

BRASKEM SA  
Form 20-F  
June 30, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F**

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

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007

OR

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

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission file number: 001-14862

**BRASKEM S.A.**

(Exact Name of Registrant as Specified in its Charter)

N/A

(Translation of Registrant's name into English)

**Federative Republic of Brazil**

(Jurisdiction of Incorporation or Organization)

Av. das Nações Unidas, 4777  
São Paulo, SP—CEP 05477-000 Brazil  
(Address of principal executive offices) (Zip code)

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

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

<u>Title of each class</u>	<u>Name of Each Exchange on which Registered</u>
Preferred Shares, Class A, no par value per share, each represented by American Depositary Receipts	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

The total number of issued shares of each class of stock of Braskem S.A. as of December 31, 2007 was: 149,810,870 Common Shares, no par value per share, 298,818,675 Preferred Shares, Class A, no par value per share, and 803,066 Preferred Shares, Class B, no par value per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Large Accelerated Filer Accelerated Filer Non-accelerated Filer

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

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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## INTRODUCTION

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

All references herein (1) to we, us or our company are references to Braskem S.A., its consolidated subsidiaries and jointly controlled entities, and (2) to Braskem are references solely to Braskem S.A.

On June 27, 2008, the exchange rate for *reais* into U.S. dollars was R\$1.6077 to US\$1.00, based on the selling rate as reported by the Central Bank of Brazil (*Banco Central do Brasil*), or the Central Bank. The selling rate was R\$1.7713 to US\$1.00 at December 31, 2007, R\$2.138 to US\$1.00 at December 31, 2006 and the commercial selling rate was R\$2.341 to US\$1.00 at December 31, 2005, in each case, as reported by the Central Bank. The *real*/U.S. dollar exchange rate fluctuates widely, and the selling rate at June 27, 2008 may not be indicative of future exchange rates. See Item 3. Key Information Exchange Rates for information regarding exchange rates for the Brazilian currency since January 1, 2003.

Solely for the convenience of the reader, we have translated some amounts included in Item 3. Key Information Selected Financial Information and elsewhere in this annual report from *reais* into U.S. dollars using the selling rate as reported by the Central Bank at December 31, 2007 of R\$1.7713 to US\$1.00. These translations should not be considered representations that any such amounts have been, could have been or could be converted into U.S. dollars at that or at any other exchange rate. Such translations should not be construed as representations that the *real* amounts represent or have been or could be converted into U.S. dollars as of that or any other date.

### Financial Statements

#### *Braskem Financial Statements*

We maintain our books and records in *reais*.

Our consolidated financial statements at December 31, 2007 and 2006 and for the three years ended December 31, 2007 have been audited, as stated in the report appearing herein, and are included in this annual report.

We prepare our consolidated financial statements in accordance with accounting practices adopted in Brazil, or Brazilian GAAP, which are based on:

- Brazilian Law No. 6,404/76, as amended, which we refer to as the Brazilian Corporation Law;
- the rules and regulations of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*), or CVM; and
- the accounting standards issued by the Brazilian Institute of Independent Accountants (*Instituto dos Auditores Independentes do Brasil IBRACON*), or IBRACON.

Brazilian GAAP differs in certain respects from accounting principles generally accepted in the United States, or U.S. GAAP. For a discussion of certain differences relating to these financial statements, see note 31 to our consolidated financial statements included elsewhere in this annual report.

Consistent with Brazilian GAAP, our audited consolidated financial statements at December 31, 2007 and 2006 and for the three years ended December 31, 2007 have been prepared in accordance with CVM Instruction No.

247/96, as amended, or Instruction 247. Instruction 247 requires our company to proportionally consolidate jointly controlled companies that are not our subsidiaries but which we jointly control with one or more other shareholders.

