

BRASKEM SA
Form 6-K
February 08, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16
OR 15D-16 OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February, 2013
(Commission File No. 1-14862)

BRASKEM S.A.

(Exact Name as Specified in its Charter)

N/A

(Translation of registrant's name into English)

Rua Eteno, 1561, Polo Petroquimico de Camacari
Camacari, Bahia - CEP 42810-000 Brazil

(Address of principal executive offices)

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 if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1).

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7).

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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____.

PRESENTATION OF FINANCIAL STATEMENTS

Management's Report on Internal Controls Over Financial Reporting	
Report of Independent Registered Public Accounting Firm	
Consolidated Balance Sheets as of December 31, 2012 and 2011	1
Consolidated Statement of Operations for the years ended December 31, 2012, 2011 and 2010	
Consolidated Statement of Comprehensive Income for the years ended December 31, 2012, 2011 and 2010	
Consolidated Statement of Changes in Equity for the years ended December 31, 2012 and 2011	
Consolidated Statement of Cash Flows for the years ended December 31, 2012, 2011 and 2010	
Notes to the Consolidated Financial Statements	

Braskem S.A. and Its Subsidiaries

Management's Report on Internal Controls Over Financial Reporting

(a) Management's report on internal controls over financial reporting

The management of Braskem S.A. ("Braskem" or the "Company"), including the CEO and CFO, is responsible for establishing and maintaining adequate internal controls over financial reporting, as defined on article 13a-15 (f) according "Exchange Act" of United States of America.

The 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 International Rules of Financial Reporting - "IFRS" issued by International Accounting Standards Board - "IASB". The 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 IFRS, 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 the effectiveness of internal control to future periods are subject to the risk that controls may become inadequate because of changes in conditions, and that the degree of compliance with the policies or procedures may deteriorate.

Braskem's management has assessed the effectiveness of the Company's internal controls over financial reporting as of December 31, 2012 based on the criteria established in Internal Control – "Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and, based on such criteria, Braskem's management has concluded that, as of December 31, 2012, the Company's internal control over financial reporting is effective.

(b) Management's report under deficiencies and recommendations on internal controls over audit report

Edgar Filing: BRASKEM SA - Form 6-K

The effectiveness of the Company's internal control over financial reporting as of December 31, 2012 has been audited by PricewaterhouseCoopers Auditores Independentes, an independent registered public accounting firm, as stated in their report which appears herein.

February 7, 2013

By: /s/ Carlos Jose Fadigas de Souza Filho

Name: Carlos José Fadigas de Souza Filho

Title: Chief Executive Officer

/s/ Marcela Aparecida Drehmer Andrade

Name: Marcela Aparecida Drehmer Andrade

Title: Chief Financial Officer

Braskem S.A. and Its Subsidiaries

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 income and comprehensive income, of shareholders' equity and of cash flows present fairly, in all material respects, the financial position of Braskem S.A. and its subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, 2011 and 2010 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). 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 the accompanying "Management's Report on Internal Control over Financial Reporting". 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 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.

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.

Salvador, February 7, 2013

/s/PricewaterhouseCoopers

Audidores Independientes

Braskem S.A. and Its Subsidiaries**Consolidated Balance Sheet**

All amounts in thousands of Brazilian reais

Assets	Note	2012	2011
Current assets			
Cash and cash equivalents	7	3,287,622	2,986,819
Financial investments	8	172,146	170,297
Trade accounts receivable	9	2,326,480	1,843,756
Inventories	10	4,102,055	3,623,522
Taxes recoverable	12	1,476,211	1,036,253
Dividends and interest on capital	11	2,645	
Prepaid expenses		54,013	104,496
Related parties	11	13,912	86,591
Insurance claims	14	160,981	
Other receivables	15	818,434	328,583
		12,414,499	10,180,317
Non-current assets held for sale	6	277,828	
		12,692,327	10,180,317
Non-current assets			
Financial investments	8	34,489	34,752
Trade accounts receivable	9	37,742	51,056
Taxes recoverable	12	1,527,134	1,506,247
Deferred income tax and social contribution	22(b)	2,055,621	1,237,144
Judicial deposits	13	179,618	174,220
Related parties	11	127,627	58,169
Insurance claims	14	47,255	252,670
Other receivables	15	218,279	182,533
Investments in subsidiaries and jointly-controlled subsidiaries	16	86,842	
Investment in associates	16	31,945	29,870
Other investments		6,948	10,844
Property, plant and equipment	17	21,176,785	20,662,721
Intangible assets	18	2,940,966	3,016,692
		28,471,251	27,216,918
Total assets		41,163,578	37,397,235

The Management notes are an integral part of the financial statements.

Braskem S.A. and Its Subsidiaries**Consolidated Balance Sheet**

All amounts in thousands of Brazilian reais

Liabilities and equity	Note	2012	2011
Current liabilities			
Trade payables		8,897,597	6,847,340
Borrowings	19	1,836,028	1,391,779
Derivatives operations	20.2	293,378	83,392
Payroll and related charges		349,176	242,102
Taxes payable	21	342,789	329,987
Dividends and interest on capital		5,369	4,838
Advances from customers	26	237,504	19,119
Sundry provisions	23	52,264	23,629
Other payables	27	532,752	119,402
		12,546,857	9,061,588
Non-current liabilities held for sale	6	109,770	
		12,656,627	9,061,588
Non-current liabilities			
Borrowings	19	15,675,610	13,753,033
Debentures			19,102
Derivatives operations	20.2		10,278
Taxes payable	21	1,164,753	1,613,179
Related parties	11		44,833
Long-term incentives		10,405	15,213
Deferred income tax and social contribution	22(b)	2,138,622	1,953,353
Post-employment benefits	25	18,890	149,575
Advances from customers	26	204,989	218,531
Sundry provisions	23	362,919	298,094
Other payables	27	266,963	280,546
		19,843,151	18,355,737
Equity	29		
Capital	(a)	8,043,222	8,043,222
Capital reserve		797,979	845,998
Revenue reserves			591,307
Other comprehensive income		349,227	315,586
Treasury shares	(b)	(48,892)	(60,217)

Edgar Filing: BRASKEM SA - Form 6-K

Accumulated deficit		(565,549)	28,692
Total attributable to the shareholders of the Company		8,575,987	9,764,588
Non-controlling interest	2.1.2	87,813	215,322
		8,663,800	9,979,910
Total liabilities and equity		41,163,578	37,397,235

The Management notes are an integral part of the financial statements.

Braskem S.A. and Its Subsidiaries**Consolidated Statement of Operations****Years ended December 31****All amounts in thousands of Brazilia reais, except earnings (loss) per share**

	Note	2012	2011	2010
Net sales revenue	31	35,513,397	32,497,075	25,025,658
Cost of products sold		(32,209,958)	(28,819,369)	(21,028,905)
Gross profit		3,303,439	3,677,706	3,996,753
Income (expenses)				
Selling		(403,387)	(319,240)	(353,616)
Distribution		(564,950)	(480,532)	(335,510)
General and administrative		(998,261)	(934,779)	(931,135)
Research and development		(106,198)	(99,083)	(78,778)
Results from equity investments	16(c)	(25,807)	(1,665)	18,215
Results from business combinations	5		30,045	975,283
Other operating income (expenses), net	33	333,767	(3,612)	(96,567)
Operating profit		1,538,603	1,868,840	3,194,645
Financial results	34			
Financial expenses		(3,902,499)	(3,551,717)	(1,692,001)
Financial income		530,182	765,025	364,933
		(3,372,317)	(2,786,692)	(1,327,068)
Profit (loss) before income tax and social contribution		(1,833,714)	(917,852)	1,867,577
Current income tax and social contribution	22(a)	(17,269)	(5,492)	(55,889)
Deferred income tax and social contribution	22(a)	810,645	379,234	61,988
		793,376	373,742	6,099
Profit (loss) for the year of continued operations		(1,040,338)	(544,110)	1,873,676
Discontinued operations results	6(c)			
Discontinued operations results		451,262	70,911	19,861
		(10,265)	(14,948)	(4,052)

Current income tax and social contribution				
Deferred income tax and social contribution		(138,964)		
		302,033	55,963	15,809
Profit (loss) for the year		(738,305)	(488,147)	1,889,485
Attributable to:				
Company's shareholders		(731,143)	(496,450)	1,895,309
Non-controlling interest	2.1.2	(7,162)	8,303	(5,824)
		(738,305)	(488,147)	1,889,485
Earnings (loss) per share attributable to the shareholders of the Company of continued operations at the end of the year (R\$)	30			
Basic earnings (loss) per share - common		(1.2975)	(0.6921)	2.6816
Basic earnings (loss) per share - preferred		(1.2975)	(0.6921)	2.5683
Diluted earnings (loss) per share - common		(1.2970)	(0.6919)	2.6810
Diluted earnings (loss) per share - preferred		(1.2970)	(0.6919)	2.5677

The Management notes are an integral part of the financial statements.

Braskem S.A. and Its Subsidiaries**Consolidated Statement of Comprehensive income****Years ended December 31****All amounts in thousands of reais**

	Note	2012	2011	2010
Profit (loss) for the year		(738,305)	(488,147)	1,889,485
Other comprehensive income or loss:				
Available for sale financial assets				58
Cash flow derivatives	20.2.2	16,238	45,034	6,032
Foreign currency translation adjustment	16(b)	77,968	56,809	(79,346)
Write-off foreign currency translation adjustment		812		
Income tax and social contribution related to components of comprehensive income	20.2.2	(5,522)	(2,458)	6,793
Total other comprehensive income or loss		89,496	99,385	(66,463)
Total comprehensive income or loss for the year		(648,809)	(388,762)	1,823,022
Attributable to:				
Company's shareholders - continued operations		(960,798)	(455,206)	1,809,196
Company's shareholders - discontinued operations		302,033	55,963	19,861
Non-controlling interest		9,956	10,481	(6,035)
		(648,809)	(388,762)	1,823,022

The Management notes are an integral part of the financial statements.

Braskem S.A. and Its Subsidiaries**Consolidated Statement of Changes in Equity**

All amounts in thousands of Brazilian reais

					Revenue reserves		Attributed to shareholders		
	Note	Capital	Capital	Legal	Tax	Unrealized	Additional	Other	Treasury (accu
		reserve	reserve	reserve	incentives	profit	dividends	comprehensive	shares
						reserve	proposed	income	
At December 31, 2010		8,043,222	845,998	87,710	5,347	995,505	250,346	221,350	(59,271)
Comprehensive income for the year:									
Profit (loss) for the year									(4,000)
Fair value of cash flow derivative, net of taxes								42,576	
Foreign currency translation adjustment								54,631	
								97,207	(4,000)
Equity valuation adjustments									
Deemed cost of jointly-controlled subsidiary, net								22,079	
Realization of deemed cost of jointly-controlled subsidiary, net of taxes								(920)	
Realization of additional property, plant and equipment price-level restatement, net of taxes								(27,236)	(6,077)

Contributions and distributions to shareholders:									
Capital increase from non-controlling interest									
Payment of additional dividends proposed						(250,346)			
Tax incentives				(800)					
Gain (loss) on interest in subsidiary								3,106	
Acquisition of non-controlling interest Cetrel									
Expired dividends / other									
Absorption of losses					(496,455)				
Additional dividends proposed					(482,593)	482,593			
Repurchase of treasury shares				(800)	(979,048)	232,247	3,106		(946)
								(946)	
At December 31, 2011	8,043,222	845,998	87,710	4,547	16,457	482,593	315,586	(60,217)	
Comprehensive income for the year:									
Loss for the year									
Fair value of cash flow derivative, net of taxes	20.2.2							10,716	
Foreign currency translation adjustment	16(b)							60,850	
Write-off foreign currency translation adjustment								812	
								72,378	
Equity valuation adjustments								(952)	

Realization of deemed cost of jointly-controlled subsidiary, net of taxes									
Realization of additional property, plant and equipment price-level restatement, net of taxes									(27,236)
									(28,188)
Contributions and distributions to shareholders:									
Additional dividends approved at Shareholders' Meeting	29(d)					(482,593)			
Capital loss from non-controlling interest									
Write-off non-controlling by investments sale									
Loss on interest in subsidiary	16(b)								(5,917)
Write-off gain on interest in subsidiary by sale	6								(4,632)
Repurchase of treasury shares	29(b)								(36,694)
Cancellation of shares	29(f)	(48,019)							48,019
Absorption of losses	29(h)		(87,710)	(4,547)	(16,457)				
		(48,019)	(87,710)	(4,547)	(16,457)	(482,593)		(10,549)	11,325
At December 31, 2012		8,043,222	797,979					349,227	(48,892)

