

BRASKEM SA
Form 6-K
May 04, 2018

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 May, 2018
(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- _____.

BRASKEM S.A.

C.N.P.J. No. 42.150.391/0001-70

NIRE 29300006939

PUBLICLY-HELD COMPANY

MINUTES OF THE ANNUAL AND EXTRAORDINARY MEETING

HELD ON APRIL 30, 2018

1. DATE, TIME AND PLACE: On April 30, 2018, at 11:00 am, at the headquarters of **BRASKEM S.A.** (“Company”), located at Rua Eteno, nº 1.561, Polo Petroquímico de Camaçari, in the Municipality of Camaçari, State of Bahia. **2. CALL:** Call notice published pursuant to article 124 of Law 6,404/76 (“LSA”), in editions of newspapers “O Correio da Bahia”, dated as of March 30 and 31, 2018, and April 01, 2018, and “Diário Oficial do Estado da Bahia”, dated as of April 03, 04 and 05, 2018. **3. PUBLICATIONS:** The following documents were published pursuant to Article 133 of the LSA: **(i)** Notice to Shareholders stating that the administration's report on the social business and the main administrative facts of the fiscal year ended on December 31, 2017, the financial statements accompanied by the respective explanatory notes, the opinion of the KPMG Auditores Independentes and the opinion of the Fiscal Council were made available at the Company's headquarters, as per published in the newspapers "O Correio da Bahia", in editions dated as of March 30 and 31, 2018, and April 01, 2018, and “Diário Oficial do Estado da Bahia”, dated as of April 03, 04 and 05, 2018; and **(ii)** the administration's report on the social business and the main administrative facts of the fiscal year ended on December 31, 2017, the financial statements accompanied by the respective explanatory notes, the opinion of the KPMG Auditores Independentes and the opinion of the Fiscal Council, related to the fiscal year ended on December 31, 2017, dated as of March 28, 2018, were published in the newspaper "O Correio da Bahia" and “Diário Oficial do Estado da Bahia” on April 5, 2018. The aforementioned documents were made available to the Company's shareholders at the Company's headquarters and published in the electronic pages of the Comissão de Valores Mobiliários (CVM) and of the Company more than 01 (one) month in advance of the present date, according to the LSA and CVM applicable provisions. The other documents and information related to the Agenda, according to CVM Instruction No. 481, dated as of December 17, 2009, as amended (“IN CVM 481”) and CVM Instruction No. 480, dated as of December 07, 2009, as amended (“IN CVM 480”), were disclosed and re-disclosed to the

Company's shareholders by through CVM's system Empresas.Net, on March 29, April 10 and April 18, 2018, respectively. **4. PARTICIPANTS:** Were present to the Annual and Extraordinary General Meeting of the Company, in its headquarters, or by the exercise of the right of remote participation, pursuant to article 121, sole paragraph, of LSA and IN CVM 481, shareholders representing 99.7% (ninety and nine point seven percent) of the voting capital of the Company, as verified: **(i)** by the signatures below and affixed to the "Shareholders' Attendance Book"; and **(ii)** by valid remote voting ballots directly received by Company, by the Central Repository of B3 S.A. – Brasil, Bolsa, Balcão, or by the bookkeeping agent of the shares issued by the Company, pursuant the terms of IN CVM 481. It was also registered the presence of shareholders representing 70.6% (seventy point six per cent) of preferred shares issued by the Company. Ms. Samara Rosa de Freitas Carvalho was also present as a representative of KPMG Auditores Independentes, independent auditor of the Company, for the purposes of article 134, §1º, of the LSA; Mr. Ismael Campos de Abreu, as member of the Fiscal Council of the Company, for the purposes of article 164 of the LSA; and Mr. Marcelo Arantes de Carvalho, representative of the Company's management, all of which are available for clarification about the subjects contained in the Agenda of the Meeting.

5. PRESIDING BOARD: Chairman: Mrs. Paula Cristina Penteado Magalhães Azevedo and Secretary: Mrs. Alessandra Ordunha Araripe, chosen as established in clause 16, §3º, of the bylaws of the Company.

6. FISCAL COUNCIL'S OPINION: The Company's Fiscal Council, in its opinion issued on March 28, 2018, was favorable to the approval, by the Annual Meeting, of the Financial Statements, Explanatory Notes and respective Opinion of the Independent Auditors, all related to the fiscal year ended on December 31, 2017.

7. AGENDA – 7.1. ANNUAL GENERAL MEETING(1) Review, discuss and vote on the Management Report and respective Managers' Accounts and Financial Statements of the Company, containing Explanatory Notes for the fiscal year ended on December 31, 2017, accompanied by the Independent Auditors' Report and the Fiscal Council's Report**(2)** Resolve on the approval of the Capital Budget; **(3)** Examine, discuss and vote on the Administration's Proposal for the allocation of the net profit of the fiscal year ended on December 31, 2017; **(4)** Resolve on the election of the members of the Company's Board of Directors, as well as its President and Vice President, under clause 19 of the Company's bylaws; **(5)** Resolve on the election of members of the Company's Council Board; and **(6)** resolve on (i) the annual aggregate compensation of the managers and members of the Fiscal Council regarding the fiscal year to be ended on December 31, 2018; and (ii) the re-ratification of the compensation approved for the fiscal year ended on December 31, 2017; and **7.2. EXTRAORDINARY GENERAL MEETING: (1)** Resolve on the amendment to clause 4 of the Company's bylaws as a result of the voluntary share conversion exercised by minority shareholders of class "B" preferred shares; **(2)** Resolve on the inclusion of paragraphs 1, 2 and 3 in clause 18 of the Company's bylaws, to provide for a minimum percentage of 20% of independent members of the Board of Directors; and **(3)** Resolve on the amendment of the bylaws for the inclusion of a Compliance chapter, providing for the creation of a statutory Compliance Committee, and the formalization of the existence of a compliance department in the Company **8. DECISIONS:** Dismissed the reading of the consolidated synthetic voting map obtained by means of the remote voting ballots by all the present shareholders, which was available for consultation by the present shareholders, as per § 4º of article 21-W of IN CVM 481, through a proposal of the Chairman, it was waived, by unanimous vote of those present, the reading of the documents related to the matters of the Agenda to be discussed in this Annual and Extraordinary General Meeting, as they are fully known by the shareholders. The present shareholders also authorized, unanimously, the draft these Minutes in summary form, as well as to publish them omitting the signatures of the shareholders present herein, pursuant to article 130 of LSA. The subjects of the Agenda were submitted for discussion and voting, and the following resolutions were taken: **8.1. ANNUAL GENERAL MEETING: 8.1.1. FINANCIAL STATEMENTS AND MANAGEMENT REPORT: Approve**, by unanimous voting of the shareholders of common shares, without any reservations or restrictions, recorded the abstentions, according to the voting map presented in Exhibit I hereto, with the abstention of the votes from those legally barred, the Management Report, Management Accounts, Financial Statements and related Explanatory Notes, duly accompanied the opinions issued by the independent auditors, KPMG Auditores Independentes, and by the Fiscal Council, related

