its interest. The Officers may condescend and waive rights and acquire, sell and encumber assets, and observing the provisions of Paragraph Four of this Article and item “æf Article

9 of the present Bylaws.

No amendments.

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

Paragraph Two - The Company may also be represented by at least 1 (one) Officer and 1 (one) attorney, or by at least 2 (two) especially constituted attorneys, jointly, in which case the respective power of attorney will establish their powers, the acts they may practice and its duration. **No amendments.**

Paragraph Three - The Company may be also severally represented by any member of the Board of Executive Officers or by attorney with specific powers, in the following cases: **No amendments.**

a) powers of attorney with "ad judicium" clause, assumption in which the power of attorney may have an indeterminate duration and may be empowered; **No amendments.**

b) receive judicial or extrajudicial summons or services of process; **No amendments.**

c) participation in biddings; **No amendments.**

d) representation in General Meetings of Shareholders or Quotaholders of companies or investment funds in which the Company holds interest, as well as of entities in which it is partner or affiliated company; **No amendments.**

e) representation in public agencies and authorities, provided that this does not imply the assumption of responsibilities and/or liabilities by the Company; **No amendments.**

f) in "legateterminies". **No amendments.**

Paragraph Four - Department Officers, Officers and Regional Officers are prohibited from practicing acts that imply the sale and encumbrance of assets and rights of the Company. **No amendments.**

Article 14) In addition to the regular duties conferred upon them by the law and by the present Bylaws, each member of the Board of Executive Officers will have the following responsibilities: **No amendments.**

a) the Chief Executive Officer shall preside the meetings of the Board of Executive Officers, supervise and coordinate the actions of its members; **No amendments.**

- b) Executive Vice Presidents shall collaborate with the Chief Executive Officer in the performance of his duties; **No amendments.**
- c) Managing Officers shall perform the duties assigned to them; **No amendments.**
- d) Deputy Officers shall perform the duties assigned to them by the Executive Vice-Presidents and Managing Officers; **No amendments.**
- e) Department Officers shall conduct the activities of the Departments they work for and assist other members of the Board of Executive Officers; **No amendments.**
- f) Officers shall perform the duties assigned to them and assist the other members of the Board of Executive Officers; **No amendments.**

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

g) Regional Officers shall guide and supervise the Service Branches under their jurisdiction and perform the duties assigned to them. **No amendments.**

Article 15) The Executive Officers will hold general meetings on a weekly basis, and special meetings whenever necessary. The decisions taken will only be valid when more than half of the effective members attend the respective meeting. The presence of the Chief Executive Officers or his substitute, who will have the casting vote in the case of a tie, is obligatory. The special meetings will be held whenever called by the Chairman of the Board, the Chief Executive Officer, or further, by half of other Executive Officers. **No amendments.**

Article 16) In the event of vacancy, absence or temporary unavailability of any Officer, including the Chief Executive Officer, it will be responsibility of the Board of Directors to appoint his substitute. **No amendments.**

Article 17) To occupy the position of Officer, the Officer must dedicate himself full time to the service of the Company. The holding of the position of Officer of this Company concurrently with other positions or professional activities is incompatible, except when of the Company's interest, and at the discretion of the Board of Directors. **No amendments.**

Article 18) To hold the position of Executive Officer, the candidate must also satisfy, cumulatively, the following requirements on the election date: **No amendments.**

I. be under 62 (sixty-two) years old; **No amendments.**

II. belong to the staff of employees or managers of the Company or of its subsidiaries for more than 10 (ten) years, with no interruptions. **No amendments.**

Sole Paragraph - The age limit provided for in item "I" of this Article shall not apply to the Executive Officers of the Company in office on the date of March 8, 2013, to whom it is still prevailing the age limit of less than 65 (sixty-five) years on the date of the election. **No amendments.**

Article 19) To hold the position of Department Officer, of Officer and of Regional Officer, the candidate must, on the date of the election, satisfy, cumulatively, the following requirements:

No amendments.

I. be under 60 (sixty) years old;

No amendments.

II. be an employee or officer of the Company or of its subsidiaries.

No amendments.

Sole Paragraph - The age limit provided for in item "I" of this Article shall not apply to Department Officers of the Company in office on the date of March 8, 2013, to whom it is still prevailing the age limit of less than 62 (sixty-two) years old on the date of the election.

No amendments.

Section VII - Fiscal Council

Article 20) The Fiscal Council, **a non-permanent body**, will be constituted by 3 (three) to 5 (five) effective members, **when installed**, and an equal number of substitutes.

No amendments.

Article 20) The Fiscal Council, **whose operation will be permanent**, will be constituted by 3 (three) to 5 (five) effective members and an equal number of substitutes.

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

**Section VIII - Audit
Committee**

No amendments.

Article 21) The Company will have an Audit Committee constituted by 3 (three) to 5 (five) members, being 1 (one) Coordinator and from 2 (two) to 4 (four) members, to be nominated and dismissed by the Board of Directors, with a 1 (one) year term of office, extending up to the investiture of new members nominated.