The Management notes are an integral part of the financial statements

Braskem S.A. and Its Subsidiaries**Consolidated Statement of Cash Flows****Years ended December 31****All amounts in thousands Brazilian of reais**

	2012	2011	2010
Profit (loss) before income tax and social contribution and after discontinued operations results	(1,382,452)	(846,941)	1,887,438
Adjustments for reconciliation of profit (loss)			
Depreciation, amortization and depletion	1,924,265	1,723,420	1,606,354
Results from equity investments	25,807	1,665	(20,302)
Results from business combinations		(30,045)	(975,283)
Interest and monetary and exchange variations, net	2,442,973	2,292,498	413,194
Other	294,199	2,056	47,209
	3,304,792	3,142,653	2,958,610
Changes in operating working capital			
Held-for-trading financial investments	16,716	90,953	79,764
Trade accounts receivable	(625,130)	365,901	184,442
Inventories	(566,025)	(382,465)	(382,285)
Taxes recoverable	(458,763)	(311,021)	622,167
Prepaid expenses	49,707	(62,531)	(5,062)
Other receivables	(529,103)	(356,253)	1,730
Trade payables	2,165,530	1,325,977	683,639
Taxes payable	(426,440)	(52,134)	(601,878)
Long-term incentives	(4,808)	771	6,733
Advances from customers	206,044	187,306	(38,424)
Sundry provisions	94,382	(74,402)	21,128
Other payables	389,032	(212,133)	177,901
Cash from operations	3,615,934	3,662,622	3,708,465
Interest paid	(1,006,840)	(802,427)	(929,481)
Income tax and social contribution paid	(37,283)	(82,695)	(58,617)
Net cash generated by operating activities	2,571,811	2,777,500	2,720,367
Proceeds from the sale of fixed assets	115,846	23,958	1,781
Proceeds from the capital reduction of associates		6,600	

Edgar Filing: BRASKEM SA - Form 6-K

Effect cash of discontinued operations	(141,348)		
Acquisitions of investments in subsidiaries and associates		(619,207)	(939,427)
Acquisitions to property, plant and equipment	(2,792,853)	(2,252,491)	(1,689,006)
Acquisitions of intangible assets	(15,734)	(11,474)	(17,042)
Held-for-trading and available for sale financial investments	(218)	(13,856)	256,113
Net cash used in investing activities	(2,834,307)	(2,866,470)	(2,387,581)
Short-term and long-term debt			
Obtained borrowings	6,665,938	7,122,632	5,860,561
Payment of borrowings	(5,493,015)	(6,042,644)	(10,013,753)
Dividends paid	(482,051)	(664,851)	(107)
Non-controlling interests in subsidiaries	(20,295)	76,406	
Repurchase of shares	(36,694)	(946)	(3)
Capital increase			3,764,971
Other		4,147	
Net cash provided by (used in) financing activities	633,883	494,744	(388,331)
Exchange variation on cash of foreign subsidiaries	(36,037)	(117,030)	(3,253)
Increase (decrease) in cash and cash equivalents	335,350	288,744	(58,798)
Represented by			
Cash and cash equivalents at the beginning of the year	2,952,272	2,698,075	2,683,068
Cash and cash equivalents at the end of the year	3,287,622	2,986,819	2,624,270
Increase (decrease) in cash and cash equivalents	335,350	288,744	(58,798)

The Management notes are an integral part of the financial statements

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

1 Operations

Braskem S.A. together with its subsidiaries (hereinafter “Braskem” or “Company”) is a public corporation headquartered in Camaçari, State of Bahia, which operates 36 industrial units, 29 of which in the Brazilian states of Alagoas, Bahia, Rio de Janeiro, Rio Grande do Sul and São Paulo, five are located in the United States, in the states of Pennsylvania, Texas and West Virginia and two are located in Germany. These units produce basic petrochemicals - such as ethylene, propylene butadiene, toluene, xylene and benzene, as well as gasoline and LPG (Liquefied Petroleum Gas) – and thermoplastic resins – polyethylene (“PE”), polypropylene (“PP”) and polyvinyl chloride (“PVC”).

Additionally, 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 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 operating events

(i) In September 2010, the management of the subsidiary Braskem PP Americas, Inc (“PP Americas”) decided to suspend a PP production line at the plant located in the State of Texas. The key factors driving this decision were the line's outdated technology, high production cost, and low production capacity. Braskem America will keep the production of PP in other lines of that plant without affecting its total production of other resins. The residual carrying amount of this production line on December 31, 2012, 2011 and 2010 equals zero.

(ii) On September 24, 2010, the Company inaugurated an ethanol-derived ethylene unit at the Triunfo Petrochemical Complex, which will produce 200,000 metric tons of green PE per year. With this new unit, the Company now supplies resin from renewable sources, diversifying its competitive raw material sources. The cost of

the investment was R\$ 482,053.

(iii) In December 2011, Sunoco Chemicals, Inc. (“Sunoco”) announced the definitive shutdown of operations at its refinery that was responsible for supplying propylene polymer-grade, the main feedstock to the PP plant of the subsidiary Braskem America Inc (“Braskem America) in the state of Pennsylvania.

In 2012, Sunoco formally informed the Management of Braskem America of its alternative plan to supply feedstock, as required under the supply agreement entered into in 2010. The definitive termination of the supply agreement occurred on June 8, 2012, upon payment of the respective compensation set forth in the contract, in the amount of R\$235,962 (Note 33).

Despite the termination of the supply agreement, the Management of Braskem America pursued alternative supply and logistics solutions in order to continue operations at the unit and has already identified other sources to supply the feedstock required.

Another important and fundamental step in maintaining the operations at the plant was the acquisition of a propylene splitter unit from Sunoco on June 29, 2012. This unit transforms refinery-grade propylene into polymer-grade propylene. This acquisition does not represent a business combination, since it does not meet the definitions required by IFRS 3.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

With the acquisition, Braskem America expanded its supply sources, since the supply of refinery-grade propylene is more abundant in the U.S. market.

(iv) On August 17, 2012, the Company inaugurated, in Marechal Deodoro, Alagoas, a new plant with annual production capacity of 200 kton (unaudited) of PVC, which expanded Braskem's total installed capacity to 710 kton (unaudited). Total investment in the plant was approximately R\$1 billion.

(v) On September 13, 2012, the Company inaugurated, in the Triunfo Petrochemical Complex in the state of Rio Grande do Sul, a new plant with annual production capacity of 103 kton (unaudited) of butadiene, which expanded Braskem's total installed capacity to 477 kton (unaudited). Total investment was approximately R\$300 million.

(b) Corporate events

(b.1) Quattor

On January 22, 2010, Braskem announced the completion of the negotiations for the acquisition of Quattor Participações S.A. ("Quattor"), currently named Braskem Qpar S.A. ("Braskem Qpar"), by means of an Investment Agreement entered into on that date between Odebrecht, Petróleo Brasileiro S.A. – PETROBRAS ("Petrobras"), Braskem and Unipar – União de Indústrias Petroquímicas S.A. ("Unipar"). The agreement allowed Petrobras to consolidate its main petrochemical assets in the Company.

Also, as a result of the Investment Agreement, the Company has the preemptive right to participate as a partner in the projects of the Petrochemical Complex in the State of Rio de Janeiro - COMPERJ - and the Petrochemical Complex of Suape, in the State of Pernambuco.

The Investment Agreement was approved without restrictions on February 23, 2011 by the Brazilian antitrust agency (“CADE”).

All stages of the Investment Agreement had already been implemented by September 30, 2010, as follows:

- (i) In December 2009, the holding company BRK Investimentos Petroquímicos S.A. (“BRK”) was created, in which all the common shares issued by Braskem and held by Odebrecht and Petrobras were subsequently concentrated.
- (ii) In April 2010, Odebrecht and Petrobras completed a capital increase in BRK in the amount of R\$ 3,500,000 through the payment of new shares in cash.
- (iii) On April 14, 2010, the Board of Directors approved an increase of the Company’s capital in the form of a private subscription, which resulted in the payment of 243,206,530 common shares and 16,697,781 class “A” preferred shares, at the price of R\$ 14.40 each, totaling R\$ 3,742,622. Of this amount, R\$ 2,378,742 was allocated to capital and R\$ 1,363,880 to the capital reserve account.
- (iv) On April 27, 2010, the Company announced by means of a Material Fact, the acquisition from Unipar of shares representing 60% of Quattor’s voting and total capital by means of the payment of R\$ 659,454 in cash. On April 30, 2010, Quattor held the following investments:

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(v) On May 10, 2010, the Company announced to the market the acquisition, from Unipar, of 100% of the shares of Unipar Comercial e Distribuidora (“Unipar Comercial”) and the shares representing 33.33% of the total capital of Polibutenos S.A. Indústrias Químicas (“Polibutenos”) by means of the payment in cash of R\$ 27,104 and R\$ 22,362, respectively.

On May 31, 2010, the Company acquired from Chevron Oronite do Brasil ("Chevron"), shares representing 33.33% of the total capital of Polibutenos for R\$ 22,482. With the acquisitions from Unipar and Chevron, the Company became the direct and indirect holder of 100% of Polibutenos' capital.

In accordance with the accounting practices adopted in the preparation of these financial statements (Note 2), the acquisitions of Quattor and Unipar Comercial represented business combinations under IFRS 3, and the effects of which are stated in Note 5.

(vi) On June 18, 2010, the Company’s Extraordinary General Shareholders’ Meeting approved the merger of Quattor (current Braskem Qpar) shares held by Petrobras, which represented 40% of the total and voting capital of that subsidiary. The carrying amount of the merged net assets on March 31, 2010 amounted to R\$ 199,356. Of this amount, R\$ 164,744 was allocated to capital and R\$ 34,612, to the capital reserve account. In this operation, 18,000,087 common shares were issued based on the exchange ratio of 0.18855863182 share of the Company for each share of Quattor, as determined in economic appraisal reports of the companies prepared by an independent appraiser. With this merger, the Company became the holder of 100% of the total and voting capital of Quattor.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(vii) On June 24, 2010, Quattor's Extraordinary General Shareholders' Meeting approved a capital increase of R\$ 4,014,128, without the issue of new shares. The capital increase was paid up using advances for future capital increase previously made by the Company. Additionally, on June 29, 2010, the Extraordinary General Shareholders' Meeting of Quattor approved a R\$ 2,578,372 reduction in its capital stock, without the cancellation of shares and with return to the Company, its sole shareholder, of all the investments in Rio Polímeros S.A. ("Riopol") and Quattor Petroquímica S.A. ("Quattor Petroquímica"), which is currently named Braskem Petroquímica S.A. ("Braskem Petroquímica").

(viii) On August 9, 2010, BNDES Participações S.A. ("BNDESPAR") exercised its put option for the shares of Riopol, equivalent to 25% of the total capital of this subsidiary. Braskem acquired 190,784,674 common shares and 30 preferred shares of Riopol for R\$ 209,951 (60% of the shares held by BNDESPAR). The acquisition corresponds to 15% of the capital stock of Riopol and Braskem became the direct and indirect holder of 90% of the capital of this subsidiary.

The amount of this acquisition will be paid in three installments adjusted based on the Long-Term Interest Rate ("TJLP") (Note 27), as follows:

- a. On June 11, 2015, corresponding to 15% of the total amount;
- b. On June 11, 2016, corresponding to 35% of the total amount;
- c. On June 11, 2017, corresponding to 50% of the total amount.

(ix) On August 30, 2010, the Company's Extraordinary General Shareholders' Meeting approved the merger of Riopol shares, converting Riopol into a wholly-owned subsidiary. The carrying amount of the merged net assets on March 31, 2010, the base date of the operation, amounted to R\$ 103,087. Of this amount, R\$ 22,285 was allocated to capital and R\$ 80,802, to the capital reserve account. In this transaction, 2,434,890 class A preferred shares were issued, based on an exchange ratio of 0.010064743789 share of the Company for each Riopol share, as determined in economic appraisal reports of the companies, prepared by an independent appraiser.

Due to this merger of shares, Braskem's subsidiary Quattor Petroquímica (current Braskem Petroquímica), which held 9.02% of Riopol's capital, received shares of the Company. In the consolidated financial statements, these shares, which result in mutual interest, are accounted for as "treasury shares".