to the fiscal year ended on December 31, 2017. **8.1.2. CAPITAL BUDGET: Approve**, by unanimous vote of the shareholders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, the proposal of the Company's Capital Budget for the fiscal year of 2018, with a term of 01 (one) year, in the amount of R\$ 3,385,387,000.00 (three billion, three hundred and eighty-five million, three hundred and eighty-seven thousand reais). **8.1.3. DESTINATION OF THE RESULTS FOR THE FISCAL YEAR ENDED ON DECEMBER 31, 2017: Approve**, by unanimous vote of the shareholders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, that the net profit of the Company's Financial Year for the fiscal year ended on December 31, 2017, in the amount of R\$ 4,082,990,194.70 (four billion, eighty-two million, nine hundred and ninety thousand, one hundred and ninety four reais and seventy cents), has the following destination: **(i)** establishment of Legal Reserve, in the amount of R\$ 204,149,509.73 (two hundred and four million, one hundred and forty nine thousand, five hundred and nine reais and seventy-three cents), under the terms of article 193 of LSA; **(ii)** establishment of Fiscal Incentive Reserve, in the amount of R\$ 71,744,740.24 (seventy one million, seven hundred and forty-four thousand, seven hundred and forty reais and twenty-four cents), under the terms of article 195-A of LSA; **(iii)** distribution of Dividends, under the terms of clause 44, paragraph 3, of the Company's bylaws, in the total amount of R\$ 2,500,000,000.00 (two billion and five hundred million reais), which corresponds to 61% of adjusted Net Profit of the Fiscal Year, corresponding to **(iii.1)** R\$ 1,419,348,861.07 (one billion, four hundred and nineteen million, three hundred and forty-eight thousand, eight hundred and sixty-one reais and seven cents), corresponding to R\$ 3.14245599021 (three reais, 14 cents and fraction) per share; **(iii.2)** the amount of R\$ 1,080,300,523.12 (one billion, eighty million, three hundred thousand, five hundred and twenty-three reais and twelve cents), corresponding to R\$ 3.14245599021 (three reais, 14 cents and fraction) per preferred class "A"; **(iii.3)** the amount of R\$ 350,615.81 (three hundred and fifty thousand, six hundred and fifteen reais and eighty one cents), corresponding to R\$ 0.60625562100 (sixty cents and fraction) per preferred share class "B"; and **(iii.4)** of R\$ 6.28491198042 (six reais, twenty-eight cents and fraction) by "*American Depositary Receipts*"(ADR), being sure that: (a) "Anticipated Dividends" in the amount of R\$ 1,000,000,000.00 (one billion reais) paid on December 12, 2017; and (b) "Additional Dividends", in the amount of R\$ 1,500,000,000.00 (one billion and five hundred million reais), as follows: the amount of R\$ 851,728,768.47 (eight hundred and fifty-one million, seven hundred and twenty-eight thousand, seven hundred and sixty-eight reais and forty-seven cents), corresponding to R\$ 1.88573806195828 (one real, eighty-eight cents and fraction) per share; and the amount of R\$ 648,271,231.53 (six hundred and forty-eight million, two hundred and seventy-one thousand, two hundred and thirty-one reais and fifty-three cents), corresponding to R\$ 1.88573806195828 (one real, eighty-eight cents and fraction) per preferred class "A"; The payment of the additional dividends referred to in item 8.1.3.(iii.4.b) above ("Additional dividends"), will be held from May 10, 2018, on, as Notice to Shareholders that will be published on a timely manner by the Company, and the Company shares shall be traded "*ex-dividendos*" from May 02, 2018; and **(iv)** the remaining balance of the Net Profit for the Year, in the amount of R\$ 1,335,388,147.00 (one billion, three hundred and thirty-five million, three hundred and eighty-eight thousand, one hundred and forty-seven reais), plus the other movements recorded directly in the Company's net worth, in which the realization of additional indexing of fixed assets corresponds to R\$ 27,809,952.35 (twenty-seven million, eight hundred and nine thousand, nine hundred and fifty-two reais and thirty-five cents) and dividends prescribed of R\$ 482,249.92 (four hundred eighty two thousand, two hundred and forty-nine reais and ninety-two cents) will be transferred to the Profit Retention Reserve, based on the Capital Budget for the fiscal year of 2018, elaborated under the terms of Article 196 of LSA and approved as per described in item 8.1.2 above;

8.1.4. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS: (i) initially, it is important to point out that there was a for election as a result of Article 141, paragraph 4, II, of LSA, as well as of paragraph 5 of the same article, requested by shareholders **Geração Futuro L. PAR Fundo de Investimento em Ações**, enrolled in the CNPJ/MF under no. 08.935.128/0001-59, Mr. **Hagop Guerekmezian**, enrolled in the CPF/MF under no. 455.968.408-15, Mr. **Hagop Guerekmezian Filho**, enrolled in the CPF/MF under no. 308.324.198-42, Ms. **Kathleen Nieto Guerekmezian**, enrolled in the CPF/MF under no. 308.324.248-46, Ms. **Regina Nieto Motta Guerekmezian**, enrolled in the CPF/MF under no. 141.401.088-51, Ms. **Karoline Guerekmezian**, enrolled in the CPF/MF under no. 308.324.238-74, **Alaska Black Master FIA – BDR Nível I**, enrolled in the CNPJ/MF under No. 12.055.107/0001/16; **Alaska Black Institucional FIA**, enrolled in the CNPJ/MF under No. 26.673.556/0001-32 **Alaska Range FIM**, enrolled in the CNPJ/MF under no. 13.001.211/0001-90, and **Sojitz Corporation**, these requests that remained hampered once the minority shareholders for this purpose totaled, respectively, 8.5% and 9.6% of the corporate capital of the Company, not reaching the quorum required for the installation of the separate voting; and (ii) were **elected and reelected**, as the case may be, by unanimous vote of the shareholders of ordinary shares, registered the abstentions, according to the voting map set out in Exhibit I to these minutes, the following members and alternates for the Board of Directors of the Company, for a term of 02 (two) years, started on this date and ending at the Ordinary General Meeting that will examine the accounts of managers in the fiscal year ending on December 31, 2019, as acting members: Mr. **RODRIGO JOSÉ DE PONTES SEABRA MONTEIRO SALLES**, Brazilian, single, attorney, holder of Identity Card RG no. 24.799.096-6 SSP/SP, and enrolled in the CPF/MF under no. 289.381.938-96, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, n. 120, 16º andar, Butantã, São Paulo/SP, CEP 05501-050; Mr. **JOÃO COX NETO**, Brazilian, married under the partial property ruling, economist, bearer of Identity Card RG No. 3.944.885 SSP/BA, enrolled in the CPF/MF under No. 239.577.781-15, resident and domiciled in São Paulo/SP, with business address at Rua Jacques Félix, 53 - Vila Nova Conceição, CEP 04.509-000 - São Paulo, SP; Mr. **LUIZ DE MENDONÇA**, Brazilian, married under the partial property ruling, industrial engineer, bearer of Identity Card RG No. 10.445.472-6 SSP/SP and enrolled in the CPF/MF under No. 063.523.448-36, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, n° 120, 13º andar, Butantã, São Paulo/SP, CEP 05501-050; Mr. **GESNER JOSÉ DE OLIVEIRA FILHO**, Brazilian, married under the partial property ruling, economist, bearer of Identity Card RG No. 6.968.227 SSP/SP and enrolled in the CPF/MF under no. 013.784.028-47, resident and domiciled in São Paulo/SP, with business address at Rua Hungria, CEP 01455-000 - São Paulo/SP; Mr. **MARCELO MOSES DE OLIVEIRA LYRIO**, Brazilian, divorced, economist, bearer of Identity Card RG no. 59.168.992-3 SSP/SP, enrolled in the CPF/MF under no. 746.597.157-87, resident and domiciled at Rua Haddock Lobo, 1725, Ap. 271, CEP 01414-003, in the City of São Paulo, State of São Paulo, with commercial address at Avenida Horácio Lafer, 160 - 13º andar, CEP 04538-081, in the City of São Paulo, State of São Paulo; Mr. **PEDRO OLIVA MARCILIO DE SOUSA**, Brazilian, single, attorney, holder of Identity Card RG no. 4.468.328-63 SSP/BA and enrolled in the CPF/MF under no. 726.224.745-04, resident and domiciled in São Paulo/SP, with business address at Av. Brigadeiro Faria Lima, 3.355, 26º andar, CEP 04538-133; Ms. **CARLA GOUVEIA BARRETTO**, Brazilian, married under the partial property ruling, business administrator, bearer of Identity Card RG No. 03.191.314-83 SSP/BA and enrolled in the CPF/MF under No. 617.162.195-15, resident and domiciled in the City of São Paulo/SP, with business address at Rua Lemos Monteiro, n° 120, 16º andar, Butantã, CEP. 05501-050; Mr. **JOÃO CARLOS TRIGO DE LOUREIRO**, Brazilian, married under the universal property ruling, economist, bearer of Professional Identity Card CORECON-RJ 19.635 and enrolled in the