Article 21) The Company will have an Audit Committee constituted by 3 (three) to 5 (five) members, being 1 (one) **designated** Coordinator, nominated and **dismissible** by the Board of Directors, with a 1 (one) year term of office, extending up to the investiture of new members nominated.

Paragraph One -The members of the Audit Committee may remain in the Body for a maximum of 5 terms and may only return to integrate it after, at least, three years from the end of the last reappointment allowed.

Paragraph Two -Up to one-third of the members of the Audit Committee may be reappointed to the body to the maximum of other five consecutive annual terms.

Paragraph Three - In addition to those provided for by law or regulations, these are also attributions of the Audit Committee:

No amendments.

No amendments.

No amendments.

No amendments.

Included

Included

Sole Paragraph - In addition to those provided for by law or regulations, these are also attributions of the Audit Committee:

- a) to recommend to the Board of Directors the company to be hired for rendering independent auditing services, its respective remuneration, as well as, its replacement;
- b) to review financial statements including foot notes, management reports and independent auditors' report, prior to their disclosure to the market;
- c) to evaluate the effectiveness of both internal and independent audits regarding the fulfillment of legal and regulatory requirements applicable to the Company, in addition to internal regulations and codes;
- d) to evaluate the fulfillment, by the Company's Board of Executive Officers, of recommendations made by either internal or independent auditors, as well as to recommend to the Board of Directors the resolution of

eventual conflicts between external auditors and the Board of Executive Officers;

e) to establish and announce the procedures for the acceptance and treatment of information related to the noncompliance with legal and regulatory requirements applicable to the Company, in addition to regulations and internal codes, including the recommendation of procedures to protect the provider and the confidentiality of the information;

No amendments.

f) to recommend to the Board of Executive Officers correction or improvement in policies, practices and procedures included in its attributions;

No amendments.

g) to hold meetings, at least on a quarterly basis, with the Company's Board of Executive Officers and internal and external auditors;

No amendments.

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

h) to verify, during its meetings, the fulfillment of **No amendments.**
its recommendations and/or explanations for its
questions, including the planning of respective
auditing works. Minutes of all meetings shall be
drawn up;

i) to establish operating rules for its functioning; **No amendments.**

j) to meet with the Fiscal Council and the Board **No amendments.**
of Directors, upon their request to discuss
policies, practices and procedures identified
under the scope of their respective
incumbencies.

Section IX - Remuneration Committee **No amendments.**
Article 22) The Company will have an **No amendments.**
organizational component referred to as

Remuneration Committee, which shall act on
behalf of all Institutions making up Bradesco
Organization, composed of 3 (three) to 7 (seven)
members, appointed and dismissible from office
by the Board of Directors, with 1 (one) year term
of office, and one of them shall be designated
Coordinator.

Paragraph One - Members will be appointed **No amendments.**
among members of the Board of Directors
and/or Board of Executive Officers, except for 1
(one) member who necessarily will be
non-manager.

Paragraph Two - The members of the Board of **No amendments.**
Directors and the non-manager member, if he is
Bradesco Organization's employee, will not be
compensated for the exercise of their position as
members of the Compensation Committee.
When the member is not an employee and, when
appointed, will have his compensation set forth
by the Board of Directors, according to market
parameters.

Paragraph Three - The members of the **No amendments.**
Remuneration Committee may be re-elected
and they are forbidden to remain in office during
a term exceeding 10 (ten) years. Only after the
completion of this term, this member may return
to the Committee, after

elapsing, at least, 3 (three) years.

Paragraph Fourth - The Committee shall aim at assisting the Board of Directors on the management compensation policy, pursuant to prevailing laws. ***No amendments.***

Section X - Ombudsman

Article 23) The Company shall have an organizational component referred to as Ombudsman, which shall operate on behalf of all the Institutions composing the Bradesco Organization, authorized to operate by the Central Bank of Brazil, composed of 1 (one) Ombudsman, appointed and dismissible by the Board of Directors, with 1 (one) year term of office.

No amendments.
No amendments.

Paragraph One - The Ombudsman's duty shall be the following: ***No amendments.***

Complementary Information
Attachment III
Transcription of the Bylaws, according to the terms of Attachment I of Article 11
of CVM Instruction #481, of December 17, 2009

- a) to ensure the strict observance to the legal and regulatory rules related to the consumer rights and work as a channel of communication among the Institutions provided for by “caput” of this Article, clients and users of products and services, including in the intervention in conflicts; **No amendments.**
- b) to receive, register, guide, analyze and provide formal and proper treatment to complaints of clients and users of products and services of the Institutions provided for in “caput” of this Article, not solved by usual services provided by branches or any other service branches; **No amendments.**
- c) to provide the necessary clarifications and to inform the claimants about the progress of their demands and the measures adopted; **No amendments.**
- d) to inform the claimants about the term estimated for final answer, which may not exceed fifteen days; **No amendments.**
- e) to forward a conclusive answer to claimants’ demand until the term informed in letter “d”; **No amendments.**
- f) to propose corrective measures to the Board of Directors, or improvement of procedures and routines, in view of the analysis of complaints received; **No amendments.**
- g) to prepare and forward to the Board of Directors, to the Audit Committee and to the Internal Audit, at the end of each half-year period, a quan