(x) On September 1, 2010, the Extraordinary General Shareholders' Meeting of Quattor approved the merger of the companies listed below. The net assets of the merged companies were appraised at carrying amount at June 30, 2010 (the base date of the operation).

a. Quattor Química S.A ("Quattor Química")

On the date of the merger, Quattor Química's capital was held by Quattor (94.11%) and Quattor Petroquímica (5.89%). The exchange ratio of Quattor Química shares for Quattor shares was determined based on the equity of both companies at June 30, 2010, the base date of the operation, resulting in a capital increase of R\$ 58,231 with the issue of 7,538,949 common shares that were delivered to Quattor Petroquímica.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

b. Polibutenos

On the date of the merger, Polibutenos's capital was held by Quattor (33.33%) and the Company (66.67%). The exchange ratio of Polibutenos shares for Quattor shares was determined based on the equity of both companies at June 30, 2010, the base date of the operation, resulting in a capital increase of R\$ 13,032 with the issue of 1,687,179 common shares that were delivered to the Company.

c. Mauá Resinas S.A. (“Mauá Resinas”) and Norfolk Distribuidora Ltda. (“Norfolk”)

On the date of the merger, Mauá Resinas and Norfolk were wholly-owned subsidiaries of Quattor and this is why there was no capital increase or issue of shares by the merging company.

(xi) On May 26, 2010, the Company filed with Comissão de Valores Mobiliários (“CVM”) the request for the registration of a public offering for the acquisition of 7,688 common shares and 1,542,006 preferred shares of Quattor Petroquímica held by its non-controlling shareholders as a result of the change in the control of this subsidiary. The shares subject to the offering correspond to 0.68% of the total capital of Quattor Petroquímica. On October 28, 2010, CVM’s board approved the public offering.

The offering was completed and settled on December 16, 2010. The total number of shares acquired through the public offering was 224,968, and 1,324,726 preferred shares remained outstanding. The outstanding shares stated at carrying amount on March 31, 2010 were merged into the Company, resulting in an increase in its capital of R\$ 4,270, which was subscribed and paid-up by Quattor Petroquímica’s shareholders. In this transaction, 398,175 class A preferred shares were issued based on an exchange ratio of 0.300571316385725 share of the Company for each share of Quattor Petroquímica, as determined in economic appraisal reports of the companies, prepared by an independent appraiser.

This operation was approved by the Extraordinary General Shareholders’ Meetings of the Company and of the subsidiary Quattor Petroquímica on December 27, 2010 in accordance with the disclosure in a Material Fact notice on

December 7, 2010.

CVM, by means of an official letter dated February 3, 2011, approved the cancelation of the registration of Quattor Petroquímica to trade shares on stock exchanges that was requested by the Company on January 28, 2011.

On January 3, 2011, the shareholders of IQ Soluções & Química S.A. (“Quantiq”) approved the merger of Unipar Comercial. The merger resulted in an increase in the capital of Quantiq by R\$ 38,710, from R\$ 61,141 to R\$ 99,851 without the issue of new shares. Such increase was based on the equity of Unipar Comercial on November 30, 2010 (base date of the operation), under the terms and conditions established in the “Protocol and Justification” dated December 27, 2010.

On December 31, 2012, the Company's interest in the acquired companies is stated in the flowchart below:

(b.2) Sunoco Chemicals

On February 1, 2010, Braskem announced that its subsidiary Braskem America entered into, on that date, an agreement for the purchase and sale of shares with Sunoco Inc., an U.S. oil company, by means of which Braskem America Inc. acquired 100% of the shares representing the voting and total capital of Sunoco Chemicals for US\$ 350.7 million, equivalent to R\$ 620,838. Sunoco Chemicals has an annual installed capacity of 950,000 metric tons (unaudited) of polypropylene distributed over three plants located in the states of Pennsylvania, West Virginia and Texas.

The transaction was completed on April 1, 2010 after full payment was made. On the same date, the name of Sunoco Chemicals was changed to PP Americas.

In accordance with the accounting practices adopted in the preparation of these financial statements (Note 2), this acquisition represented a business combination under IFRS 3, and the effects of which are stated in Note 5.

On January 1, 2011, the parent company Braskem America Inc. was merged into its subsidiary Braskem PP Americas Inc. On the same date, the corporate name of Braskem PP Americas, Inc. was changed to Braskem America Inc. ("Braskem America").

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(b.3) Braskem Idesa

In November 2009, Braskem and the IDESA Sociedad Anónima de Capital Variable Group (“IDESA”), a traditional Mexican petrochemical company, announced that they won a bidding process in Mexico for the implementation of a petrochemical project using ethane in the region of Veracruz by means of an agreement for the supply, by Pemex-Gas y Petrouímica Básica (subsidiary of Petróleos Mexicanos), of 66,000 barrels/day of this input for a period of 20 years. As a result of this bidding process, Braskem and IDESA signed a Memorandum of Understanding and formalized, on February 23, 2010, a final agreement that comprises an investment commitment by Braskem and IDESA for (i) the construction of an ethane cracker to produce 1 million metric tons of ethane a year; and (ii) the construction of three polyethylene plants for the production of 1 million metric tons of resins a year. The project is called Ethylene XXI and the expected investment is US\$ 3 billion (Capital expenditure – Capex). The works are expected to be completed and the units are expected to be operational in the first half of 2015.

The corporate name of this new company is Braskem Idesa, Sociedad Anónima Promotora de Inversión (“Braskem Idesa”) and when it was incorporated its total and voting capital was held by the Company in 65% and by Etileno XXI, Sociedad Anónima de Capital Variable in 35%.

(b.4) Other events

(i) On June 1, 2010, Braskem approved the spin-off of its subsidiary Variant Distribuidora de Resinas Ltda. (“Variant”) and the merger of the spun-off portion by the new subsidiary called Alcacer Distribuidora de Resinas Ltda. (“Alcacer”). On the same date, the Company completed the negotiations for the sale of these two subsidiaries for the total amount of R\$ 12,700.

(ii) On December 17, 2010, the Extraordinary General Shareholders’ Meeting held by Braskem approved the merger of Companhia Alagoas Industrial - Cinal (“Cinal”) into the Company based on its equity as of September 30, 2010, amounting to R\$ 27,834, in accordance with the terms and conditions set forth in the protocol and justification dated November 29, 2010. There were no changes in the value of the Company’s apital since the Company is the only shareholder of Cinal.

(iii) On May 25, 2011, the Company entered into a private instrument for the purchase and sale of quotas by means of which all the quotas of the subsidiary ISATEC – Pesquisa, Desenvolvimento e Análises Ltda. (“ISATEC”) were sold for R\$ 1,100.

(iv) On July 7, 2011 the company Braskem America Finance Company (“Braskem America Finance”), a wholly-owned subsidiary of Braskem America, was incorporated for the purposes of raising funds in the international financial market.

(v) On July 29, 2011, Braskem increased the capital of many subsidiaries. The breakdown of the increases that were fully subscribed and paid up by Braskem is presented below:

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated**

	Capital Increase	Number of share / quotas issued
Braskem Participações S.A. (“Braskem Participações”)	53	without the issue of new shares
Ideom Tecnologia Ltda. (“Ideom”)	23,701	23,700,974
Politeno Empreendimentos Ltda. (“Politeno Empreendimentos”)	35	18 without the issue of new shares
IQ Soluções & Química S.A.(“Quantiq”)	61,100	without the issue of new shares
Rio Polímeros S.A. (“Riopol”)	14,108	shares
	98,997	

(vi) On August 25, 2011, Braskem Europe GmbH (“Braskem Alemanha”), a wholly-owned subsidiary of Braskem Netherlands B.V. (“Braskem Holanda”), was incorporated for the purpose of producing, trading, distributing, importing and exporting, research and development of chemical and petrochemical products, among other things. The assets acquired in the business combination of The Dow Chemical (“Dow Chemical”) in Germany were recorded in this subsidiary in October 2011 (Note 5).

(vii) On September 27, 2011, Braskem increased the capital of its subsidiary Braskem Holanda by R\$ 415,168 (US\$ 230 million) through the issue of 84,465,660 shares. A portion of this amount was used in the incorporation of Braskem Alemanha.

(viii) On January 27, 2012, the controlling shareholder of Braskem, BRK was proportionally spun-off. In the spin-off, a part of the shares issued by Braskem that were held by BRK was delivered to Petróleo Brasileiro S.A. – Petrobras (“Petrobras”). With the spin-off, BRK became a wholly-owned subsidiary of Odebrecht Serviços e Participações (“OSP”) and maintained ownership of shares corresponding to 50.11% and 28.23% of the voting and total capital of Braskem, respectively. On the same date, the merger of Petrobras Química S.A. – Petroquisa (“Petroquisa”) into Petrobras was approved and Petrobras became the holder of 47.03% and 35.95% of the voting and total capital of Braskem, respectively.

(ix) On February 27, 2012, the company Braskem International GmbH (“Braskem Áustria”) was incorporated with the purpose of holding equity interests in other companies, and conducting financial and commercial operations. The capital stock was fully paid up by Braskem S.A., a sole partner, in the amount of R\$81 (EUR 35 thousand) (Note 16(b)).

(x) On February 28, 2012, the Extraordinary Shareholders’ Meeting of the Braskem S.A. approved the merger of the subsidiary Ideom Tecnologia Ltda., based on its net book value as of December 31, 2011, in the amount of R\$20,762, pursuant to the terms and conditions set forth in the protocol and justification dated February 6, 2012.

(xi) On April 30, 2012, the capital stock of the subsidiaries Braskem Petroquímica S.A. (“Braskem Petroquímica”) and Riopol was increased in the amounts of R\$649,639 and R\$738,799, respectively (Note 16(b)), without the issue of new shares, as approved at the respective shareholders’ meetings. The increases occurred through utilization of the balances recorded under advance for future capital increase.

(xii) On June 27, 2012, Braskem Áustria incorporated Braskem Petroquímica Ibérica, S.L. (“Braskem Espanha”), which has capital of R\$8 (EUR 3 thousand). The purpose of this subsidiary is to hold equity interests in other companies.

(xiii) On June 30, 2012, BRK was merged into its parent company OSP, which changed its interest to 50.11% and 38.11% of the voting and total capital of Braskem S.A., respectively.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(xiv) On August 27, 2012, Braskem Áustria incorporated Braskem Áustria Finance GmbH (“Braskem Áustria Finance”), which has paid up capital of R\$47 (EUR 18 thousand). The subsidiary’s purpose is to raise funds in international financial markets.

(xv) On September 3, 2012, a capital increase at the subsidiary Braskem Distribuidora Ltda. was approved, with the transfer of the facilities comprising the Water Treatment Unit (UTA) of the Basic Petrochemicals Unit at the Camaçari Petochemical Complex (Bahia), in the amount of R\$75,024, which corresponds to the residual book value, along with the change in the type of company to a corporation.

(xvi) On November 5, 2012, in the Extraordinary Shareholders Meeting, approval was given for the increase in the capital stock of the subsidiary Braskem Idesa, in the amount of R\$41,573 (Mex\$266.666 thousand), through the issue of 86,052 Class “A” shares, which was fully paid in by Braskem S.A.. Subsequently, part of the capital was returned to the non-controlling shareholder, which resulted in an increase in the interest held by Braskem S.A. in the capital stock of Braskem Idesa, from 65% to 75%.

(xvii) On November 9, 2012, the Extraordinary Shareholders Meeting approved the change in the company name of Braskem Distribuidora S.A. to Distribuidora de Águas Camaçari S.A. (“Braskem Distribuidora”).

(xviii) On December 11, 2012, through a series of corporate decisions, the subsidiary Braskem America became a wholly owned subsidiary of Braskem Alemanha.

(xix) On December 17, 2012, the Extraordinary Shareholders Meeting approved the change in the type of company of Braskem Petroquímica S.A. to a limited liability company, with the new corporate name Braskem Petroquímica Ltda. (“Braskem Petroquímica”).

(xx) On December 28, 2012, Braskem S.A. and Braskem Participações entered into a private instrument for the purchase and sale of quotas, through which it sold all quotas in the subsidiary Distribuidora de Água Camaçari S.A., the current name of Braskem Distribuidora S.A. (Note 6).

(xxi) On December 28, 2012, the Braskem entered into a private instrument for the purchase and sale of shares through which it sold its interest in the subsidiary Cetrel S.A. (Note 6).