CPF/MF under no. 245.706.997-15, resident and domiciled in the City of Rio de Janeiro, at Av. Henrique Valadares, nº 28, 8º andar, Torre A, Centro, Rio de Janeiro/RJ – CEP: 20231-030; and **MrERNANI FILGUEIRAS DE CARVALHO**, Brazilian, married under the universal property ruling, engineer, bearer of Identity Card RG No. 03.793.534-3, IFP/RJ, and enrolled in the CPF/MF under No. 352.749.567-34, resident and domiciled in the City of Rio de Janeiro, with address at Av. Henrique Valadares nº 28, Torre A, Centro, Rio de Janeiro/RJ, CEP 20231-030; Mr. **EDSON CHIL NOBRE**, Brazilian, married under the universal property ruling, engineer, bearer of Identity Card RG 33.680.778-9, issued by Detran/RJ, and enrolled in the CPF/MF under No. 163.808.519-68, resident and domiciled in the City of Rio de Janeiro, at Av. Oswaldo Cruz, 149, apto. 1005, Flamengo, Centro – Rio de Janeiro/RJ – CEP 22250-060 and Mr. **MARCUS VINICIUS DE OLIVEIRA MAGALHÃES**, Brazilian citizen, married under the partial property ruling, chemical engineer, bearer of Identity Card RG no. 08016527 IFPRJ and enrolled in the CPF/MF under no. 825.822.207-44, resident and domiciled at Av. Henrique Valadares nº 28, 9º andar, Torre A, Centro, Rio de Janeiro/RJ, CEP. 20231-030; and as respective alternate members: Mr. **ANDRÉ AMARO DA SILVEIRA**, Brazilian, married under the partial property ruling, civil engineer, bearer of Identity Card RG no. 0000453.069 SSP/DF and enrolled in the CPF/MF under No. 520.609.346-72, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, nº 120, 15º andar, Butantã, São Paulo/SP, CEP. 05501-050; Mr. **MARCELO MANCINI STELLA**, Brazilian, married under the partial property ruling, industrial engineer, bearer of Identity Card RG No. 5.004.025-X SSP/SP and enrolled in the CPF/MF under No. 110.902.258-14, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, nº 120, 13º andar, Butantã, São Paulo/SP, CEP. 05501-050; Mr. **MAURO MOTTA FIGUEIRA**, Brazilian, married under the partial property ruling, industrial engineer, bearer of Identity Card RG No. 11.335.092-2 SSP/SP and enrolled in the CPF/MF under No. 115.134.858-90, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, nº 120, 16º andar, Butantã, São Paulo/SP, CEP. 05501-050; Ms. **TICIANA VAZ SAMPAIO MARIANETTI**, Brazilian citizen, married under the partial property ruling, civil engineer, bearer of Identity Card RG No. 04.835.223-33 SSP/BA and enrolled in the CPF/MF under No. 544.408.075-34, resident and domiciled in the City of São Paulo/SP, with business address at Rua Lemos Monteiro, nº 120, 16º andar, Butantã, São Paulo/SP, CEP 05501-050; Mr. **JOSÉ DE FREITAS MASCARENHAS**, Brazilian citizen, married under the separate property ruling, civil engineer, bearer of Identity Card RG No. 00356.697 80 SSP/BA, and enrolled in the CPF/MF under No. 000.630.535-00, resident and domiciled in Salvador/BA, with business address at Av. Luis Viana Filho, nº 2841, Paralela, Salvador/BA, CEP. 41730-900, 41.730-900; Ms. **SUSAN BARRIO DE SIQUEIRA CAMPOS**, Brazilian, married under the partial property ruling, attorney, bearer of Identity Card RG no. 32.374.204-x SSP/SP and enrolled in the CPF/MF under no. 283.038.528-41, resident and domiciled in the City of São Paulo/SP, with business address at Rua Lemos Monteiro, nº 120, 16º andar, Butantã, São Paulo/SP, CEP 05501-050; Mr. **SERGIO FRANÇA LEÃO**, Brazilian, married under the universal property ruling, civil engineer, bearer of Identity Card RG no. M-11.845.144 SSP/MG and enrolled in the CPF/MF under no. 161.521.316-34, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, nº 120, 16º andar, Butantã, São Paulo/SP, CEP. 05501-050; Mr. **PAULO CEZAR FERNANDES DA SILVA**, Brazilian, single, engineer, bearer of Identity Card RG no. 05.182.114-8 IFP/RJ and enrolled in the CPF/MF under no. 773.774.277-87, resident and domiciled at Av. Henrique Valadares nº 28, 8º andar, Torre A, Centro, Rio de Janeiro/RJ, CEP. 20231-030; and Mr. **ARÃO DIAS TISSER**, Brazilian, single, engineer, bearer of Identity Card RG No. M-6.282.853, SSP/MG and enrolled in the CPF/MF under No. 879.023.036-15, resident and domiciled at Av. Henrique Valadares nº 28, 8º andar, Torre A, Centro, Rio de Janeiro/RJ,

CEP. 20231-030. As per clause 19 of the Company's bylaws, it was **approved** by a unanimous vote of the shareholders of common shares, according to the voting map presented in Exhibit I hereto, the indication to occupy the functions of Chairman and Vice-Chairman, respectively, Mr. **MARCELO MOSES DE OLIVEIRA LYRIO** and Mr. **ERNANI FILGUEIRAS DE CARVALHO**. The Board Members herein reelected and/or elected are invested in office on the date hereof and represent, for all legal purposes and under the penalty of law, pursuant to the provisions in article 37, item ii, of Law 8,934, dated as of November 18, 1994, with the wording of article 4 of Law 10,194, dated as of February 14, 2001, that they are not prevented from exercising commercial or management activities in a mercantile company by virtue of a criminal sentence, having also submitted, in order to comply with the CVM provisions Rulings Nos. 358, dated as of January 03, 2002, and Ruling 367, dated as of May 29, 2002, and with the *Term of Consent of Managers to the rules contained in the Level 1 Listing Regulations* of B3 S.A. – Brasil, Bolsa, Balcão, written statements, pursuant to said Rulings, which were filed at the Company's headquarters. Due to the reelections and elections resolved upon above, the Company's Board of Directors shall have the following composition: **MEMBERS: RODRIGO JOSÉ DE PONTES SEABRA MONTEIRO SALLES; JOÃO COX NETO; LUIZ DE MENDONÇA; GESNER JOSÉ DE OLIVEIRA FILHO; MARCELO MOSES DE OLIVEIRA LYRIO; PEDRO OLIVA MARCILIO DE SOUSA; CARLA GOUVEIA BARRETTO; JOÃO CARLOS TRIGO DE LOUREIRO; ERNANI FILGUEIRAS DE CARVALHO; EDSON CHIL NOBRE; and MARCUS VINICIUS DE OLIVEIRA. ALTERNATES: ANDRÉ AMARO DA SILVEIRA; MARCELO MANCINI STELLA; MAURO MOTTA FIGUEIRA; TICIANA VAZ SAMPAIO MARIANETTI; JOSÉ DE FREITAS MASCARENHAS; SUSAN BARRIO DE SIQUEIRA CAMPOS; SERGIO FRANÇA LEÃO; PAULO CEZAR FERNANDES DA SILVA; and ARÃO DIAS TISSER; 8.1.5. ELECTION OF THE MEMBERS OF THE FISCAL council: (i) in response to the previous request of shareholders representing 11.5% of the share capital of the Company, equivalent to 79,949,266 preferred shares, it was introduced the election process separately as provided for in article 161, §4º, item "a" of LSA, having the candidates previously submitted by such shareholders been changed by their legal attorney, so that they were elected, by the majority of votes of shareholders of preferred shares that participated of the separate election, registering the abstentions, according to the voting map presented in Exhibit I hereto: (i.1) Mr. **MARCELO GASPARINO DA SILVA**, Brazilian, married, under the ruling of total separation of property, attorney, enrolled in the CPF/MF under no. 807.383.469-34, resident and domiciled at Rua Esteves, 605, Ap. 1411, Centro, CEP 88015-130, in the City of Florianópolis, State of Santa Catarina, as titular member of the Fiscal Board; and (i.2) Mr. **CHARLES RENNE LEBARBENCHON**, Brazilian, widower, attorney, enrolled in the CPF/MF under no. 769.387.609-00, with business address at Avenida Prefeito Osmar Cunha, 183, Bloco B, 6º Andar, Suites 609 to 613, Ceisa Center, Centro, in the City of Florianópolis, State of Santa Catarina, as his respective alternate, appointed by shareholders **Geração Futuro L. PAR Fundo de Investimento em Ações**, enrolled in the CNPJ/MF under no. 08.935.128/0001-59, Mr. **Hagop Guerekmezian**, enrolled in the CPF/MF under no. 455.968.408-15, Mr. **Hagop Guerekmezian Filho**, enrolled in the CPF/MF under no. 308.324.198-42, Ms. **Kathleen Nieto Guerekmezian**, enrolled in the CPF/MF under no. 308.324.248-46, Ms. **Regina Nieto Motta Guerekmezian**, enrolled in the CPF/MF under no. 141.401.088-51, Ms. **Karoline Guerekmezian**, enrolled in the CPF/MF under no. 308.324.238-74, **Alaska Black Master FIA – BDR Nível I**, enrolled in the CNPJ/MF under No. 12.055.107/0001/16; **Alaska Black Institucional FIA**, enrolled in the CNPJ/MF under no. 26.673.556/0001-32, and **Alaska Range FIM**, enrolled in the CNPJ/MF under no. 13.001.211/0001-90; (ii) then, it is recorded that the legal attorney of the shareholders referred to the aforementioned item (i) immediately above also requested separate election of members of the fiscal board by**