Our consolidated financial statements reflect reclassifications in 2005 of the following items to provide a better comparison among 2006 and 2005:

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- Prior to January 1, 2006, we recorded expenditures for programmed maintenance shutdowns of our plants as Deferred charges. Such expenses occur at scheduled intervals from one to six years and are depreciated to production cost until the beginning of the next maintenance shutdown. Beginning January 1, 2006, in accordance with IBRACON Technical Interpretation 01/2006, we recorded all programmed maintenance shutdown expenses in property, plant and equipment as Machinery, equipment and facilities. In addition, the retrospective effects of depreciation with the adoption of this interpretation was recognized as shareholders equity. Accordingly, for periods ending after January 1, 2006, we have reclassified the amount of R\$400.2 million from deferred charges to property, plant and equipment, and recognized the amount of R\$164.9 million in shareholders equity.
- Prior to January 1, 2006, we recorded quotas subject to mandatory redemption as a separate line item of our balance sheet and not as part of loans and financing. Pursuant to CVM Release 01/2006, we now present liabilities related to quotas subject to mandatory redemption as part of loans and financing. Accordingly, short-term loans and financing (including current portion of long-term debt) at December 31, 2005 and 2004 reflect the reclassification of quotas subject to mandatory redemption in the amount of R\$225.4 million and R\$22.4 million, respectively, and long-term loans and financing at December 31, 2005 and 2004 reflect the reclassification of quotas subject to mandatory redemption in the amount of R\$404.1 million and R\$201.8 million, respectively.

Prior to March 31, 2006, we proportionally consolidated the results of Politeno Indústria e Comércio S.A., or Politeno, in our consolidated financial statements. As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of Our Company Developments Since January 1, 2005, we have fully consolidated Politeno's results in our consolidated financial statements and included Politeno's results in our Polyolefins segment as from April 1, 2006. Politeno merged with and into Braskem on April 2, 2007.

Prior to March 31, 2007, we proportionally consolidated the results of Copesul Companhia Petroquímica do Sul, or Copesul, in our consolidated financial statements. As a result of the Ipiranga Transaction described under Item 4. Information on the Company Ipiranga Transaction, we have fully consolidated Copesul's results in our consolidated financial statements and included Copesul's results as a separate segment as from April 1, 2007.

Copesul and Ipiranga Química S.A., or Ipiranga Química, maintain their books and records in *reais* and prepare their consolidated financial statements in accordance with Brazilian GAAP.

### ***Copesul Financial Statements***

Prior to April 1, 2007, Copesul's consolidated financial statements were proportionally consolidated into the Braskem's consolidated financial statements under Brazilian GAAP, as described above under Braskem Financial Statements. As a result of the Ipiranga Transaction and our obtaining effective management control over the 29.5% of the share capital of Copesul then owned by Ipiranga Petroquímica, we have fully consolidated the results of Copesul and its subsidiaries into our financial statements as from April 1, 2007. As a result of the completion of the first phase of the Petrobras Transaction, the minority interest in Copesul represents only 0.8% of the total share capital of Copesul.

We have included separate consolidated financial statements of Copesul in this annual report because Copesul constituted a significant jointly controlled company, accounting for 85.0% of our income from continuing operations before income taxes in the three months ended March 31, 2007 and 96.6% in 2006. Copesul maintains its books and records in *reais* and prepares its financial statements in accordance with Brazilian GAAP.

Copesul's consolidated financial statements at December 31, 2007 and 2006 and for each of the years ended December 31, 2007, 2006 and 2005 included in this annual report have been audited, as stated in the report appearing herein. Copesul's consolidated financial statements at March 31, 2008 and for each of the three month periods ended March 31, 2008 and 2007 included in this annual report have not been audited.

## Share Splits

On October 20, 2003, we authorized the split of all of our issued common shares, class A preferred shares and class B preferred shares into 20 shares for each issued share. This 20-for-one share split was effective on October 21, 2003. As a result of this share split, the ratio of our class A preferred shares to American Depository Shares, or ADSs, changed from 50 class A preferred shares per ADS to 1,000 class A preferred shares per ADS.