(xxii) Braskem and Petroquimica de Venezuela S.A. (“Pequiven”) decided to concentrate their estimated investments in Venezuela in the jointly-controlled company Polipropileno Del Sur (“Propilsur”). As a result of this decision, the shareholders meeting decided to withdraw the interest held by Braskem in the jointly-controlled company Polietilenos de America (“Polimerica”), whose corporate documents are currently in the process of being registered with the applicable body in Venezuela. As a result, the Management of Braskem decided to write off the investment in Polimerica already in 2012.

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated****(c) Effect of foreign exchange variation**

The Company has balances and transactions in U.S. dollar, as well as financial investments, trade accounts receivable, trade payables, borrowings and sales. The balances of assets and liabilities are translated based on the exchange rate at the end of each period, while transactions are based on the effective exchange rate on the date each operation occurs. These rates are informed by the Central Bank of Brazil.

The following table shows the U.S. dollar average and end-of-period exchange rates for the fiscal years in this report:

U.S. dollar, end of period

December 2012	R\$ 2.0435
December 2011	R\$ 1.8758
Appreciation of the U.S. dollar in relation to the Brazilian real	8.94%

Average U.S. dollar rate

Nine-month period ended December 31, 2012	R\$ 1.9550
Nine-month period ended December 31, 2011	R\$ 1.6746
Appreciation of the U.S. dollar in relation to the Brazilian real	16.74%

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are described below. These policies have been consistently applied to the years presented, with the exception of the adoption of the equity method used for the recognition of investments in jointly-controlled companies in place of the proportional consolidation method (Note 2.11).

2.1 Basis of preparation and presentation of the financial statements

The 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 financial statements requires the use of certain critical accounting 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 2011 financial information, presented for comparison purposes, was altered to reflect: (i) the final valuation of the business combination of Dow (Note 5); whose impact on equity, recorded in the item "profit (losses) accumulated", amounted to R\$28.692; and (ii) the impacts of the discontinued operations (Note 6).

The issue of these financial statements was authorized by the Company's Board of Directors on February 6, 2013.

2.1.1 Consolidation

The consolidated financial statements were prepared and presented in accordance with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

The consolidation process provided for in pronouncement IAS 27 corresponds to the sum of balance sheet accounts and profit and loss, in addition to the following eliminations:

- a) the investments of the Company in the equity of subsidiaries;
- b) balance sheet accounts between companies;
- c) income and expenses arising from commercial and financial operations carried out between companies; and
- d) the portions of profit (loss) for the year and assets that correspond to unrealized gains and unrealized losses with third parties on transactions between companies.

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated****(a) Basis of consolidation**

The consolidated financial statements comprise the financial statements of Braskem S.A. and the following subsidiaries:

			Total interest - %		
	Headquarters (Country)	2012	2011	2010	
Direct and indirect subsidiaries					
Braskem America, Inc. ("Braskem America")	USA	100.00	100.00	100.00	
Braskem America Finance Company ("Braskem America Finance")	USA	100.00	100.00		
Braskem Argentina S.A. ("Braskem Argentina")	Argentina	100.00	100.00	100.00	
Braskem Austria Finance GmbH (i) ("Braskem Austria Finance")	Austria	100.00			
Braskem Chile Ltda. ("Braskem Chile")	Chile	100.00	100.00	100.00	
Braskem Europe GmbH ("Braskem Alemanha")	Germany	100.00	100.00		
Braskem Finance Limited ("Braskem Finance")	Cayman Islands	100.00	100.00	100.00	
Braskem Idesa S.A.P.I ("Braskem Idesa") (ii)	Mexico	75.00	65.00	65.00	
Braskem Idesa Servicios S.A. de CV ("Braskem Idesa Serviços")	Mexico	75.00	65.00		
Braskem Importação e Exportação Ltda. ("Braskem Importação")	Brazil	100.00	100.00	100.00	
Braskem Incorporated Limited ("Braskem Inc")	Cayman Islands	100.00	100.00	100.00	
Braskem International GmbH ("Braskem Austria") (iii)	Austria	100.00			
Braskem Netherlands B.V ("Braskem Holanda")	Netherlands	100.00	100.00	100.00	
Braskem México, S de RL de CV ("Braskem México")	Mexico	100.00	100.00	100.00	
	Brazil	100.00	100.00	100.00	

Edgar Filing: BRASKEM SA - Form 6-K

Braskem Participações S.A. ("Braskem Participações")				
Braskem Petroquímica Ltda. ("Braskem Petroquímica")	Brazil	100.00	100.00	100.00
Braskem Petroquímica Chile Ltda. ("Petroquímica Chile")	Chile	100.00	100.00	100.00
Braskem Petroquímica Ibérica, S.L. ("Braskem Espanha")	(iv) Spain	100.00		
Braskem Qpar S.A. ("Braskem Qpar")	Brazil	100.00	100.00	100.00
Cetrel S.A. ("Cetrel")	(v) Brazil		54.09	53.72
Commom Industries Ltd. ("Commom")	British Virgin Islands	100.00	100.00	100.00
Distribuidora de Água Camaçari S.A ("Braskem Distribuidora")	(v) Brazil		100.00	100.00
Ideom Tecnologia Ltda. ("Ideom")	(vi) Brazil		100.00	100.00
IQ Soluções & Química S.A. ("Quantiq")	(vii) Brazil		100.00	100.00
IQAG Armazéns Gerais Ltda. ("IQAG")	(vii) Brazil		100.00	100.00
Lantana Trading Co. Inc. ("Lantana")	Bahamas	100.00	100.00	100.00
Norfolk Trading S.A. ("Norfolk")	Uruguay	100.00	100.00	100.00
Politeno Empreendimentos Ltda. ("Politeno Empreendimentos")	Brazil	100.00	100.00	100.00
Rio Polímeros S.A. ("Riopol")	Brazil	100.00	100.00	100.00
Specific Purpose Entity ("SPE")				
Fundo de Investimento Multimercado Crédito Privado Sol ("FIM Sol")	Brazil	100.00	100.00	100.00
Jointly-controlled subsidiaries				
Refinaria de Petróleo Riograndense S.A. ("RPR")	(viii) Brazil		33.20	33.20
Polietilenos de America S.A. ("Polimerica")	(ix) Venezuela		49.00	49.00
Polipropileno Del Sur S.A. ("Propilsur")	(viii) Venezuela		49.00	49.00

- (i) Company incorporated in August 2012 (Note 1(b.4)(xiv)).
- (ii) The Company increased its interest in this investment in November 2012 (Note 1(b.4)(xvi)).
- (iii) Company incorporated in February 2012 (Note 1(b.4)(ix)).
- (iv) Company incorporated in June 2012 (Note 1(b.4)(xii)).
- (v) Divestments in December 2012 (Note 1(b.4)(xxi) and (xx)).
- (vi) Companies in advance stage of sale (Note 6).
- (vii) Company merged in February 2012 (Note 1(b.4)(x)).
- (viii) The Company decided to withdraw its interest in this investment in November 2012 (Note 1(b.4)(xxii)).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(b) Operations of the subsidiaries

- Braskem America – whose corporate purpose is to produce and market PP

- Braskem Argentina; Petroquímica Chile; Braskem Holanda – subsidiaries responsible for the sale of products manufactured by Braskem in the international market.

- Braskem Áustria – main purpose of holding interests in the capital of other companies and conducting financial and commercial operations.

- Braskem Alemanha – whose corporate purpose is to produce and market PP

- Braskem Espanha – main purpose of holding interests in the capital of other companies.

- Braskem Finance, Braskem America Finance and Braskem Áustria – were incorporated for the purpose of centralizing the raising of funds abroad.

- Braskem Idesa – is responsible for the construction of an industrial complex for the production of one million metric tons of ethane a year. The project was called Ethylene XXI and the units are expected to be operational in the first half of 2015.

- Braskem México; Braskem Idesa Serviços – companies that provide services to Braskem Idesa.

- Braskem Importação e Exportação – is responsible for the import, export and sale of petrochemical naphtha, oil and its byproducts.
- Braskem Inc. – operates in the sales of naphtha and other products, in addition to carrying out Braskem’s usual financial funding operations.
- Braskem Participações – its main purpose is the investment in the equity of other companies;
- Braskem Petroquímica and Braskem Qpar – they produce basic petrochemicals such as ethane and propane. In the thermoplastic resins segment, they produce PE and PP.
- Politéno Empreendimentos – its purpose is the participation in industrial projects and ventures, asset management, sales of petrochemical products and the investment in the equity of other companies;
- Riopol – its purpose is the production and sale of thermoplastic resins and other petrochemical products.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(c) Non-controlling interest in the equity and results of operations of the Company's subsidiaries

	2012	Equity 2011	2012	Profit (loss) for the year	
				2011	2010
Braskem Idesa	87,813	93,578	(7,162)	(4,695)	(5,824)
Cetrel		121,744		12,998	
Total	87,813	215,322	(7,162)	8,303	(5,824)

2.2 Operating segment reporting

This information is prepared and presented consistently with the internal report provided to the Chief Executive Officer, who is the main operating decision-maker and responsible for allocating resources and assessing performance of the operating segments (Note 36).

The determination of results per segment takes into consideration transfers of goods and provision of services between segments that are considered arm's length sales and stated based on market prices.

2.3 Foreign currency translation

(a) Functional and presentation currency

The functional and presentation currency of the Company is the real, determined in accordance with IAS 21.

(b) Brazilian real functional currency

Foreign currency transactions and balances are translated into the functional currency using the foreign exchange rates prevailing at the dates of the transactions or at year end, as applicable. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end foreign exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of operations, except those designated for hedge accounting, which are deferred in equity as cash flow hedges.

Foreign exchange variations on financial assets and liabilities are classified as “financial income” and “financial expenses”, respectively.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(c) Functional currency other than the Brazilian real

Some subsidiaries and a jointly-controlled subsidiary have a different functional currency from that of the Braskem S.A., namely:

(i) Propilsur, headquartered in Venezuela, adopts as functional currency the U.S. dollar, since it is in the construction stage and the main supplies of equipment and services for the installation of the project are based on this currency;

(ii) Braskem Idesa, Braskem Idesa Serviços and Braskem México, headquartered in Mexico, have as functional currency the Mexican peso, since they are in the construction stage and the main supplies of equipment and services are based on this currency, and because it has a management structure that is independent of the operations of Braskem S.A.

(iii) Braskem América and Braskem América Finance, headquartered in the United States, maintain a management structure that is independent from the operations of Braskem S.A. and that comprises own labor, outsourcing services, acquisition of raw materials and production and sale of resins. Prices, personnel expenses and other production costs are mostly determined in U.S. dollar, which is, therefore, its functional currency.

(i) Braskem Alemanha, headquarted in Germany, maintains a management structure that is independent from the operations of Braskem S.A. and that comprises own labor, outsourcing services, acquisition of raw materials and production and sale of resins. Prices, personnel expenses and other production costs are mostly determined in euro, which is, therefore, its functional currency; and

(ii) Braskem Áustria maintains a management and administrative structure that is independent from the operations of Braskem S.A. and has its own workforce, contracts third-party services and is involved in the buying and trading of naphtha. In addition to these operations, it also functions as a holding company, with certain subsidiaries abroad under its control. The euro was defined as the functional currency, since this currency is used in its

main operations and is the local currency of that country.

The financial statements of these companies are translated into reais based on the following rules:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- equity is converted at the historical rate, that is, the foreign exchange rate prevailing on the date of each transaction; and
- income and expenses for each statement of operations are translated at the rate prevailing on the dates of the transactions.

All resulting exchange differences are recognized as a separate component of equity in the account “other comprehensive income”. When a foreign investment is partially or fully written off for any reason, the respective exchange differences recorded in equity are recognized in the statement of operations as part of the gain or loss on the transaction.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.4 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and highly liquid investments with maturities of three months or less. They are convertible into a known amount and subject to an immaterial risk of change in value (Note 7).

2.5 Financial assets

2.5.1 Classification

Financial assets are classified upon initial recognition in the categories listed below. This classification depends on the purpose for which they were acquired.

(a) Held-for-trading financial assets – these are measured at fair value and they are held to be actively and frequently traded in the short term. The assets in this category are classified as current assets.

Derivatives are also categorized as held for trading unless they are designated for hedge accounting (Note 2.6).

(b) Loans and receivables - these are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets, except for those falling due more than 12 months after the balance sheet date, classified as non-current assets. The Company's loans and receivables comprise loans to related parties and accounts with associates (Note 11), trade accounts receivable (Note 9), other accounts receivable (Note 15), cash and cash equivalents (Note 7) and financial investments (Note 8).