minority shareholders holding shares which they represent, under the terms of art. 161, paragraph 4, "a" of LSA. However, since there is not 10% (ten per cent) or more of total shares with voting rights issued by the Company in circulation, such a request remained impaired, having been received by the Board protest as annexed to the minutes; and (iii) then were **elected** and **reelected**, as the case may be, by unanimity of the shareholders of ordinary shares, registered the abstention of the shareholder Petroleo Brasileiro S.A. – Petrobras, according to the voting map presented in Exhibit I hereto, the following members and alternates for the Company's Fiscal Council, for a term of 01 (one) year, started on this date and ending at the Annual General Meeting that will examine the accounts of managers of the fiscal year ending on December 31, 2019, as effective members: Mr. **ISMAEL CAMPOS DE ABREU**, Brazilian, married under the partial property ruling, accountant, bearer of Identity Card RG No. 00716820-90 SSP/BA, enrolled in the CPF/MF under No. 075.434.415-00, resident and domiciled in Salvador/BA, with business address at Al. das Catabas, no. 180, Caminho das Árvores, Salvador/BA, CEP 41.820-440; Mr. **GILBERTO BRAGA**, Brazilian, married under the partial property ruling, economist, bearer of Identity Card RG no. 04.722.037 DETRAN/RJ and enrolled in the CPF/MF under No. 595.468.247-04, resident and domiciled in Rio de Janeiro/RJ, with business address at Rua Uruguaiana, n. 39, 18º andar, Centro, Rio de Janeiro/RJ, CEP 20050-093; Mr. **CARLOS ALBERTO RECHELO NETO**, Brazilian c, married under the partial property ruling, engineer, bearer of Identity Card RG no. 23.549.068-4, SSP/SP and enrolled in the CPF/MF under no. 262.997.388-39, with business address at Avenida Henrique Valadares no. 28, Centro, in the City of Rio de Janeiro, State of Rio de Janeiro, CEP 20231-030; and Mr. **CRISTIANO GADELHA VIDAL CAMPELO**, Brazilian, single, attorney, bearer of Identity Card RG no. 10854676, SSP/MG and enrolled in the CPF/MF under no. 045.136.486-43, resident and domiciled at Rua Assis Bueno, n. 11, apto. 502, Botafogo, Rio de Janeiro/RJ, CEP 22280-080; and as respective alternate members: Mr. **IVAN SILVA DUARTE**, Brazilian, married under the partial property ruling, accountant, bearer of Identity Card RG no. 03732230 SSP/BA, enrolled in the CPF/MF under No. 611.242.065-15, resident and domiciled in Salvador/BA, with business address at Rua Waldemar Falcão, n. 870, apto. 1501, Torre "A", Horto Florestal, CEP 40295-010, Salvador/BA; Ms. **TATIANA MACEDO COSTA REGO TOURINHO**, Brazilian, married under the partial property ruling, administrator, bearer of Identity Card RG no. 823710327 SSP/BA and enrolled in the CPF/MF under no. 951.929.135-00, resident and domiciled in São Paulo/SP, with business address at Rua Lemos Monteiro, n° 120, 16º andar, Butantã, São Paulo/SP, CEP 05501-050; Mr. **ALEXANDRE ANTONIO GERMANO BITTENCOURT**, Brazilian, married under the partial property ruling, economist, bearer of Identity Card RGn. 09.712.804-5 - IFP/RJ, enrolled in the CPF/MF under no. 023.566.417-00, resident and domiciled in the City and State of Rio de Janeiro, with commercial address at Av. República do Chile, 65 - 13º andar, CEP: 20031-912; and Mr. **BRUNO CARVALHO BARUQUI**, Brazilian, married under the partial property ruling, administrator, bearer of Identity Card no. 21.140.412.80 SSP-BA and enrolled in the CPF/MF under no. 082.002.957-29, resident and domiciled in Rio de Janeiro/RJ, with business address at Av. República do Chile, 65, CEP 20031-912. The members of the Fiscal Council elected or reelected at this time are invested in their positions on the date hereof, having submitted written statements, for all purposes and effects of the provisions in article 37, item II, of Law No. 8,934, dated as of November 18, 1994, with wording given by article 4 of Law No. 10,194, dated as of February 14, 2001, that they are not prevented from exercising trade or administration of a mercantile company by virtue of a criminal sentence, having also submitted, to comply with the provisions in CVM Ruling No. 358, dated as of January 3, 2002, written statements, pursuant to said Ruling, which were filed at the Company's headquarters. Due to the reelections and elections resolved upon above, the Fiscal Council shall have the following

composition: **MEMBERS:** ISMAEL CAMPOS DE ABREU; GILBERTO BRAGA; CARLOS ALBERTO RECHELO NETO; CRISTIANO GADELHA VIDAL CAMPELO; e MARCELO GASPARINO DA SILVA. **ALTERNATES:** IVAN SILVA DUARTE; TATIANA MACEDO COSTA REGO TOURINHO; ALEXANDRE ANTONIO GERMANO BITTENCOURT; BRUNO CARVALHO BARUQUI; and CHARLES RENNE LEBARBENCHON. **8.1.6. GLOBAL ANNUAL COMPENSATION OF THE DIRECTORS AND MEMBERS OF THE FISCAL COUNCIL:**

it was **approved** by unanimous vote of the shareholders present, holders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, the total amount of R\$ 72,510,691.61 (seventy-two million, five hundred and ten thousand, six hundred and ninety-one reais and sixty-one cents) for the fiscal year of 2018 concerning the overall compensation of Directors, and such a value includes fixed and variable fees and respective social charges acknowledged in the Company's statements and benefits applicable, and such a compensation must be individualized by the Board of Directors, pursuant to clauses 25 and 26, subsection (viii), of the Company's bylaws. Moreover, it was also approved by the same shareholders, for the financial year of 2018 the amount of R\$ 1,030,104.00 (one million, thirty thousand, one hundred and four reais) concerning the compensation to the Fiscal Council's members, in compliance with the provision of article 162, §3, of LSA; therefore, totaling a global compensation to the Fiscal Council and Board of Directors in the amount of R\$ 73,540,795.61 (seventy-three million, five hundred and forty thousand, seven hundred and ninety-five reais and sixty-one centavos). **8.1.7. RE-RATIFICATION OF THE COMPENSATION AMOUNT OF DIRECTORS OF 2017:**

it was **approved** by unanimous vote of the shareholders present, holders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, the re-ratification of the annual and global compensation of Directors approved for the financial year ended on December 31, 2017, in the additional amount of R\$ 741,548.57 (seven hundred and forty-one thousand, five hundred and forty-eight reais and seven cents), resulting from the compensation of the amounts overpaid to the counsels in the fiscal year of 2017, with what has been underpaid for the Statutory Management in the same year of 2017.

8.2. EXTRAORDINARY GENERAL MEETING: 8.2.1. AMENDMENT OF CLAUSE 4 OF THE

COMPANY'S BYLAWS: it was **approved** by a unanimous vote of the shareholders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, the amendment of clause 4 of the Company's bylaws to update the social capital as a result of the voluntary conversion of shares carried out by minority shareholders of class "B" preferred shares in class "A" preferred shares, under the terms of clause 6, Paragraph 3, of the Company's bylaws, being converted 78,000 (seventy eight thousand) class "B" preferred shares in 39,000 (thirty-nine thousand) class "A" preferred shares. As a result of this resolution, the main section of clause 4 of the Company's bylaws shall become effective with the following new wording: "*Clause 4 -The share capital is eight billion, forty-three million, two hundred and twenty-two thousand, eighty reais and fifty centavos (BRL 8,043,222,080.50), divided into seven hundred and ninety-seven million, two hundred and eighteen thousand, six hundred and four (797,218,604) shares, of which four hundred and fifty-one million, six hundred and sixty-eight thousand, six hundred and fifty-two (451,668,652) are common shares; three hundred and forty-five million, fourty nine thousand, six hundred and twenty-two (345,049,622) are class "A" preferred shares; and five hundred thousand, three hundred and thirty (500,330) are class "B" preferred shares.*" **8.2.2. INSERTION OF PARAGRAPHS 1, 2 and 3 IN**

CLAUSE 18 OF THE COMPANY'S BYLAWS: it was **approved** by a unanimous vote of the shareholders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, the insertion of the paragraphs 1, 2 and 3 in clause 18 of the Company's bylaws to provide a minimum percentage of 20% (twenty percent) of independent members of the Company's Board of

Directors. As a result of this resolution, clause 18 of the Company's Bylaws shall become effective with the following new wording: "*Clause 18 – The Company's Board of Directors shall be composed of eleven (11) members and their respective alternates, whether shareholders or not, resident in Brazil or abroad, elected and removable at any time by the General Meeting. Paragraph 1 – At least twenty percent (20%) of the members of the Board of Directors shall be independent directors, in accordance with the definition contained in the Company's policies. Paragraph 2 – When, by virtue of compliance with the percentage referred to in Paragraph 1 above, the result is a fractional number of directors, there shall be made a rounding up to the subsequent whole number. Paragraph 3 – The directors elected by separate vote shall be considered independent.*"

8.2.3. INSERTION OF CHAPTER ON CONFORMITY IN THE COMPANY'S BYLAWS: it was **approved** by a unanimous vote of the shareholders of common shares, registered the abstentions, according to the voting map presented in Exhibit I hereto, the insertion of a new Chapter VII in the Company's bylaws, providing for the establishment of a permanent Compliance Committee composed of at least three (03) independent members of the Board of Directors, indicated by this board itself, under the terms of internal rules to be created in a timely manner and the formalization of the presence of a compliance department in the Company. As a result of this resolution, clauses 29 and 30 of the Company's Bylaws shall become effective with the following new wording, respectively: "*Clause 29 – The Company will have a permanent Compliance Committee, composed of at least, three (3) independent members of the Company's Board of Directors, indicated by the Board itself, in accordance with the Internal Rules of the Committee*" and "*Clause 30 – The Company must deploy and maintain an area dedicated to the activities of compliance, which will be led by an integral part of high hierarchy. Such member will report directly to the Compliance Committee and said member will not be subordinated or connected to any other area or any other Officer of the Company, and said member will have the powers required to ensure the fulfillment of his/her function in an independent manner.*" Additionally, due to the deliberation approved in this item 8.2.3, the other articles of the Company's Bylaws were renumbered to suit the insertion of the chapter on compliance.