On March 31, 2005, we authorized the reverse split of all of our issued common shares, class A preferred shares and class B preferred shares into one share for each 250 issued shares. This reverse share split became effective on May 16, 2005. In connection with this reverse share split, we authorized a change in the ratio of our ADSs. Upon the effectiveness of our reverse share split and the ratio change, the ratio of our class A preferred shares to ADSs changed from 1,000 class A preferred shares per ADS to two class A preferred shares per ADS. All references to numbers of shares and dividend amounts in this annual report have been adjusted to give effect to the 20-for-one share split and the one-for-250 reverse share split.

## Market Share and Other Information

We make statements in this annual report about our market share in the petrochemical industry in Brazil and our production capacity relative to that of other petrochemical producers in Brazil and Latin America. We have made these statements on the basis of information obtained from third-party sources that we believe are reliable. We have calculated our Brazilian market shares with respect to specific products by dividing our domestic net sales volumes of these products by the total Brazilian domestic consumption of these products estimated by the Brazilian Association of Chemical Industry and Derivative Products (*Associação Brasileira de Indústrias Químicas e de Produtos Derivados*). We derive information regarding the production capacity of other companies in the Brazilian petrochemical industry and the estimated total Brazilian domestic consumption of petrochemical products principally from reports published by the Brazilian Association of Chemical Industry and Derivative Products. Although we have no reason to believe that any of this information is inaccurate in any material respect, neither we nor the initial purchasers have independently verified the production capacity, market share, market size or similar data provided by third parties or derived from industry or general publications. We derive information regarding the size of the chemical distribution industry and our market share in this industry principally from reports published by the Brazilian Chemical and Petrochemical Distributors Association (*Associação Brasileira dos Distribuidores de Produtos Químicos e Petroquímicos*).

## Production Capacity and Sales Volume

As used in this annual report:

- production capacity means the annual projected capacity for a particular facility, calculated based upon operations for 24 hours each day of a year and deducting scheduled downtime for regular maintenance; and
- ton means a metric ton, which is equal to 1,000 kilograms or 2,204.62 pounds.

## Rounding

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



## CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS

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

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

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

- general economic, political and business conditions in our company's markets, both in Brazil and abroad, including demand and prices for petrochemical products;
- interest rate fluctuations, inflation and exchange rate movements of the *real* in relation to the U.S. dollar;
- the cyclical nature of the Brazilian and global petrochemical industries;
- competition;
- prices of naphtha and other raw materials;
- actions taken by our major shareholders;
- our ability to obtain financing on satisfactory terms;
- our progress in integrating Copesul, Ipiranga Química and Ipiranga Petroquímica S.A., or Ipiranga Petroquímica, as well as other companies or assets acquired in the future, so as to achieve the anticipated benefits of these acquisitions;
- our ability to obtain approvals from Brazilian antitrust authorities for the Ipiranga Transaction and the Petrobras Transaction described under Item 4. Information on the Company Ipiranga Transaction and Item 4. Information on the Company Petrobras Transaction, and other acquisitions;
- changes in laws and regulations, including, among others, those affecting tax and environmental matters;
- decisions rendered in pending major tax, labor and other legal proceedings; and
- other factors identified or discussed under Item 3. Key Information Risk Factors.

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

We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

**PART I****ITEM 1. IDENTITY OF DIRECTOR, SENIOR MANAGEMENT AND ADVISER**

Not applicable.

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

Not applicable.

**ITEM 3. KEY INFORMATION****Selected Financial Information**

The following selected financial data have been derived from our consolidated financial statements. The selected financial data at December 31, 2007 and 2006 and for the three years ended December 31, 2007 have been derived from our consolidated financial statements included in this annual report. The selected financial data at December 31, 2005, 2004 and 2003 and for the years ended December 31, 2004 and 2003 have been derived from our audited consolidated financial statements that are not included in this annual report.

Prior to the Ipiranga Transaction, we owned 29.5% of the voting and total share capital of Copesul, and we were required, under Brazilian GAAP, to account for our interests in Copesul in our consolidated financial statements using the proportional consolidation method, including for the first three months of 2007. As a result of the Ipiranga Transaction and our obtaining effective management control over the 29.5% of the share capital of Copesul then owned by Ipiranga Petroquímica, we have fully consolidated the results of Copesul and its subsidiaries into our financial statements as from April 1, 2007. In addition, as a result of the Ipiranga Transaction, we have consolidated the results of Ipiranga Química and Ipiranga Petroquímica in our consolidated financial statements as from April 1, 2007.