(c) Held-to-maturity financial assets - these are financial assets acquired with the intention and financial capacity for their maintenance in the portfolio up to maturity. The Company's held-to-maturity financial assets comprise mainly quotas of investment funds in credit rights.

2.5.2 Recognition and measurement

Purchases and sales of financial assets are recognized on the trade date, usually when the Company commits to purchase or sell the asset.

Held-for-trading financial assets are carried at fair value on an ongoing basis.

Gains or losses arising from changes in the fair value of these financial assets are presented in "financial results" in the period in which they arise.

Loans and receivables are carried at amortized cost using the effective interest method. These assets are stated at cost of acquisition, plus earnings accrued, against profit or loss for the year.

Financial assets are derecognized when the corresponding rights to receive cash flows have been received or transferred and the Company has transferred substantially all risks and rewards of ownership of the related assets.

Eventual expenses with the acquisition or sale of held-for-trading financial assets are expensed in the statement of operations. For the other financial assets, these expenses, when significant, are added to their respective fair value.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

Dividends declared by associates assessed at cost are recognized in the statement of operations as part of the account “results from equity investments”.

2.5.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legal right to do to so and there is an intention to settle them on a net basis, or realize the asset and settle the liability simultaneously.

2.5.4 Impairment of financial assets

The Company permanently assesses the existence of objective evidence that a financial asset, classified as loans and receivables or held-to-maturity is impaired. The criteria the Company uses to determine that there is objective evidence of an impairment loss include:

- (i) significant financial difficulty of the issuer or debtor;
- (ii) a breach of contract by the issuer or debtor, such as a default or delinquency in interest or principal payments;
- (iii) it becomes probable that the borrower will enter bankruptcy or other financial reorganization; or
- (iv) the disappearance of an active market for that financial asset because of financial difficulties.

Losses are recorded when there is objective evidence of impairment as a result of one more events that occurred after the initial recognition of the asset and that loss event has an impact on the

future cash flows that can be reliably estimated.

The amount of any impairment loss is measured as the difference between the asset's carrying amount and the present value of future cash flows discounted at the financial asset's original effective interest rate. This methodology does not apply to the calculation of the provision for impairment.

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 related parties are not considered in this calculation.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.6 Derivative financial instruments and hedging activities

Derivatives are recognized at fair value on an ongoing basis. The recognition of the gain or loss in profit or loss depends on whether the derivative is designated as a hedging instrument.

(a) Designated as hedge accounting

The fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months.

Management may designate certain derivatives as hedges of a particular risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge). The Company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. It also documents its assessment, on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The effective portion of the changes in the fair value of hedge derivatives is recognized in “other comprehensive income”. These amounts are transferred to profit or loss for the periods in which the hedged item affects profit or loss. The ineffective portion is recognized immediately in the statement of operations as “financial result”.

When the 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 profit or loss when the hedged item or transaction affects profit or loss. If the hedged item or transaction is settled in advance or discontinued, the cumulative gain or loss in equity is immediately transferred to profit or loss for the year.

The cash flow hedge transactions carried out by the Company are described in Note 20.

(b) Derivatives at fair value through profit or loss

Derivatives not designated as hedge instruments are classified as current assets or liabilities. Changes in the fair value of these derivative instruments are recognized immediately in the statement of operations under “financial results”, regardless of the instrument contracted.

2.7 Trade accounts receivable

Trade accounts receivable are recognized at the amount billed net of the provision for impairment. The Company’s billing period is generally 30 days, therefore, the amount of the trade accounts receivable corresponds to their fair value on the date of the sale (Note 9).

2.8 Inventories

Inventories are stated at the lower between the average acquisition or production cost or at the estimated retail price, net of taxes. The Company determines the cost of its production using the absorption method, and uses the weighted average cost to determine the value of its inventories. Imports in transit are stated at the cost accumulated in each import (Note 10).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.9 *Non-current assets held for sale*

(a) **Held-for-sale assets**

Non-current assets are classified as held-for-sale when (i) their book value is not impaired by the sale; and (ii) when this sale is practically certain. These assets are assessed at the lowest value between book value and fair value less selling costs.

These assets are presented in a specific item on the balance sheet. For investments in subsidiaries, their assets and liabilities, after eliminating the balances held at such companies, these are also presented in the same item on the consolidated balance sheet.

Property, plant and equipment and intangible assets are no longer depreciated and/or amortized and the ownership interest in associated companies, subsidiaries and jointly-controlled companies classified as held-for-sale are no longer evaluated using the equity method.

(b) **Discontinued operations**

The Company classifies as discontinued the operations related to cash generating units or reportable operating segment that have been divested or are undergoing divestment and are classified as held-for-sale.

Profit or loss from discontinued operations is presented in a single item on the statement of operations for the fiscal year. In addition, detailed information is also reported, as follows:

(i) revenue, cost of sales, general and administrative expenses and profit or loss before income tax and social contribution;

(ii) income tax and social contribution;

(iii) gains and losses recognized upon measurement at sales value less selling expenses or upon sale of the available-for-sale assets that comprise the discontinued operation; and

(iv) income tax and social contribution related to item (iii) above.

Profit or loss from discontinued operations is recognized after eliminating the revenues and expenses arising from any commercial and financial operations carried out among the companies.

2.10 Investments in associates and other investments

Associates are all entities over which the Company has the power to participate in the financial and operating decisions without having control (significant influence). Investments in associates are initially accounted for at cost and subsequently using the equity method and they may include possible goodwill identified on acquisition, net of any accumulated impairment loss.

Unrealized gains on transactions between the Company and its associates are eliminated to the extent of the Company's interest in these investments.

Gains and losses arising from the dilution of or increase in investments in associates are recognized in the statement of operations.

Other investments are stated at acquisition cost, less provision for adjustments to market value, when applicable.

2.11 Investments in jointly-controlled subsidiaries

Jointly-controlled subsidiaries are all entities over which the Company shares, under an agreement, control with one or more parties. Investments in jointly-controlled subsidiaries are initially accounted for at cost and subsequently using the equity method.

The unrealized gains in operations between the Company and its jointly-controlled companies are eliminated proportionately to its interest in these investments.

2.12 Property, plant and equipment

Property, plant and equipment is stated at cost net of accumulated depreciation and provision for impairment, when applicable. The cost includes:

(a) the acquisition price and the financial charges incurred in borrowings during the phase of construction (Note 17), and all other costs directly related with making the asset usable; and

(b) the fair value of assets acquired through business combinations.

The assets intended for maintaining the Company's activities arising from financial lease operations are recorded initially at the lower of fair value or the present value of the minimum payment of the contract, and are depreciated on a straight-line basis over the term of the contract.

The financial charges are capitalized on the balance of the projects in progress using (i) an average funding 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 machinery, equipment and installations 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. Costs of materials and outsourced services that are directly attributable to these shutdowns are capitalized when (i) it is probable that future economic benefits associated with these costs will flow to the Company; and (ii) these costs can be measured reliably. Expenses with each scheduled shutdown are included in property, plant and equipment items that were the subject matter of the stoppage and are fully depreciated until the beginning of the following related stoppage.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

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. The average depreciation and depletion rates used, determined based on the useful lives of the assets, are presented in Note 3.4.

Land has an indefinite useful life, therefore, it is not depreciated.

Projects in progress are not depreciated. Depreciation begins when the assets are available for use.

The useful life is annually reviewed by the Company. The Company does not attribute a residual value to assets due to its insignificance.

2.13 Intangible assets

The group of accounts that comprise the intangible assets is the following:

(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 IFRS and represent the excess of the amount paid over the amount of equity of the entities acquired. Upon adoption of IFRS, the Company applied the exemption related to business combinations prior

to January 1, 2009 and did not remeasure these amounts. This goodwill has not been amortized since that date and it is tested annually for eventual impairment.

Goodwill is accounted for at cost, net of accumulated impairment losses, when applicable. Impairment losses are not reversed.

(b) Trademarks 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 15 and 20 years)

Expenditures with research and development are accounted for in profit or loss as they are incurred.

(c) 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 11 and 19 years).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(d) Software

Software is recorded at cost net of accumulated amortization and provision for impairment, when applicable. Cost includes the acquisition price and/or internal development costs and all other costs directly related with making the software usable. 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.

2.14 Impairment of non-financial assets

Assets that have indefinite useful lives, for example goodwill based on future profitability, are not subject to amortization and are tested annually for impairment. This goodwill is allocated to the Cash Generating Units (“CGU”) or operating segments for the purposes of impairment testing.

Assets that that have defined useful lives are reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized when the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of (i) an asset’s fair value less costs to sell; (ii) and its value in use. Taking into consideration the peculiarities of the Company’s assets, the value used for assessing impairment is the value in use, except when specifically indicated otherwise. The value in use is estimated based on the present value of future cash flows (Note 3.6).

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are identifiable cash flows that can be CGUs or operating segments.

Non-financial assets other than goodwill that were adjusted due to impairment are subsequently reviewed for possible reversal of the impairment at least at the balance sheet date.

2.15 Trade payables

Trade payables are obligations arising from the acquisition of goods or services in the ordinary course of business and they are recorded at the amount billed. When applicable, they are recorded at present value based on interest rates that reflect the term, currency and risk of each transaction. The Company calculates the adjustment to present value for operations that have material impact on its financial statements.

2.16 Borrowings

Borrowings are recognized initially at fair value and net of the transaction costs incurred in structuring the transaction, when applicable. Subsequently, borrowings are presented with the charges and interest in proportion to the period incurred.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.17 Provisions

Provisions are recognized in the balance sheet when (i) the Company has a present legal, contractual or constructive obligation as a result of past events, (ii) it is probable that an outflow of financial resources will be required to settle the obligation and (iii) the amount can be reliably estimated.

The provisions for tax, labor and other contingencies are recognized based on Management's expectation of probable loss in the respective proceedings and supported by the opinion of the Company's external legal advisors (Note 23).

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. Subsequently, and until the liability is settled, these contingent liabilities are measured at the higher of the amount recorded in the business combination and the amount that would be recognized under IAS 37.

Provisions are measured at the present value of the expenditures required to settle the obligation using a rate before tax effects that reflects current market assessments. The increase in the provision due to passage of time is recognized in "financial results".

2.18 Current and 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 recorded in equity.

Deferred income tax and social contribution are recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. On the other hand, the deferred income tax and social contribution are not accounted for if they arise from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting, nor taxable profit or loss.

Deferred income tax and social contribution assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized based on projections of future results prepared and based on internal assumptions and future economic scenarios that will allow for their utilization. The amounts accounted for and projections are regularly reviewed.

Deferred income tax and social contribution assets and liabilities are presented net in the balance sheet when there is a legally enforceable right to offset them upon the calculation of current taxes. Accordingly, deferred tax assets and liabilities in different companies or countries are generally presented separately, and not on a net basis.

Management periodically evaluates positions taken by the Company in income tax returns with respect to situations in which applicable tax regulation is subject to interpretation.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.19 Post-employment benefits

The Company sponsors a defined contribution plan and defined benefit plans.

(i) Defined contribution plan

For the defined contribution plan, the Company pays contributions to private pension plan on contractual or voluntary bases. As soon as the contributions are paid, the Company does not have any further obligations related to additional payments.

(ii) Defined benefit plan

The defined benefit plans are financed by the payment of contributions to pension funds and the use of actuarial assumptions is necessary to measure the liability and the expenses of the plans, as well as the existence of actuarial gains and losses.

The liability recognized in respect of these plans is the present value of the defined benefit obligation at the balance sheet date, less the fair value of plan assets, adjusted by actuarial gains or losses and past-service costs.

The Company adopts the corridor approach to recognize actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions. Actuarial gains and losses that exceed the higher of 10% of plan assets or 10% of plan liabilities, are charged or credited to profit or loss according to the average remaining service period of the fund participants.

Past-service costs are recognized immediately in profit or loss on a straight-line basis over a period equivalent to the vesting period.

2.20 Contingent assets and liabilities and judicial deposits

The recognition, measurement and disclosure of contingent assets and liabilities and judicial deposits are performed in accordance with IAS 37 as follows:

- (i) Contingent assets – are not recognized in the books, except when management considers, supported by the opinion of its external legal advisors, the gain to be virtually certain or when there are secured guarantees or for which a favorable final and unappealable decision has been rendered.