9. CLOSING: Pursuant to article 30, § 4º, of IN CVM 480, the total number of approvals obtained with regards to each item of the agenda is indicated the voting map presented in Exhibit I hereto, that shall be considered an integral part of these Meetings. With no further matters to be discussed, the Annual and Extraordinary General Meeting was ended, these Minutes were drawn up, which, after read, discussed and found to be in order, were signed by all of those in attendance, being authorized by the present herein the summary drafting of these Meetings, as well as its publishing without the signature of the attending shareholders, under the terms of article 130 of LSA.

10. SIGNATURES: Presiding Board: Ms. Paula Cristina Penteado Magalhães Azevedo, as Chairman; and Ms. Alessandra Ordunha Araripe, as Secretary.

Company Administrator available for clarification: Mr. Marcelo Arantes de Carvalho, representative of the Company's management.

Representative of KPMG Auditores Independentes: Ms. Samara Rosa de Freitas Carvalho.

Member of the Company's Fiscal Board: Mr. Ismael Campos de Abreu.

Shareholders: ODEBRECHT SERVIÇOS E PARTICIPAÇÕES S.A. (by Mr. LAURO AUGUSTO PASSOS NOVIS FILHO), ODEBRECHT S.A. (by Mr. LAURO AUGUSTO PASSOS NOVIS FILHO), PETRÓLEO BRASILEIRO S/A – PETROBRAS (by Mr. Eduardo Belotti Paes de Figueiredo) GERACAO FUTURO L.PAR FUNDO DE INVESTIMENTO EM ACOES, REGINA NIETO MOTIA GUEREKMEZIAN, HAGOP GUEREKMEZIAN FILHO, KAROLINE GUEREKMEZIAN, KATHLEEN NIETO GUEREKMEZIAN, HAGOP GUEREKMEZIAN, ALASKA BLACK MASTER FIA- BDR NÍVEL I, ALASKA RANGE FIM, ALASKA BLACK INSTITUCIONAL FIA, MILES ACER LONG BIAS MASTER FDO DE INVESTIMENTO MULTIMERCADO, MILES VIRTUS MASTER FIA (by Mr. André Eduardo Dantas), SOJITZ CORPORATION, MARIA

CRISTINA SAMPAIO PAGANO, JOSÉ CLAUDIO PAGANO (by Mr. Marcos Seiiti Abe), BUREAU OF LABOR FUNDS-LABOR INSURANCE FUND, BUREAU OF LABOR FUNDS-LABOR INSURANCE FUND, BUREAU OF LABOR FUNDS-LABOR PENSION FUND, FIDELITY ADVISOR SERIES I: FIDELITY ADVISOR BALANCED FUND, FIDELITY CENTRAL INVESTMENT PORTFOLIOS LLC: FIDELITY MATERIALS CENTRAL FUND, FIDELITY FUNDS - LATIN AMERICA FUND, FIDELITY INVESTMENT FUNDS - FIDELITY INDEX EMERGING MARKETS FUND, FORSTA AP-FONDEN, JNL/MELLON CAPITAL EMERGING MARKETS INDEX FUND, MISSOURI EDUCATION PENSION TRUST, MORGAN STANLEY INVESTMENT FUNDS GLOBAL BALANCED FUND, NVIT EMERGING MARKETS FUND, PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO, STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL, STICHTING JURIDISCH EIGENAAR ACTIAM BELEGGINGSFONDSEN, STICHTING PENSIOENFONDS VOOR HUISARTSEN, THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045828, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045829, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045833, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045835, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045795, THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045796, VANGUARD EMERGING MARKETS STOCK INDEX FUND, VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS, VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS, VANTAGETRUST III MASTER COLLECTIVE INVESTMENT FUNDS TRUST, VARIABLE INSURANCE PRODUCTS FUND III: BALANCED PORTFOLIO, THE BANK OF NEW YORK ADR DEPARTMENT (by Mr. Cesar Ximenes), ACADIAN EMERGING MARKETS EQUITY FUND; ACADIAN EMERGING MARKETS EQUITY II FUND, LLC; ADVANCED SERIES TRUST - AST GOLDMAN SACHS MULTI-ASSET PORTFO; ADVISORS INNER CIRCLE FUND-ACADIAN E.M.PORTF; ALASKA PERMANENT FUND; ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - A I ALL-C P S; ALLIANZ GLOBAL INVESTORS GMBH. FOR ALLIANZ EMER MK EQU DIVID; AMERGEN CLINTON NUCLEAR POWER PLANT NONQUALIFIED FUND; AMERICAN HEART ASSOCIATION, INC.; AMERICAN HONDA MASTER RETIREMENT TRUST; AMSP PREVIDENCIA FUNDO DE INVESTIMENTO MULTIMERCADO; AQR R.C. EMERGING EQUITY FUND, L.P.; AQUILA EMERGING MARKETS FUND; ARGUCIA QUARK FUNDO DE INVESTIMENTO MULTIMERCADO; ARIZONA PSPRS TRUST; ARROWSTREET (CANADA) GLOBAL WORLD ALPHA EXTENSION FUND I; ARROWSTREET CAPITAL GLOBAL EQUITY ALPHA EXTENSION FUND L; ARROWSTREET COLLECTIVE INVESTMENT TRUST; ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND; ARROWSTREET GLOBAL EQUITY FUND; ARROWSTREET INTERNATIONAL EQUITY ACWI EX US ALPHA EXT T FUND; ARROWSTREET MULTI-STRATEGY UMBRELLA PLC - ARROWSTREET ACWI E; ARROWSTREET MULTI-STRATEGY UMBRELLA PLC - ARROWSTREET EMFIII; ARROWSTREET US GROUP TRUST; ASCENSION ALPHA FUND, LLC; ASCENSION HEALTH MASTER PENSION TRUST; AUSTRALIA P.SUPERANNUATION SCHEME; AXA ROSENBERG EQUITY ALPHA TRUST; BELL ATLANTIC MASTER TRUST; BELLSOUTH CORPORATION RFA VEBA TRUST; BERESFORD FUNDS PUBLIC LIMITED COMPANY; BLACKROCK A. M. S. AG ON B. OF I. E. M. E. I. F. (CH); BLACKROCK CDN MSCI EMERGING MARKETS INDEX FUND; BLACKROCK GLOBAL INDEX FUNDS; BLACKROCK INSTITUTIONAL TRUST COMPANY NA; BLACKROCK LIFE LIMITED - DC OVERSEAS EQUITY FUND; BLACKROCK STRATEGIC FUNDS -