Our consolidated financial statements are prepared in accordance with Brazilian GAAP, which differs in certain respects from U.S. GAAP. For a discussion of certain differences relating to these financial statements, see note 31 to our audited consolidated financial statements included in this annual report.

**At and for the Year Ended December 31,**

	<b>2007(1)</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003(2)</b>
	<b>(in millions of US\$, except financial ratios)</b>	<b>(in millions of reais, except financial ratios)</b>				
<b>Statement of Operations Data</b>						
<b>Brazilian GAAP:</b>						
Net sales revenue	US\$9,981.0 (8,152.8)	R\$17,679.4 (14,441.0)	R\$12,992.7 (10,792.1)	R\$13,075.1 (10,361.7)	R\$12,389.5 (9,223.0)	R\$10,300.2 (8,224.6)

Cost of sales and services rendered						
Gross profit	1,828.2	3,238.4	2,200.6	2,713.4	3,166.5	2,075.6
Selling, general and administrative expenses	(699.2)	(1,238.5)	(951.5)	(787.1)	(677.0)	(488.4)
Depreciation and amortization	(270.5)	(479.1)	(385.0)	(355.6)	(359.7)	(193.5)
Other operating income, net	74.2	131.5	186.1	22.8	43.0	55.5
Operating income before equity accounting and financial income (expense)	932.7	1,652.3	1,050.2	1,593.5	2,172.8	1,449.2
Results from equity accounting(3)	(60.6)	(107.3)	(28.8)	(109.8)	(107.6)	(170.5)
Financial expenses	(101.7)	(180.1)	(1,097.9)	(675.8)	(1,307.2)	(720.8)
Financial income	(64.1)	(113.5)	159.5	(33.6)	68.6	9.2
Operating income	706.3	1,251.4	83.0	774.3	826.6	567.1
Non-operating expenses, net	(37.9)	(67.2)	7.1	(25.2)	(29.8)	(4.5)
Income before income tax and	668.4	1,184.2	90.1	749.1	796.8	562.6

## At and for the Year Ended December 31,

	2007(1)	2007	2006	2005	2004	2003(2)
(in millions of US\$, except financial ratios)						
		(in millions of <i>reais</i> , except financial ratios)				
social contribution (current and deferred) and minority interest						
Income tax and social contribution (current and deferred)	(212.8)	(377.0)	12.8	(177.3)	(85.1)	(121.3)
Income before profit sharing and minority interest	455.6	807.2	102.9	571.8	711.7	441.3
Profit sharing	(10.6)	(18.7)				
Income before minority interest	445.0	788.5	102.9	571.8	711.7	441.3
Minority interest	(136.0)	(240.9)	(1.6)	54.0	(24.6)	(226.2)
Net income	US\$309.0	R\$547.6	R\$101.3	R\$625.8	R\$687.1	R\$215.1
Number of shares outstanding at year end, excluding treasury shares (in thousands):						
Common shares		149,810	123,492	120,860	120,860	102,432
Class A preferred shares		282,223	231,744	240,393	240,373	170,379
Class B preferred shares		803	803	803	842	916
Net income (loss) per share at year end	0.71	1.27	0.28	1.73	1.90	0.79
Net income (loss) per ADS at year end	1.42	2.53	0.57	3.46	3.80	1.57
Dividends declared per share:						
Common shares	0.36	0.64		0.90	0.56	
Class A preferred shares	0.36	0.64	0.16	0.90	0.56	
Class B preferred shares	0.36	0.64	0.16	0.56	0.56	
Dividends declared per ADS	0.73	1.29	0.32	1.80	1.12	