- (ii) Contingent liabilities – are not recognized, except when management considers, supported by the opinion of its external legal advisors, that the chances of an unfavorable outcome is probable. For unrecognized contingencies, the Company discloses the main proceedings for which an unfavorable outcome is assessed as possible in (Note 28).

- (iii) Judicial deposits – are maintained in non-current assets without the deduction of the related provisions for contingencies or legal liabilities, unless such deposit can be legally offset against liabilities and the Company intends to offset such amounts.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.21 Distribution of dividends

The distribution of dividends to shareholders of the company is recognized based on Brazilian corporate law and on the bylaws of the Company.

Upon closing the balance sheet, the amount corresponding to the minimum mandatory dividend (Note 29(b)) is registered in current liabilities under “dividends and interest on capital payable” since it is considered a legal obligation provided for in the bylaws of the Company. The portion of dividends that exceeds the minimum mandatory amount is represented in “proposed additional dividend”, in the profit reserve group under shareholders' equity. Once approved by the shareholders' meeting, this portion is transferred to current liabilities.

2.22 Leases

Leases in which a significant portion of the risks and rewards of ownership of the assets is retained by the lessor are classified as operating leases. Payments made under these leases are charged to the statement of operations on a straight-line basis over the period of the lease.

The contracts in which the Company holds substantially all risks and rewards of ownership of the assets, are classified as finance leases and recognized under liabilities in “other payables” as a contra-entry to property, plant and equipment.

2.23 Recognition of sales revenue

Sales revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of taxes, returns and rebates.

Revenue from the sale of goods is recognized when (i) the amount of revenue can be reliably measured and the Company no longer has control over the goods sold; (ii) it is probable that future economic benefits will be received by the Company; and (iii) all legal rights and risks and rewards of ownership have been transferred to the customer. 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 at which the legal right, as well as the risks and rewards, are substantially transferred to the customer and determined as follows:

(i) for contracts in which the Company is responsible for freight and insurance, the legal right, as well as the risks and rewards, are transferred to the customer after the good is delivered at the contractually agreed destination;

(ii) for contracts in which the freight and insurance are the responsibility of the customer, the risks and rewards are transferred at the moment the goods are delivered at the client's shipping company; and

(iii) for contracts in which the delivery of the goods involves the use of pipelines, particularly basic petrochemicals, the risks and rewards are transferred immediately after the Company's official measures, which is the point of delivery of the goods and transfer of their ownership

The cost of freight services related to sales, transfers to storage facilities and product transfers are included in cost of sales.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.24 Rules, changes and interpretations of standards that will be in force in 2013

Rules, changes and interpretations of standards that will be in force in 2013 and have not been adopted early by the Company:

- (a) IAS 19 “Employee benefits” was amended in June 2011 and its main impacts of the changes follow:
- (i) elimination of the possibility of using the “corridor method” (permission for actuarial gains and losses up to the limit of 10% of the present value of the defined benefit obligation or 10% of the fair value of the plan’s assets, the greater of the two values, to be recognized as profit or loss for the remaining average working life of participants in the plan);
 - (ii) recognition of actuarial gains and losses under “other comprehensive income”, as they occur. These amounts will not be carried to the profit or loss of the fiscal year, remaining under equity in Other Comprehensive Income.
 - (iii) immediate recognition of the costs of past services in the profit or loss; and
 - (iv) substitution of the participation cost and expected return on the plan’s assets for a net participation amount calculated by applying the discount rate to the assets (liabilities) of the net defined benefit.

This rule will not cause material impacts for Braskem, since the withdrawal of sponsorship by the Company for the two largest defined benefit plans was approved in 2012. For the remaining plans, the unrecognized balance of actuarial loss, at December 31, 2012, was R\$19,218.

The rule applies to fiscal years beginning as of January 1, 2013.

(b) IFRS 10 “Consolidated financial statements”. The new standard is based on existing principles and identifies the concept of control as the dominant factor when determining whether an entity should be included in the consolidated financial statements of the Parent Company. The standard provides additional guidance for determining control.

The Company analyzed this standard and concluded that it will not cause any impacts on its consolidated financial statements.

The rule applies to fiscal years beginning as of January 1, 2013.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(c) IFRS 11 – “Joint arrangements” was issued in May 2011. The standard provides more realistic reflections of joint arrangements by focusing on the rights and obligations under the arrangement instead of on its legal form. There are two types of joint arrangements:

(i) joint operation - when one of the parties has rights to the assets and obligations relating to the arrangement and, as a result, will record its share of the assets, liabilities, revenues and expenses; and

(ii) joint venture – when one of the parties has rights to the net assets of the arrangement and will record the investment by the equity method.

The proportional consolidation method will no longer be permitted for joint control.

The adoption of this standard will have no impacts on the Company, since it already adopts the equity method for investments in jointly-controlled companies.

The rule applies to fiscal years beginning as of January 1, 2013.

(d) IFRS 12 – “Disclosure of interest in other entities”. The standard deals with disclosure requirements for all forms of interest in other entities, including joint arrangements, associations, specific-purpose interest and other forms of interest that are not booked.

The Company analyzed the standard and concluded that there will be no impacts on its consolidated financial statements.

The rule applies to fiscal years beginning as of January 1, 2013.

(e) IFRS 13 - "Fair value measurement" was issued in May 2011. The objective of the standard is to increase consistency and reduce the complexity of fair value measurement, providing a more precise definition and a single source of fair value measurement and its disclosure requirements under IFRS. The requirements do not expand the use of fair value booking, but rather provide instructions on how to apply it when already required or allowed under other IFRS standards.

The Company analyzed the standard and its impact will be to expand the respective Notes on the matter in the financial statements.

The rule applies to fiscal years beginning as of January 1, 2013.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

2.25 Rules, changes and interpretations of standards that are not yet in force

Rules, changes and interpretations of standards that currently are not in force and have not been adopted early by the Company and its subsidiaries:

IFRS 9 – “Financial Instruments” outlines the requirements for the classification, measurement and recognition of financial assets and liabilities IFRS 9 was issued in November 2009 and October 2012 and substitutes the paragraphs in IAS 39 related to the classification and measurement of financial instruments. IFRS 9 required classification of financial assets into two categories: measured at fair value and measured at amortized cost. Classification is determined when the financial asset is initially recognized. Classification depends on the business model of the entity and the characteristics of the cash flow arrangements of the financial instruments. For financial liabilities, the standard maintains most of the requirements under IAS 39. The main change is when the fair value option is adopted for financial liabilities, in which case the portion of change in fair value that is attributable to changes in the credit risk of the entity is registered in other comprehensive income and not in the statement of operations, except for cases in which this results in accounting mismatches. The standard will be applicable as of January 1, 2015.

IAS 32 – “Financial Instruments: Presentation” provides further clarification in addition to the application guidance in IAS 32 on the requirement to offset financial assets and liabilities in the balance sheet The standard will be applicable as of January 1, 2014.

IAS 1 – “Presentation of Financial Statements” – the main change was the requirement that entities group the items presented under other comprehensive income based on whether or not they are potentially reclassifiable to the subsequent profit or loss (reclassification adjustments) This change, however, does not establish which items should be presented under other comprehensive income. The standard will be applicable as of July 1, 2013.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

3 Application of critical accounting practices and judgments

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.

In order to provide an understanding of the way the Company forms its judgments on future events, the variables and assumptions used in estimates are presented below:

3.1 Deferred income tax and social contribution

The Company keeps a permanent record of deferred income tax and social contribution 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.

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. This information is in the Business Plan, which is approved by the Board of Directors at the end of the second half of every year. This plan is prepared by the Executive Board and its main variables, such as the price of the products manufactured by the Company, price of naphtha, exchange variation, interest rate, inflation rate and fluctuations in the supply and demand of inputs and finished products are obtained from specialized external consultants. The Company annually reviews the projection of taxable income. If this projection shows that the taxable income will not be sufficient to absorb the deferred tax, the

corresponding portion of the asset that cannot be recovered is written-off.

3.2 Pension plans – defined benefit

The Company recognizes the obligation of the employee defined benefit plans and related costs, by adopting the following practices:

- (i) the plan cost is determined by actuaries using the projected unit credit method and the best estimates of the plan's manager and the Company of the expected performance of the plan's investments, salary growth, retirement age of employees and discount rates; and
- (ii) the plan assets are stated at fair value.

The discount rate used to determine the present value of future benefit obligations is a combination of the estimate for the market interest rate and annual inflation.

Additionally, actuaries, supported by the plan's manager, also use subjective factors such as rescission, turnover and mortality rates to estimate these factors. The actuarial assumptions used in the Company's plans can be materially different from the actual results due to changes in economic and market conditions, regulatory events, court decisions, higher or lower rescission rates or longer or shorter longevity of participants (Note 25).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

3.3 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 caused, in certain periods, 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 recognized in its financial statements may not necessarily represent the amount of cash that the Company would receive or pay upon the settlement of the transactions.

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.

3.4 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 reviewed at the end of every year by the Company's technicians in order to check whether they need to be changed. In December 2012, this analysis concluded that the useful lives applied in 2011 and 2012 should be maintained in 2013.

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, volume 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 absolutely 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:

	Percentage (%)	
	2012	2011
Buildings and improvements	3.59	3.46
Machinery, equipment and installations	7.25	6.91
Mines and wells	9.01	9.01
Furniture and fixtures	10.75	10.86
IT equipment	20.50	20.80
Lab equipment	9.90	10.18
Security equipment	9.99	9.96
Vehicles	18.71	20.00
Other	19.54	22.59

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

3.5 Business combination

In accordance with IFRS 3, the Company must allocate the cost of the assets acquired, and the contingencies and liabilities assumed based on their estimated fair values on the acquisition date.

The Management of the Company exercises a significant amount of judgment when measuring tangible assets, identifying and measuring intangible assets, identifying and measuring risks and contingencies, measuring other assets acquired and liabilities assumed and determining remaining useful lives. The use of assumptions in risk measurements and assessments may result in estimated amounts that differ from the assets acquired and liabilities assumed. The Company contracts specialized companies to support it in these activities.

If the future results are not consistent with the estimates and assumptions used, the Company may be exposed to losses that may be material.

3.6 Impairment test for tangible and intangible assets

(a) Tangible and intangible assets with defined useful lives

On the balance sheet date, the Company makes an analysis to determine if there is evidence that the amount of long-lived tangible assets and intangible assets with defined useful lives will not be recoverable. This analysis takes into consideration, among others, the following variables that are relevant to the Business Plan mentioned in (Note 3.1): (i) evolution of Industrial Gross Domestic Product; (ii) price of naphtha; (iii) evolution of Brazil's Gross Domestic Product; (iv) inflation; and (v) foreign exchange rates. The Company uses scenarios projected by specialized consultants to estimate these variables.

When some indication that the amount of these assets will not be recovered is identified, the Company compares the book value of such assets with the respective value in use. For this test, the Company uses the cash flow that is prepared based on the Business Plan. The assets are allocated to the CGUs as follows:

Basic petrochemicals operating segment:

- CGU UNIB Bahia: represented by assets of the basic petrochemicals plants located in the state of Bahia;
- CGU UNIB South: represented by assets of the basic petrochemicals plants located in the state of Rio Grande do Sul;
- CGU UNIB Southeast: represented by assets of the basic petrochemicals plants located in the states of Rio de Janeiro and São Paulo;

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 Green PE plant located in Brazil;

Vinyls operating segment:

- CGU Vinyls: represented by assets of PVC plants and chloride soda located in Brazil;

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

International businesses operating segment:

- CGU Polypropylene USA: represented by assets of PP plants located in the United States;
- CGU Polypropylene Germany: represented by assets of PP plants located in Germany;

Chemical Distribution operating segment:

- This segment was represented by assets of the subsidiaries Quantiq and IQAG and was discontinued after the decision was made to sell these companies (Note 6).

(b) Goodwill based on future profitability and intangible assets with indefinite useful lives

Whether there are indications that the amount of an asset may not be recovered or not, the balances of goodwill from future profitability arising from business combinations and intangible assets with indefinite useful lives are tested for impairment at least once a year at the balance sheet date.

For the purposes of testing impairment, the Company allocated the goodwill existing at the CGU UNIB South and in the Polyolefins and Vinyls operating segments. The Company's management allocated the goodwill to the Polyolefins segment based on the way this goodwill is internally managed. The existing goodwill 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 supplied by the Braskem S.A., 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 and assets for impairment in the ambit of their operating segment since the benefits of the synergies are associated with all units acquired.