BLACKROCK SYSTEMATIC GLOBAL E F; BMO MSCI EMERGING MARKETS INDEX ETF; BNY MELLON TR & DEP (UK) LIM AS T OF IS EM MK EQ I FD (UK); BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMER; BOC PENSION INVESTMENT FUND; BRITISH AIRWAYS PEN TRUSTEES LTD-MAIN A/C; BRITISH AIRWAYS PENSION TRUSTEES LTD. (MPF A/C); BRITISH COLUMBIA INVESTMENT MANAGEMENT CORPORATION; CAISSE DE DEPOT ET PLACEMENT DU QUEBEC; CAUSEWAY EMERGING MARKETS FUND; CAUSEWAY EMERGING MARKETS GROUP TRUST; CAUSEWAY FUNDS PLC; CAUSEWAY INTERNATIONAL OPPORTUNITIES FUND; CAUSEWAY INTERNATIONAL OPPORTUNITIES GROUP TRUST; CENTURYLINK, INC. DEFINED CONTRIBUTION PLAN MASTER TRUST; CF DV EMERGING MARKETS STOCK INDEX FUND; CHANG HWA CO BANK, LTD IN ITS C AS M CUST OF N B FUND; CHANG HWA COM BK LTD IN ITS CAP AS M CUST OF P LAT A EQ FD; CITITRUST LIMITED AS TRUSTEE OF BLACKROCK PREMIER FUNDS - BL; CITY OF NEW YORK DEFERRED COMPENSATION PLAN; CLARITAS ACOES FUNDO DE INVESTIMENTO EM ACOES; CLARITAS LONG SHORT MASTER FUNDO INVESTIMENTO MULTIMERCADO; CLARITAS TOTAL RETURN MASTER FIM; COLONIAL FIRST STATE INVESTMENT FUND 50; CONSULTING GROUP CAPITAL MKTS FUNDS EMER MARKETS EQUITY FUND; COUNTY EMPLOYEES ANNUITY AND BENEFIT FD OF THE COOK COUNTY; DESJARDINS EMERGING MARKETS MULTIFACTOR - CONTROLLED VOLATIL; DEUTSCHE X-TRACKERS FTSE EMERGING COMPREHENSIVE FACTOR ETF; DEUTSCHE X-TRACKERS MSCI ALL WORLD EX US HEDGED EQUITY ETF; DIGNITY HEALTH; DIVERSIFIED MARKETS (2010) POOLED FUND TRUST; DREYFUS OPPORTUNITY FUNDS - DREYFUS STRATEGIC BETA E M E F; EATON VANCE COLLECTIVE INVESTMENT TFE BEN PLANS EM MQ EQU FD; EMERGING MARKETS EQUITY ESG SCREENED FUND B; EMERGING MARKETS EQUITY INDEX MASTER FUND; EMERGING MARKETS EQUITY INDEX PLUS FUND; EMERGING MARKETS EX-CONTROVERSIAL WEAPONS EQUITY INDEX FD B; EMERGING MARKETS INDEX NON-LENDABLE FUND; EMERGING MARKETS OPPORTUNITIES LR FUND; EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND; EMPLOYEES RET SYSTEM OF THE STATE OF HAWAII; EUROPEAN CENTRAL BANK; EXELON GENERATION COMP, LLC TAX QUALIFIED NUCLEAR DECOMM PAR; FIDELITY PURITAN TRUST F B FUND; FIDELITY RUTLAND SQUARE TRUST II: STRATEGIC A E M FUND; FIDELITY SALEM STREET T: FIDELITY E M INDEX FUND; FIDELITY SALEM STREET T: FIDELITY G EX U.S INDEX FUND; FIDELITY SALEM STREET T: FIDELITY TOTAL INTE INDEX FUND; FIDELITY SALEM STREET TRUST: FIDELITY FLEX INTERNATIONAL IND; FIDELITY SALEM STREET TRUST: FIDELITY SAI EMERGING M I FUND; FIDELITY SALEM STREET TRUST: FIDELITY SERIES G EX US I FD; FIDELITY SELECT PORTFOLIOS CHEMICAL PORTFOLIO; FIDELITY SELECT PORTFOLIOS: MATERIALS; FIRST TRUST BRAZIL ALPHADAX FUND; FIRST TRUST EMERGING MARKETS ALPHADAX FUND; FIRST TRUST GLL FUND PLC - FIRST TR EMERG MKTS ALPH UCITS ET; FIRST TRUST LATIN AMERICA ALPHADAX FUND; FORD MOTOR COMPANY OF CANADA, L PENSION TRUST; FRANCISCAN ALLIANCE, INC.; FRANCISCAN ALLIANCE, INC. MASTER PENSION TRUST; FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE BRAZI; FRIENDS LIFE LIMITED; FUNDAMENTAL LOW V I E M EQUITY; FUTURE FUND BOARD OF GUARDIANS; GAM STAR FUND PLC; GLOBAL ALPHA TILTS FUND B; GLOBAL EX-US ALPHA TILTS FUND; GLOBAL EX-US ALPHA TILTS FUND B; GMO ALPHA ONLY FUND, A SERIES OF GMO TRUST; GMO BENCHMARK-FREE FUND, A SERIES OF GMO TRUST; GMO GLOBAL EQUITY ALLOCATION INVESTMENT FUND; GMO GLOBAL R RETURN (UCITS) F, A SUB-FUND OF GMO FUNDS PLC; GMO IMPLEMENTATION FUND, A SERIES OF GMO TRUST; GMO M R FD(ONSH) A S O GMO M PORTIFOLIOS (ONSHORE), L.P.; GMO

TAX-MANAGED GLOBAL BALANCED PORTFOLIO A S O G M O M P O L P; G M O T R U S T O N B E H A L F O G M O T A X M I E F U N D; G O L D M A N S A C H S E T F T R U S T - G O L D M A N S A C T I V E B E T A E M E E T F; G O L D M A N S A C H S G I V I G L O B A L E Q U I T Y - G R O W T H M T I L T P O R T F O L I O; G O L D M A N S A C H S T R U S T I I - G O L D M A N S A C H S M U L T I - M A N A G E R G E F U N D; G O V E R N M E N T E M P L O Y E E S S U P E R A N N U A T I O N B O A R D; G U I D E S T O N E F U N D S E M E R G I N G M A R K E T S E Q U I T Y F U N D; H C C A P I T A L T R U S T T H E C O M M O D I T Y R E T U R N S S T R A T E G Y P O R T F O L I O; H E W L E T T - P A C K A R D C O M P A N Y M A S T E R T R U S T; H P I N V E S T C O M M O N C O N T R A C T U A L F U N D; I B M 4 0 1 (K) P L U S P L A N; I B M D I V E R S I F I E D G L O B A L E Q U I T Y F U N D; I L L I N O I S M U N I C I P A L R E T I R E M E N T F U N D; I N T E R N A T I O N A L E Q U I T Y F U N D; I N T E R N A T I O N A L E X P A T R I A T E B E N E F I T M A S T E R T R U S T; I N T E R N A T I O N A L M O N E T A R Y F U N D; I N V E S C O F U N D S; I N V E S C O L O W V O L A T I L I T Y E M E R G I N G M A R K E T S F U N D; I N V E S T O R S W H O L E S A L E E M E R G I N G M A R K E T S E Q U I T I E S T R U S T; I R I S H L I F E A S S U R A N C E P L C; I S H A R E S C O R E M S C I E M E R G I N G M A R K E T S E T F; I S H A R E S C O R E M S C I T O T A L I N T E R N A T I O N A L S T O C K E T F; I S H A R E S E M E R G I N G M A R K E T S F U N D A M E N T A L I N D E X E T F; I S H A R E S I I P U B L I C L I M I T E D C O M P A N Y; I S H A R E S I I I P U B L I C L I M I T E D C O M P A N Y; I S H A R E S M S C I B R A Z I L C A P P E D E T F; I S H A R E S M S C I B R A Z I L U C I T S E T F U S D (A C C); I S H A R E S M S C I B R I C E T F; I S H A R E S M S C I E M E R G I N G M A R K E T S E T F; I S H A R E S M S C I E M E R G I N G M A R K E T S E X C H I N A E T F; I S H A R E S P U B L I C L I M I T E D C O M P A N Y; J A P A N T R U S T E E S E R V I C E S B K, L T D. R E: R T B N I K K O B E A M O T H E R F D; J O H N H A N C O C K F U N D S I I I N T E R N A T I O N A L S T R A T E G I C E Q U I T Y A L L O C A T; J O H N H A N C O C K F U N D S I I S T R A T E G I C E Q U I T Y A L L O C A T I O N F U N D; J O H N H A N C O C K V A R I A B L E I N S T R U S T I N T E R N E Q U I T Y I N D E X T R U S T; J U L I U S B A E R M U L T I S T O C K S I C A V; K I N V E S T M E N T S S H L I M I T E D; K A P I T A L F O R E N I N G E N I N V E S T I N P R O, G L O B A L E Q U I T I E S I; K A P I T A L F O R E N I N G E N L A E G E R N E S P E N S I O N S I N V E S T E R I N G, L P I A E M I I I; K I E G E R F U N D I - K I E G E R G L O B A L E Q U I T Y F U N D; L A Z A R D A S S E T M A N A G E M E N T L L C; L A Z A R D E M E R G I N G M A R K E T S C O R E E Q U I T Y P O R T F O L I O; L A Z A R D E M E R G I N G M A R K E T S C O R E E Q U I T Y T R U S T; L A Z A R D G L O B A L A C T I V E F U N D S, P L C; L E G A L & G E N E R A L C O L L E C T I V E I N V E S T M E N T T R U S T; M A C Q U A R I E I N V M A N A G L T D A S R E S P E N T F O R A R R O W S T E M M K T S F D; M A N A G E D P E N S I O N F U N D S L I M I T E D; M E R C E R Q I F F U N D P L C; M E T A L L R E N T E F O N D S P O R T F O L I O; M I C R O S O F T G L O B A L F I N A N C E; M S C I A C W I E X - U . S. I M I I N D E X F U N D B 2; N A T W E S T B K P L C A S T R O F S T J A M E S P L G L E Q U I T Y U N I T T R U S T; N A T I O N A L C O U N C I L F O R S O C I A L S E C U R I T Y F U N D; N E W Y O R K S T A T E T E A C H E R S R E T I R E M E N T S Y S T E M; N E W Z E A L A N D S U P E R A N N U A T I O N F U N D; N O R G E S B A N K; N O R T H E R N T R U S T L U X M A N C O M P S A I N R O F S C H I N T S R F F C P - S I F; O H I O P O L I C E A N D F I R E P E N S I O N F U N D; O L D W E S T B U R Y L A R G E C A P S T R A T E G I E S F U N D; O L D W E S T B U R Y S T R A T E G I C O P P O R T U N I T I E S F U N D; O P P E N H E I M E R E M E R G I N G M A R K E T S R E V E N U E E T F; O Y S T E R C R E E K N U C L E A R G E N E R A T I N G S T A T I O N Q U A L I F I E D F U N D; P A N A G O R A D I V E R S I F I E D R I S K M U L T I - A S S E T F U N D, L T D.; P A R A M E T R I C E M E R G I N G M A R K E T S F U N D; P A R A M E T R I C T A X - M A N A G E D E M E R G I N G M A R K E T S F U N D; P E R P E T U A L T S L A S R E F P G D A S S E T A L L O C A T I O N F U N D; P I M C O E Q U I T Y S E R I E S: P I M C O R A F I D Y N A M I C M U L T I - F A C T O R E M E R G I N; P I M C O E Q U I T Y S E R I E S: P I M C O R A E F U N D A M E N T A L E M E R G I N G M A R K E T S F; P I M C O F U N D S G L O B A L I N V E S T O R S S E R I E S P L C; P I M C O R A E F U N D A M E N T A L E M E R G I N G M A R K E T S F U N D L L C; P I N E B R I D G E D Y N A M I C A S S E T A L L O C A T I O N F U N D; P I N E B R I D G E G L O B A L D Y N A M I C A S S E T A L L O C A T I O N F U N D; P O P L A R T R E E F U N D O F A M E R I C A N I N V E S T M E N T T R U S T; P O W E R S H A R E S F T S E R A F I E M E R G I N G M A R K E T S P O R T F O L I O; P O W E R S H A R E S F T S E R A F I E M E R G I N G M A R K E T S U C I T S E T F; P O W E R S H A R E S P U R E B E T A F T S E E M E R G I N G M A R K E T S P O R T F O L I O; P O W E R S H A R E S S & P E M E R G I N G M A R K E T S H I G H B E T A P O R T F O L I O; P U B L I C