**U.S. GAAP:**

Net income (loss) for the year	US\$ 82.2	R\$ 145.6	R\$161.6	R\$741.2	R\$843.1	R\$378.1
Basic earnings (loss) per share (weighted average):						
Common shares	1.51	2.68	0.13	2.05	2.63	1.41
Class A preferred shares	1.58	2.79	0.59	2.05	2.69	1.37
Class B preferred shares	1.55	2.75	0.63	0.63	0.56	0.44
Basic earnings (loss) per ADS (weighted average)	3.15	5.58	1.18	4.10	5.38	2.74
Diluted earnings (loss) per share (weighted average):						
Common shares	1.56	2.76	0.13	1.95	2.40	1.41
Class A preferred shares	1.58	2.79	0.59	1.95	2.40	1.37
Class B preferred shares	1.55	2.75	0.63	0.63	0.56	0.44
Diluted earnings (loss) per ADS (weighted average)	3.03	5.36	1.18	3.90	4.80	2.40

**Balance Sheet Data****Brazilian GAAP:**

Cash, cash equivalents and other investments	US\$1,207.5	R\$2,138.8	R\$1,961.0	R\$2,281.5	R\$1,815.6	R\$1,221.2
Short-term trade accounts receivable	845.1	1,497.0	1,594.9	1,493.3	1,630.6	1,241.0
Short-term inventories	1,278.3	2,264.3	1,767.3	1,567.4	1,562.4	1,092.3
Property, plant and equipment, net	4,744.6	8,404.1	6,688.7	6,364.4	5,830.4	5,090.9
Total assets	11,794.7	20,892.0	16,304.3	15,590.8	15,050.4	14,005.6

## At and for the Year Ended December 31,

	2007(1)	2007	2006	2005	2004	2003(2)
(in millions of US\$, except financial ratios)			(in millions of reais, except financial ratios)			
Short-term loans and financing (including current portion of long-term debt)(4)	603.2	1,068.4	653.9	1,120.4	1,808.3	2,764.1
Short-term debentures	63.0	111.6	1,157.7	9.3	5.0	353.4
Short-term related party debt				3.1		5.5
Long-term loans and financing(4)	3,614.2	6,401.9	3,935.8	3,261.6	3,261.4	3,628.0
Long-term debentures	451.6	800.0	982.2	1,599.3	1,167.9	1,143.0
Long-term related party debt			4.8	3.0	115.8	177.6
Minority interest	337.6	598.0	21.8	121.2	203.1	554.4
Share capital	2,620.1	4,641.0	3,508.3	3,403.0	3,403.0	1,887.4
Shareholders equity	3,250.2	5,757.0	4,311.9	4,535.8	4,183.7	2,112.6

**U.S. GAAP**

	US\$	R\$				
Total assets	13,195.45	23,373.1	R\$14,890.7	R\$13,634.0	R\$12,671.7	R\$11,058.2
Shareholders equity	2,840.79	5,031.9	2,966.8	2,918.4	2,439.6	7.8

**Other Financial Information****Brazilian GAAP:****Cash Flow Data:**

Net cash provided by (used in):

Operating activities	US\$1,351.5	R\$2,393.8	R\$405.3	R\$1,719.4	R\$1,916.0	R\$596.9
Investing activities	(2,019.5)	(3,577.1)	(1,213.1)	(1,048.0)	(1,014.4)	(469.4)
Financing activities	861.7	1,526.3	219.2	(329.7)	166.0	379.1

**Other Information:**

Capital expenditures:

Property, plant and equipment	US\$775.9	R\$1,374.4	R\$953.0	R\$930.2	R\$704.4	R\$223.7
Investments in other companies	650.2	1,151.7	222.7	34.0	23.6	71.7