3.7 Provisions and contingent liabilities

The contingent liabilities and provisions that exist at the Company are mainly related to discussions in the judicial and administrative spheres arising from primarily labor, pension, civil and tax lawsuits and administrative procedures.

Braskem's Management, 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, that is, 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 28). 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. 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 (Note 23).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

Remote loss – these are proceedings for which the risk of loss is small. In percentage terms, this probability is lower than 25%. For these proceedings, the Company does not recognize a provision nor does it disclose them in a note to the financial statements regardless of the amount involved.

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, such as refinancing programs (REFIS) implemented in Brazil at the Federal level, 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.

4 Risk management

Braskem is exposed to (i) market risks arising from variations in commodity prices, foreign exchange rates and interest rates; (ii) the credit risks of its counterparties in cash equivalents, financial investments and trade accounts receivable; and (iii) liquidity risks to meet its obligations from financial liabilities.

Braskem adopts procedures for managing market and credit risks that are in conformity with the 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 risk

Braskem prepares a sensitivity analysis for each type of market risk to which it is exposed, which is presented in Note 20.4.

(a) Exposure to commodity risks

Braskem is exposed to the variation in the prices of various commodities and, in general, seeks to transfer the variations caused by fluctuations in market prices. In addition, the Company entered into derivative operations to hedge against the exposure to risks arising from isolated transactions involving the commodities naphtha and ethanol (Note 20.2.1). Also, an immaterial part of sales may be performed based on fixed-price contracts or contracts with a maximum and/or minimum fluctuation range. These contracts can be commercial agreements or derivative contracts associated with future sales.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(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 Brazilian real 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, 2012, Braskem prepared a sensitivity analysis for its exposure to U.S. dollar risk, as informed in Note 20.4(c).

(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"), in fixed rates in Brazilian real and in the Interbank Certificate of Deposit ("daily CDI") rate.

In the year, Braskem held swap contracts designated as hedge accounting (Note 20.2.1) in which it: (i) receives the pre-contractual rate and pays the CDI overnight rate; and (ii) receives Libor and pays a fixed rate.

On December 31, 2012, Braskem prepared a sensitivity analysis for the exposure to the floating interest rates Libor, CDI and TJLP, as informed in Notes 20.4(d) (e) and(f).

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, 2012, 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. (Brasil) Banco Votorantim S.A. Banco West LB do Brasil S.A. Banco Caixa Geral – Brasil S.A. and Banco Bradesco S.A. Approximately 55% of the amounts held in cash and cash equivalents (Note 7) and financial investments (Note 8) are contemplated by these agreements, whose related liabilities are accounted for under “borrowings” (Note 19). 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.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

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, 2012, the balance of trade accounts receivable was net of allowance for doubtful accounts of R\$256,884 (R\$253,607 in 2011) (Note 9).

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 short-term obligations, determined based on the operating disbursements projected for the following month; and (ii) ensuring that the Company maintains liquidity during potential crises. These amounts are calculated based on the projected operating cash generation, less short-term debts, working capital needs and other items.

Some of Braskem's borrowing agreements had financial covenants that linked net debt and the payment of interest to its consolidated EBITDA (earnings before interest, tax, depreciation and amortization) (Note 19 (h)), which were monitored on a quarterly basis by the Company's Management. These agreements were settled in the third quarter of 2012 and the Company no longer holds commitments of this nature.

Additionally, Braskem has three revolving credit lines, that may be used without restrictions in the amounts of: (i) US\$350 million, for a period of four years as from November 2012; and (ii) US\$250 million, for a period of five years as from August 2011; and (iii) R\$450 million, for a period of three years as from December 2012. These credit facilities enable Braskem to reduce the amount of cash it holds. On December 31, 2012, Braskem had not drawn any credit from these lines.

The table below shows Braskem's financial liabilities by maturity, corresponding to the period remaining between the balance sheet date and the contractual maturity date. These amounts are calculated from undiscounted cash flows and may not be reconciled with the balance sheet.

Until

More than

Fair value

	Note	one year (i)	Between one and two years (i)	Between two and five years (i)	five years (i)	total
Current						
Trade payables		8,897,597				8,897,597
Borrowings		1,912,252				1,912,252
Derivatives	20.2.1	293,378				293,378
Other payables	(ii)	260,649				260,649
Non-current						
Borrowings			1,947,669	4,111,398	19,656,704	25,715,771
Other payables	(iii)		155,966	166,381		322,347
At December 31, 2012		11,363,876	2,103,635	4,277,779	19,656,704	37,401,994

(i) The maturity terms presented are based on the contracts signed.

(ii) Refers to amounts payable to non-controlling shareholders of Braskem Idesa (Note 27(a)(i)).

(iii) Refers to amounts payable to BNDES Participações S.A., as part of the business combination with Quattor (Note 27(b)).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

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 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.

As is also the case of liquidity, capital is not managed at the Parent Company level, but rather at the consolidated level.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

5 Business combination

5.1 Quattor Participações S.A. (current Braskem Qpar)

On January 22, 2010 the shareholders of the Braskem S.A.; (Odebrecht, OSP, Petrobras e Petroquisa), together with Unipar, entered into an Investment Agreement to establish the terms for the acquisition by the Company and of the investments held by Unipar in the petrochemical industry, allowing for the consolidation of Petrobras' petrochemical investments in Braskem.

On April 27, 2010, the Company purchased 143,192,231 of Quattor shares representing 60% of its total capital and paid the amount of R\$ 659,454 to Unipar. On April 30, 2010, the Company acquired the control of Quattor and, at the Ordinary General Shareholders' Meeting, it appointed the members of Quattor's Board of Directors and this date is the date of acquisition for the purposes of accounting for this business combination.

Under the Investment Agreement of January 22, 2010, when the Company acquired 60% of Quattor's voting capital, it undertook to acquire the following interests:

- (i) 40% of the voting capital of Quattor held by Petrobras through the exchange of 18,000,087 shares issued by the Company;
- (ii) 33.3% of the voting capital of Polibutenos S.A. held by Unipar for a cash consideration of R\$ 22,326;
- (iii) 0.68% of non-controlling interests in Quattor Química; these non-controlling shareholders have a tag along right to sell their shares for up to 80% of the price paid to the controlling shareholder);

(iv) 25% of the voting capital of Riopol held by BNDESPAR.¹

¹ As part of the acquisition of Quattor, the Company assumed the obligation under a put option entered into by Unipar and BNDESPAR (Note 1(b.1)). Under this put option and a similar put option entered into by Petrobras, Unipar and Petrobras, former owners of a 75% interest in Riopol, agreed to repurchase a 25% (being 15% by Unipar and 10% by Petrobras) non-controlling interest of Riopol from BNDESPAR at the end of a five-year period (that commenced on January 15, 2008), or at an earlier time during that period in the event that BNDESPAR decided to exercise the option earlier. Under the terms of the option, the purchase price of these shares would be equal to the total amount originally invested by BNDESPAR, corrected by a contractually agreed interest rate.

At the acquisition date, the fair value of the option entered by Unipar was R\$ 205,121, based on the amount originally invested corrected by the contractual interest rate. On August 9, 2010, BNDESPAR exercised the put option and Braskem acquired 190,784,674 common shares and 30 preferred shares of Riopol for R\$ 209,951. The change in the fair value of this put option totaled of R\$ 4,830 and was recorded as an expense.

Although the Company did not obtain the legal right over the aforementioned shares of the companies on the acquisition date, all the events described above were accounted for on April 30, 2010, since the Investment Agreement set forth the Company's obligation to acquire all of the remaining shares. Subsequently, all interests were acquired under the Investment Agreement.

The table below summarizes the consideration paid to the shareholders' of the Quattor Group and the amounts of the assets acquired and liabilities assumed recognized on the date of acquisition, as well as the fair value on the date of the acquisition of the non-controlling interests in Quattor.

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated****Consideration paid**

Cash	704,298
Shares issued (the amount of R\$250,049 also includes Braskem shares issued for the purchase of other interests in this business combination)	250,049
BNDESPAR put option assumed by the Company and other obligations	218,739
Total consideration transferred (A)	1,173,086

Fair value of identifiable assets and assumed liabilitiesCurrent assets

Inventory	823,012
Other current assets	1,383,104

Non-current assets

Property, plant & equipment	7,531,158
Intangible	560,430
Other non-current assets	990,850

Current liabilities

2,903,113

Non-current liabilities

Other provisions	220,619
Deffered income tax and social contribution	623,173
Other non-current liabilities	5,527,104

Total identifiable assets and assumed liabilities (B) 2,014,545**Business combination result (A) – (B) 841,459**

The gain (bargain purchase) of R\$ 841,459 is recorded in a specific account in the income statement for 2010 called “gain (loss) from business combinations”. This bargain purchase was attributable to the terms of negotiation with the shareholders of Quattor.

The fair value of the Company’s shares issued in these transactions was determined based on the BM&FBovespa closing price on April, 30, 2010 and totaled R\$ 197,101.

The fair value of the assets acquired and liabilities assumed was estimated by an independent appraiser and the main results are described below:

(i) The fair value of inventories was determined taking into consideration the sales price, net of taxes, on the date of the evaluation of the assets using the market approach method. The difference between the market value and the carrying amount of inventories was R\$ 68,009.

(ii) The method used to evaluate property, plant and equipment was the cost replacement approach method. Management, together with its external appraisers, understands that the use of the market approach method using the unit values of each asset that composes the plant would not reflect the economic value of the plant, since they would not consider the costs of the installed technology, costs of supporting installations and the active connection with production and distribution (going concern). In the evaluation process, the following information was used: (i) cost of installation of similar plants; (ii) most recent quotes for the expansion and replacement of similar assets; and (iii) cash price for the replacement of the asset, taking into consideration the working conditions on the date of inspection, among other. The adjustment booked over the historical Quattor property, plant and equipment book value of R\$ 6,039,067 was in the amount of R\$ 1,492,091. Therefore, after the adjustments, the fair value of property, plant and equipment registered in the acquisition was in the amount of R\$ 7,531,158.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

(iii) As a result of the evaluation, net gains on future cash flows were identified for the commercial contracts with customers and suppliers that were brought to present value at a discount rate of 14.1% a year. Additionally, the costs of registration and product placement were considered and, in technology, the expenses incurred with personnel and the administrative expenses for the research conducted together with the Federal University of Rio de Janeiro were also considered. The identifiable intangible assets related to brands, technology, contracts with customers and suppliers totaled R\$ 393,878.

(iv) Many tax contingencies were recognized and the chances of an unfavorable outcome for these contingencies are possible based on the evaluation of the value of the matter in dispute and probability of loss estimated by external legal advisors. The provisions recognized refer to lawsuits related to the State Value-Added Tax (ICMS), Social Integration Program (PIS), Social Contribution on Revenues (COFINS), Income Tax (IR) and Social Contribution on Income (CSL) totaling R\$ 210,695.

(v) The fair value of loans and financing was determined using the income approach method however, the fair value effects were not recognized since these loans included clauses that provided for the advanced settlement were settled in 2010 and the effects were annulled in profit or loss for that year.

The 2010 net sales revenue included in the consolidated income statement since April 30, 2010 includes R\$ 4,412,244 in net revenues from Quattor. Quattor also contributed with profit of R\$ 58.461 in the same period.

The acquisition of Quattor was subject to the final approval of CADE. Brazilian Corporate Law allows for the completion of this transaction before the final approval by the Brazilian antitrust authorities, unless CADE issues a writ of prevention against the transaction. This transaction was submitted for CADE's analysis on February 5, 2010. On February 23, 2011, the transaction was approved with no significant restrictions.

5.2 Sunoco Chemicals

Edgar Filing: BRASKEM SA - Form 6-K

On April 1, 2010, Braskem acquired 100% of Sunoco Chemicals' shares for R\$ 620,838 (US\$ 351 million). The name of this subsidiary was changed to Braskem PP Americas Inc. (currently named Braskem America). Headquartered in Philadelphia, Braskem America has three polypropylene plants located in the states of Texas, Pennsylvania and West Virginia that had an aggregate annual installed capacity of 950,000 metric tons (unaudited), representing approximately 13% of the total installed polypropylene production capacity in the United States. Additionally, Braskem America also has a technology center in Pittsburgh, Pennsylvania.

The date of acquisition of control over the operating and financial policies of PP Americas is April 1, 2010, date from which the Company started to appoint all the members of this subsidiary's Board.

The following table summarizes the consideration paid to the former shareholders of Sunoco Chemicals and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date.