EMPLOYEE RETIREMENT SYSTEM OF IDAHO; PUBLIC SECTOR PENSION INVESTMENT BOARD; RAILWAYS PENSION TRUSTEE COMPANY LIMITED; SCHLUMBERGER GROUP TRUST AGREEMENT; SCOTTISH WIDOWS INVESTMENT SOLUTIONS FUNDS ICVC- FUNDAMENTAL; SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: SPARTAN EMERG; SPDR MSCI ACWI EX-US ETF; SPDR MSCI EMERGING MARKETS STRATEGICFACTORS ETF; SSGA EMERGING MARKETS FUND; SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST; SSGA MSCI BRAZIL INDEX NON-LENDING QP COMMON TRUST FUND; SSGA SPDR ETFS EUROPE I PLC; ST STR RUSSELL FUND GL EX-U.S. INDEX NON-LEND COMMON TR FD; ST STR MSCI ACWI EX USA IMI SCREENED NON-LENDING COMM TR FD; STATE OF ALASKA RETIREMENT AND BENEFITS PLANS; STATE OF MINNESOTA STATE EMPLOYEES RET PLAN; STATE OF NEW JERSEY COMMON PENSION FUND D; STATE OF WISCONSIN INVT. BOARD MASTER TRUST; STATE ST B AND T C INV F F T E RETIR PLANS; STATE STREET ACTIVE EM MKTS SEC LEND QP COM TR FD; STATE STREET ALL COUNTRY WORLD EX-US A NON-LEN C T F; STATE STREET EMERGING M A S L QIB COMMON TRUST FUND; STATE STREET EMERGING MARKETS E N-L C TRUST FUND; STATE STREET EMERGING MARKETS EQUITY INDEX FUND; STATE STREET GLOBAL A LUX SICAV - SS EM SRI ENHANCED E F; STATE STREET GLOBAL ADVISORS LUX SICAV - S S G E M I E FUND; STATE STREET GLOBAL ADVISORS LUXEMBOURG SICAV - SS EE ME FD; STATE STREET GLOBAL ADVISORS LUXEMBOURG SICAV - SS EMSEF; STATE STREET GLOBAL EQUITY EX-US INDEX PORTFOLIO; STATE STREET IRELAND UNIT TRUST; STATE STREET VARIABLE INSURANCE SERIES FUNDS, INC; STICHTING DELA DEPOSITARY & MANAGEMENT; STICHTING PGGM DEPOSITARY; SUNAMERICA SPECIALTY SERIES AIG INCOME EXPLORER FUND; SUNSUPER SUPERANNUATION FUND; TEACHER RETIREMENT SYSTEM OF TEXAS; TEACHERS RETIREMENT SYSTEM OF OKLAHOMA; TEXAS MUNICIPAL RETIREMENT SYSTEM; THE BANK OF NEW YORK MELLON EMP BEN COLLECTIVE INVEST FD PLA; THE GOVERNMENT OF HIS M THE S AND Y D-P OF BRUNEI DARUSSALAM; THE MONETARY AUTHORITY OF SINGAPORE; THE NOMURA T AND B CO LTD RE I E S INDEX MSCI E NO HED M FUN; THE REGENTS OF THE UNIVERSITY OF CALIFORNIA; THE SEVENTH SWEDISH NATIONAL PENSION FUND - AP7 EQUITY FUND; THE STATE OF CONNECTICUT COMBINED INVEST.FUND; THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO; THE TEXAS EDUCATION AGENCY; THREE MILE ISLAND UNIT ONE QUALIFIED FUND; TOTAL INTERNATIONAL EX U.S. I MASTER PORT OF MASTER INV PORT; TRUST & CUSTODY SERVICES BANK, LTD. RE: DIAM BRICS EQUITY MF; TRUST & CUSTODY SERVICES BANK, LTD. RE: EMERGING E P M F; TYCO ELETRONICS RETIREMENT SAVINGS INVESTMENT PLAN TRUST; UAW RETIREE MEDICAL BENEFITS TRUST; UPS GROUP TRUST; UTD NAT RELIEF AND WORKS AG FOR PAL REFUGEE IN THE NEAR EAST; VANG FTSE ALL-WORLD EX-US INDEX FD, A S OF V INTER E I FDS; VANGUARD EMERGING MARKETS SELECT STOCK FUND; VANGUARD FUNDS PUBLIC LIMITED COMPANY; VANGUARD INTERNATIONAL HIGH DIVIDEND YIELD INDEX FUND; VANGUARD INV FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX F; VANGUARD INVESTMENT SERIES PLC; VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF; VARIABLE INS. PROD F II: CONTRAFUND PORTF; VARIABLE INSURANCE PRODUCTS FUND IV: MATERIALS PORTFOLIO; VERDIPAPIRFONDET KLP AKSJE FREMVOKSENDE MARKEDER INDEKS I; VICTORIAN FUNDS MAN C A T F V E M T; VIRGINIA RETIREMENT SYSTEM; VIRTUS GLOVISTA EMERGING MARKETS ETF; VOYA EMERGING MARKETS INDEX PORTFOLIO; WELLS FARGO BK D OF T ESTABLISHING INV F FOR E BENEFIT TR; WELLS FARGO FACTOR ENHANCED EMERGING MARKETS PORTFOLIO; X-

TRACKERS MSCI BRAZIL HEDGED EQUITY ETF (votes submitted via Distance Voting Ballots)

THE ABOVE MATCHES THE ORIGINAL RECORDED IN THE PROPER BOOK.

Camaçari/BA, April 30, 2018.

PRESIDING BOARD:

Paula C. P. Magalhães Azevedo

Chairwoman

Alessandra Ordunha Araripe

Secretary

BRASKEM S.A.

C.N.P.J. No. 42.150.391/0001-70

NIRE 29300006939

PUBLICLY-HELD COMPANY

MINUTES OF THE ANNUAL AND EXTRAORDINARY MEETING

HELD ON APRIL 30, 2018

EXHIBIT I

VOTING MAP

Matters on the Agenda of the Annual and Extraordinary Meeting

held on April 30, 2018

(Resolutions)

Resolve on the Management Report and the respective Management account and Company's Financial Statements, including the Notes to financial statements, for the fiscal year ended on December 31, 2017, along with the Report of the Independent Auditors and the Report of the Fiscal Board.	Approvals	446,616,437	-	64.2%	99.0%	-
	Rejections	0	-	0%	0%	-
Resolve on the approval of the Company's Capital Budget for the fiscal year of 2018, with a term of 01 (one) year, in the amount of R\$ 3,385,387,000.00 (three billion, three hundred and eighty-five million, three hundred and eighty-seven thousand reais).	Abstentions	3,300	-	0.0%	0.0%	-
	Approvals	446,616,437	-	64.2%	99.0%	-

Use of Proceeds and Hedging

Part of the net proceeds we receive from the sale of the notes will be used in connection with hedging our obligations under the notes through one or more of our affiliates. The hedging or trading activities of our affiliates on or prior to the Trade Date or an Averaging Date could adversely affect the level of the Basket and, as a result, could decrease the amount

you may receive on
the notes at
maturity.

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**Historical
Performance of the
Basket**

The following graph sets forth the historical performance of the Basket, retrospectively calculated from December 9, 2010 through August 14, 2015, assuming the level of the Basket on August 14, 2015 was 100 and the Basket Component Weightings were as specified in the Key Terms. The closing level of the Basket on any day during this period is calculated as if the level of the Basket were the Final Basket Level and such day were an Averaging Date (except that the Initial Basket Level would be 57.07 on December 9, 2010 if we assume the level of the Basket on August 14, 2015 was 100). For purposes of the notes and the determination of the Payment at Maturity, the Initial Basket Level was set equal to 100 on the Trade Date. The hypothetical

historical performance of the Basket should not be taken as an indication of future performance, and no assurance can be given as to the performance of the Basket on any day during the term of the notes, including on the Averaging Dates.