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated****Consideration transferred**

Cash	620,838
Total consideration transferred (A)	620,838

Fair value of the identifiable assets and liabilities assumedCurrent assets

Inventory	177,070
-----------	---------

Non-current assets

Property, plant & equipment	628,698
Intangible	285,464
Other non-current assets	11,262

Current liabilities

6,597

Non-current liabilities

Deferred income tax and social contribution	330,421
Other non-current liabilities	18,549

Total identifiable assets and liabilities assumed (B)	746,927
--	----------------

Business combination result (A) – (B)	126,089
--	----------------

The gain (bargain purchase) of R\$ 126,089 is recorded in a specific account in the income statement for 2010 called “results from business combinations”.

The fair value of the assets acquired and liabilities assumed was estimated by an independent appraiser and the main results are described below:

- (i) The fair value of inventories was determined taking into consideration the sales price, net of taxes, on the date of the evaluation of the assets by the experts using the market approach method.
- (ii) The method used to evaluate property, plant and equipment was the cost approach method. Management, together with its external appraisers, understands that the use of the market approach method using the unit values of each asset that composes the plant would not reflect the economic value of the plant, since they would not consider the costs of the installed technology, costs of supporting installations and the active connection with production and

distribution (going concern). In the evaluation process, the following information was used: (i) cost of installation of similar plants; (ii) most recent quotes for the expansion and replacement of similar assets; and (iii) cash price for the replacement of the asset, taking into consideration the working conditions on the date of inspection, among other.

(iii) As a result of the evaluation, net gains on future cash flow were identified for the commercial contracts that were brought to present value at a discount rate of 15% a year. The identifiable intangible assets relate to technology and contracts with suppliers.

The net revenue included in the consolidated income statement since April 1, 2010 includes R\$ 1,891,487 in net revenues from PP Americas' operations. PP Americas also contributed with a profit of R\$ 172,735 in the same period.

This transaction was approved by CADE on November 3, 2010 and by the U.S. antitrust agency on March 22, 2010.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

5.3 Unipar Comercial

On May 10, 2010, the Company acquired 100% of the voting capital of Unipar Comercial. On the same date, the Company acquired the control over its management and, therefore, this date was considered for accounting for the business combination. The total cash consideration paid for the acquisition was R\$ 27,104 and the fair value of the assets acquired and liabilities assumed was R\$ 35,138. The adjustment that was booked over the historical book value, in the amount of R\$ 8,342, arose from the evaluation of property, plant and equipment, and on this amount, deferred income tax and social contribution liabilities, amounting to R\$ 4,139, was also recognized. A bargain purchase gain of R\$ 7,735 was recognized in the income statement for 2010 within “results from business combinations”. CADE approved this transaction on February 23, 2011.

5.4 PP assets abroad – Dow Chemical

On September 30, 2011, Braskem, through its subsidiaries Braskem America and Braskem Alemanha, acquired the PP business of Dow Chemical for R\$608 million (US\$323 million). On the same date, the amount of R\$312 (US\$166 million) was paid, which corresponds to the portion of accounts payables that were assumed in the transaction.

The agreement also provided for adjustments to the amount paid based on the variation in trade accounts receivable and inventory, for which the final amount was a receivable of R\$24 million (US\$12 million) by the acquirers.

The negotiation included four industrial units, of which two are in the United States and two in Germany, with combined annual production capacity of 1,050 thousand tons (unaudited) of PP.

The negotiation involved the acquisition mainly of industrial plants, trade accounts receivable, inventory and assumed liabilities related to the business operation. In the United States, the acquired plants are located in the state of Texas and have annual capacity of 505 thousand tons (unaudited). In Germany, the acquired plants are located in Wesseling and Schkopau and have annual production capacity of 545 thousand tons (unaudited).

The amount paid included trade accounts receivable and inventory located in Mexico through the subsidiary Braskem México, in the amount of R\$13 million (US\$8 million), net of the accounts payable assumed. Since it represented an isolated asset acquisition closed in the short term with the sale of inventory and the financial settlement of accounts receivable and payable, this part of the operation was not considered a business combination.

The effective settlement of the operation by the parties occurred on September 30, with financial settlement on October 3, 2011. Until the effective payment to Dow Chemical, the acquirers did not make any relevant decisions regarding the operations of the plants, which began to occur only after October 3. The rights and obligations generated as of October 1, 2011 are the responsibility of the acquirers, such as the inventory produced and the new obligations assumed.

The reasons mentioned above led to the conclusion that the acquisition of control occurred on October 3, 2011, the date of the registration of the business combination and as of when the acquired assets and liabilities were consolidated into Braskem's financial statements.

This acquisition was approved by Brazil's antitrust authority CADE on February 8, 2012, by the corresponding U.S. regulatory body on September 9, 2011, and by the European antitrust authorities on September 28, 2011.

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated**

The allocation of the amounts of the assets acquired and liabilities assumed in the financial statements for the year ended December 31, 2011 was made on a preliminary basis by the acquirers. The Company contracted independent experts to measure the fair value of this acquisition, which was concluded in the second quarter of 2012. As a result of this assessment, and as required by IFRS 3, the Company recognized, retrospectively, among other amounts, the following main amounts in the 2011 financial statements:

(i) addition of property, plant and equipment, in the amount of R\$36,526;

(ii) effect on deferred income tax loss, in the amount of R\$15,021.

The Company also recognized a credit, in the amount of R\$8,540, related to an adjustment in the amount paid, as provided for by the initial agreement.

Therefore, the Company recognized a gain (bargain purchase) of R\$30,045 (US\$16 million) in the specific line on the statement of operations for fiscal year 2011 referred to as “results from business combinations”. The Company also recognized depreciation on the fair value adjustment in the amount of R\$1,992, and its deferred income tax effect in the amount of R\$639.

The following table summarizes the consideration paid to Dow Chemical and the fair values of the assets acquired and liabilities assumed, which were recognized retrospectively in the financial statements of December 31, 2011:

	United States	Germany	Total business combination	Mexico	Total
Consideration transferred					
Cash	285,135	285,551	570,686	13,214	583,900
Total consideration transferred (A)	285,135	285,551	570,686	13,214	583,900

Fair value of the identifiable assets and liabilities assumedCurrent assets

Trade accounts receivable	143,932	133,438	277,370	18,948	296,318
Inventories	161,617	126,385	288,002	12,661	300,663

Non-current assets

Property, plant and equipment	137,186	222,483	359,669		359,669
-------------------------------	---------	---------	---------	--	---------

Current liabilities

Trade accounts payables	(140,558)	(153,310)	(293,868)	(18,395)	(312,263)
Other payable accounts	(845)	(141)	(985)		(985)

Non-current liabilities

Deferred income tax	(6,374)	(8,647)	(15,021)		(15,021)
Pension plans		(14,436)	(14,436)		(14,436)

Total identifiable assets acquired and liabilities assumed (B)

	294,959	305,773	600,731	13,214	613,945
--	----------------	----------------	----------------	---------------	----------------

Result of business combination (A) - (B)

	9,824	20,222	30,045		30,045
--	--------------	---------------	---------------	--	---------------

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

A specialized independent company estimated the fair value of assets acquired and liabilities assumed, based on the following assumptions:

- (i) the fair value of trade accounts receivable was calculated based on the collectability of the receivables acquired;
- (ii) the fair value of inventory was calculated considering the net realizable value of inventories;
- (iii) the method used to calculate the value of property, plant and equipment was the “replacement cost approach”, reduced by economic and functional obsolescence. The Management, together with its external valuation experts, believed that because it uses the unit value of each asset comprising the plant, the “market approach” would not reflect the actual economic value, since it would not consider the costs with the technologies installed, installation-support and the active connection with the production and distribution system. During the valuation process, the following information was considered: (a) the installation cost of similar plants; (b) the most recent quotes for the expansion and replacement of similar assets; (c) the cash price for replacing the asset, considering the use conditions on the inspection date; and (d) the projected cash flows of the business.
- (iv) the fair value of trade payables was determined based on the amount paid to settle these obligations; and
- (v) the fair value of private pension plans was determined based on the net present value of actuarial liabilities.

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

6 Held-for-sale assets and discontinued operations

In the last quarter of 2012, the Management of the Company divested its interests in the capital of Cetrel and Braskem Distribuidora and commenced negotiations for the divestment of Quantiq.

The accounting practices used to recognize and measure these transactions are described in Note 2.9.

- **Cetrel**

Braskem held 54.2% of the total and voting capital of Cetrel, whose activities include effluent treatment, industrial waste management, air and water monitoring, laboratory services and environmental consulting services.

This investment was sold, on December 28, 2012, to Odebrecht Ambiental (Note 11(b)). The sale price defined by the parties was confirmed by a specialized company contracted for this purpose, which issued a favorable fairness opinion regarding the price. The final amount may still be altered due to adjustments defined between the parties and provided for in contract.

The operating profit or loss of Cetrel was represented under segment information as “Other segments” (Note 36).

Braskem recognized a gain from the sale, as detailed below:

	Note	Amount
Sale amount (i)	15(a)	208,100

Cost amount of the investment sold in the divestment date	16(b)	(163,905)
Write-off net gain recognized in other comprehensive income	29(i)	4,632
Gain on sale		48,827

(i) Amount to be received in full in June 2013.

Cetrel's profit and losses in 2011 and 2012 and the gain from its divestment, are presented under "discontinued operations results" in the statement of operations, and further detailed in item(c) of this Note.

- **Braskem Distribuidora**

Braskem held 100% of the capital of Braskem Distribuidora, whose business activities include the production of demineralized, clear drinking water and managing the fire water reservoir.

This investment was sold on December 28, 2012 to Odebrecht Ambiental. The sale price defined by the parties was confirmed by a specialized company, which issued a favorable fairness opinion regarding the price. The final amount may still be altered due to adjustments defined between the parties and provided for in contract.

The operating profit or loss of Braskem Distribuidora was presented under segment information as "other segments" (Note 36).

Braskem S.A. and Its Subsidiaries

Notes to the Consolidation Financial Statements

December 31, 2012, 2011 and 2010

All amounts in thousands of Brazilian reais unless otherwise stated

Braskem recognized a gain from the sale, as detailed below:

	Note	Amount
Sale amount (i)	15(a)	444,000
Cost amount of the investment sold in the divestment date	16(b)	(84,108)
Gain on sale		359,892

(i) Amount to be received in full by December 31, 2013.

Braskem Distribuidora's profit and losses in 2011 and 2012, and the gain from the divestment are presented under "discontinued operations results" in the statement of operations, and further detailed in item (c) of this Note.

- **Quantiq and IQAG**

Quantiq is engaged in the distribution, marketing and manufacture of petroleum-based solvents and of petrochemical manufacturers, in the distribution and marketing of process oils, other petroleum-based inputs, intermediate chemicals, special chemicals and pharmacons, IQAG is engaged in providing storage services.

These investments are in the advanced stages of the sale process and the Management of the Company estimates that the negotiations will be concluded in the first half of 2013.

The transaction was submitted to CADE, which issued a favorable, unqualified opinion on December 7, 2012.

The operating profits or losses of Quantiq and IQAG were presented in the segment information as operating segment “Chemical distribution” (Note 36). The operating profits or losses of this segment were R\$52,713 in 2012 and R\$56,777 in 2011.

The profit or losses of Quantiq and IQAG in 2011 and 2012 are presented under “discontinued operations results” in the statement of operations, and further detailed in item (c) of this Note.

The assets and liabilities of these companies in 2012 are presented under “non-current assets held-for-sale” and “non-current liabilities held-fo-sale”, respectively.

Braskem S.A. and Its Subsidiaries**Notes to the Consolidation Financial Statements****December 31, 2012, 2011 and 2010****All amounts in thousands of Brazilian reais unless otherwise stated****(a) Assets and liabilities items classified as held-for-sale**

Consolidated balance sheet information for Quantiq and IQAG.

	2012
Assets	
Cash and cash equivalents	9,985
Trade accounts receivable	17,897
Inventories	106,386
Property, plant and equipment	56,727
Intangible assets	13,246
Other	73,587
Total assets	277,828
Liabilities	
Trade payables	101,893
Borrowings	1,095
Payroll and related charges	5,232
Other	1,550
Total liabilities	109,770

(b) Gains or losses from discontinued operations

Consolidated statement of operations for Cetrel, Braskem Distribuidora, Quantiq and IQAG.

	Note	2012	2011	2010
Net sales revenue		646,763	679,085	469,159

Cost of products sold