The Basket Components

All disclosures contained in this pricing supplement regarding the Basket Components are derived from publicly available information. Neither Deutsche Bank AG nor any of its affiliates have participated in the preparation of, or verified, such information about any Basket Component contained in this pricing supplement. You should make your own investigation into the Basket Components.

Included below is a brief description of the issuer of each Basket Component. Each of the Basket Components is registered under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Except as specified below, companies with securities registered under the Exchange Act are required to file financial and other information specified by the SEC periodically. Information filed by the issuers of the Basket Components with the SEC can be reviewed electronically through a web site maintained by the SEC. The address of the SEC’s web site is <http://www.sec.gov>. Information filed with the SEC by the issuers of the Basket Components under the Exchange Act can be located by reference to their respective SEC file numbers provided below.

In addition, information filed with the SEC can be inspected and copied at the Public Reference Section of

the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Section, at prescribed rates.

Historical Performance of the Basket Components

The following graphs set forth the historical performance of each Basket Component based on its daily closing prices from August 14, 2010 (or, with respect to First Republic Bank, December 9, 2010) through August 14, 2015. We obtained the historical closing prices of the Basket Components below from Bloomberg L.P., and we have not participated in the preparation of, or verified, such information. **The historical closing prices of the Basket Components should not be taken as an indication of future performance, and no assurance can be given as to the Closing Prices of**

**the Basket
Components on
any of the
Averaging Dates.
We cannot give you
assurance that the
performance of the
Basket
Components will
result in the return
of any of your
initial investment.**

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**Bank of America
Corporation**

According to publicly available information, Bank of America Corporation is a financial institution that serves individual consumers, small- and middle-market businesses, institutional investors, large corporations and governments with a range of banking, investing, asset management and other financial and risk management products and services.

Information filed by Bank of America Corporation with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-06523, or its CIK Code: 0000070858. The common stock of Bank of America Corporation is traded on the New York Stock Exchange under the symbol "BAC." The closing price of the common stock of Bank of America Corporation on

August 14, 2015
was \$17.70.

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Citigroup Inc.

According to publicly available information, Citigroup Inc. is a financial services holding company whose businesses provide consumers, corporations, governments and institutions with a range of financial products and services, including consumer banking and credit, corporate and investment banking, securities brokerage, trade and securities services and wealth management.

Information filed by Citigroup Inc. with the SEC under the Exchange Act can be located by reference to its SEC file number:

001-09924, or its

CIK Code:

0000831001. The

common stock of Citigroup Inc. is traded on the New York Stock

Exchange under the symbol "C." The

closing price of the common stock of Citigroup Inc. on August 14, 2015

was \$57.59.

**Comerica
Incorporated**

According to its publicly available filings with the SEC, Comerica Incorporated is a financial services company, with three major business segments: the business bank (which meets the needs of middle market businesses, multinational corporations and governmental entities), the retail bank (which includes small business banking and personal financial services, consisting of consumer lending, consumer deposit gathering and mortgage loan origination) and wealth management (which offers products and services consisting of fiduciary services, private banking, retirement services, investment management and advisory services, investment banking and brokerage services). Information filed by Comerica Incorporated with

the SEC under the Exchange Act can be located by reference to its SEC file number: 001-10706, or its CIK Code: 0000028412. The common stock of Comerica Incorporated is traded on the New York Stock Exchange under the symbol "CMA." The closing price of the common stock of Comerica Incorporated on August 14, 2015 was \$47.45.

**First Republic
Bank**

According to its publicly available filings with the FDIC, First Republic Bank is a commercial bank and trust company, specializing in providing personalized, relationship-based services, including private banking, private business banking, real estate lending and wealth management services, including trust and custody services, to clients in selected metropolitan areas in the United States. First Republic Bank is required to periodically file certain financial and other information specified by the FDIC. Information provided to or filed with the FDIC by First Republic Bank pursuant to the Exchange Act can be located by reference to the FDIC certificate number 59017 and can be accessed through www2.fdic.gov/efr/. The following graphs set forth the

historical performance of the common stock of First Republic Bank based on its daily closing prices from December 9, 2010 through August 14, 2015. The closing price of the common stock of First Republic Bank on August 14, 2015 was \$64.40.

KeyCorp

According to its publicly available filings with the SEC, KeyCorp is a bank holding company that, through its subsidiaries, provides a range of retail and commercial banking, commercial leasing, investment management, consumer finance, commercial mortgage servicing and special servicing and investment banking products and services to individual, corporate and institutional clients. Information filed by KeyCorp with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-11302, or its CIK Code: 0000091576. The common stock of KeyCorp is traded on the New York Stock Exchange under the symbol "KEY." The closing price of the common shares of KeyCorp on August 14, 2015 was \$14.77.

**The PNC Financial
Services Group,
Inc.**

According to publicly available information, The PNC Financial Services Group, Inc. is a diversified financial services company that has businesses engaged in retail banking, corporate and institutional banking, asset management and residential mortgage banking.

Information filed by The PNC Financial Services Group, Inc. with the SEC under the Exchange Act can be located by reference to its SEC file number:

001-09718, or its

CIK Code:

0000713676. The

common stock of The PNC Financial Services Group, Inc. is traded on the New York Stock

Exchange under the symbol "PNC." The closing price of the common stock of The PNC Financial Services Group, Inc. on August 14, 2015 was \$97.59.

Regions Financial Corporation

According to publicly available information, Regions Financial Corporation is a financial holding company that provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of asset management, wealth management, securities brokerage, insurance, trust services and other specialty financing. Information filed by Regions Financial Corporation with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-34034, or its CIK Code: 0001281761. The common stock of Regions Financial Corporation is traded on the New York Stock Exchange under the symbol "RF." The closing price of the common stock of Regions Financial Corporation on August 14, 2015 was \$10.55.

SVB Financial Group

According to publicly available information, SVB Financial Group is a diversified financial services company, a bank holding company and a financial holding company that offers a variety of banking and financial products and services to clients across the United States, as well as in key international entrepreneurial markets.

Information filed by SVB Financial Group with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-15637, or its CIK Code: 0000719739. The common stock of SVB Financial Group is traded on the NASDAQ Stock Market under the symbol "SIVB." The closing price of the common stock of SVB Financial Group on August 14, 2015 was \$140.74.

U.S. Bancorp

According to publicly available information, U.S. Bancorp offers a range of financial services, including lending and depository services, cash management, capital markets and trust and investment management services.

Information filed by U.S. Bancorp with the SEC under the Exchange Act can be located by reference to its SEC file number: 001-06880, or its CIK Code: 0000036104. The common stock of U.S. Bancorp is traded on the New York Stock Exchange under the symbol "USB." The closing price of the common stock of U.S. Bancorp on August 14, 2015 was \$45.60.

**Wells Fargo &
Company**

According to publicly available information, Wells Fargo & Company provides retail, commercial and corporate banking services through banking stores and offices, the internet and other distribution channels to individuals, businesses and institutions across the United States and in other countries.

Information filed by Wells Fargo & Company with the SEC under the Exchange Act can be located by reference to its SEC file number:

001-02979, or its CIK Code:

0000072971. The common stock of Bank of America Corporation is traded on the New York Stock

Exchange under the symbol "WFC." The closing price of the common stock of Wells Fargo & Company on August 14, 2015 was \$57.33.

**Supplemental Plan
of Distribution**

JPMorgan Chase Bank, N.A. and JPMS LLC or one of its affiliates, acting as placement agents for the notes, will receive a fee from the Issuer of \$7.50 per \$1,000 Face Amount of notes.

**Validity of the
Notes**

In the opinion of Davis Polk & Wardwell LLP, as special United States products counsel to the Issuer, when the notes offered by this pricing supplement have been executed and issued by the Issuer and authenticated by the authenticating agent, acting on behalf of the trustee, pursuant to the Indenture, and delivered against payment as contemplated herein, such notes will be valid and binding obligations of the Issuer, enforceable in accordance with their terms, subject to applicable

bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability (including, without limitation, concepts of good faith, fair dealing and the lack of bad faith) and possible judicial applications giving effect to governmental actions or foreign laws affecting creditors' rights, provided that such counsel expresses no opinion as to the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above. This opinion is given as of the date hereof and is limited to the laws of the State of New York. Insofar as this opinion involves matters governed by German law, Davis Polk & Wardwell LLP has relied, without independent investigation, on the opinion of Group Legal Services of Deutsche Bank AG, dated July 31, 2015, filed as an exhibit to the opinion of Davis

Polk & Wardwell LLP, and this opinion is subject to the same assumptions, qualifications and limitations with respect to such matters as are contained in such opinion of Group Legal Services of Deutsche Bank AG. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the Indenture and the authentication of the notes by the authenticating agent and the validity, binding nature and enforceability of the Indenture with respect to the trustee, all as stated in the opinion of Davis Polk & Wardwell LLP dated July 31, 2015, which has been filed as an exhibit to the registration statement referred to above.