## At and for the Year Ended December 31,

	2007	2006	2005	2004	2003
<b>Operating Data(5):</b>					
<b>Ethylene:</b>					
Domestic sales volume (in thousands of tons)	2,068.4	1,108.5	1,169.8	1,098.9	1,047.3
Average domestic price per ton (in R\$)	2,333	2,282	2,204	2,095	1,655
<b>Propylene:</b>					
Domestic sales volume (in thousands of tons)	945.1	413.0	497.5	446.8	403.4
Average domestic price per ton (in R\$)	2,164	2,110	2,132	1,833	1,477
<b>Polyethylene:</b>					
Domestic sales volume (in thousands of tons)	952.5	672.0	502.3	498.7	446.1
Average domestic price per ton (in R\$)	3,552	3,276	3,072	2,987	2,567
<b>Polypropylene:</b>					
Domestic sales volume (in thousands of tons)	573.3	453.2	419.9	418.5	374.9
Average domestic price per ton (in R\$)	3,458	3,344	3,344	3,155	2,689
<b>PVC:</b>					
Domestic sales volume (in thousands of tons)	464.9	400.4	378.9	394.4	342.4
Average domestic price per ton (in R\$)	2,616	2,518	2,747	3,042	2,390
Number of employees (at period end)	4,783	3,494	3,262	2,996	2,868

- (1) Translated for convenience only using the selling rate as reported by the Central Bank at December 31, 2007 for reais into U.S. dollars of R\$1.7713=US\$1.00.



- (2) Does not give effect to reclassification of Companhia de Desenvolvimento Rio Verde, which was proportionally consolidated in our consolidated financial statements at and for periods ended prior to December 31, 2004 and has been recorded as an investment in an associated company as from January 1, 2004.
- (3) Results from equity accounting comprises equity in the results of associated companies (which, in the case of the year ended December 31, 2007, consisted of Borealis Brasil S.A., Rionil Compostos Vinílicos Ltda. and Sansuy Administração, Participação, Representação e Serviços Ltda.), amortization of goodwill, net, foreign exchange variation and tax incentives and other.
- (4) Includes quotas (i.e., shares) subject to mandatory redemption at and prior to December 31, 2006. Prior to January 1, 2006, we recorded quotas subject to mandatory redemption as a separate line item of our balance sheet and not as part of loans and financing. Accordingly, short-term loans and financing (including current portion of long-term debt) at December 31, 2005 and 2004 reflect the reclassification of quotas subject to mandatory redemption in the amount of R\$225.4 million and R\$22.4 million, respectively, and long-term loans and financing at December 31, 2005 and 2004 reflect the reclassification of quotas subject to mandatory redemption in the amount of R\$404.1 million and R\$201.8 million, respectively.
- (5) Including intra-company sales within our company. Intra-company sales of ethylene totaled approximately 1,644,000 tons in 2007, 882,500 tons in 2006, 588,700 tons in 2005, 537,100 tons in 2004 and 488,300 tons in 2003. Intra-company sales of propylene totaled approximately 567,800 tons in 2007, 86,500 tons in 2006, 89,300 tons in 2005, 31,300 tons in 2004 and 4,300 tons in 2003.

## Exchange Rates

Prior to March 14, 2005, there were two principal foreign exchange markets in Brazil:

- the commercial rate exchange market; and
- the floating rate exchange market.

Most trade and financial foreign-exchange transactions were carried out on the commercial rate exchange market. The floating rate exchange market generally applied to transactions to which the commercial market rate did not apply.

On March 4, 2005, the National Monetary Council (*Conselho Monetário Nacional*) enacted Resolution No. 3,265, as well as additional regulations, that consolidated the two foreign exchange markets into a single foreign exchange market, effective as of March 14, 2005, in order to make foreign exchange transactions more straightforward and efficient. Consequently, all foreign exchange transactions in Brazil are now carried out in this single foreign exchange market through authorized financial institutions. We cannot predict the impact of the enactment of any new regulations on the foreign exchange market.

Foreign exchange rates continue to be freely negotiated, but may be influenced from time to time by Central Bank intervention. From March 1995 through January 1999, the Central Bank allowed the gradual depreciation of the *real* against the U.S. dollar. In January 1999, the Central Bank allowed the *real*/U.S. dollar exchange rate to float freely. Since then, the *real*/U.S. dollar exchange rate has been established mainly by the Brazilian interbank market and has fluctuated considerably. From December 31, 2000 through December 31, 2002, the *real* depreciated by 80.6% against the U.S. dollar. From December 31, 2002 through December 31, 2007, the *real* appreciated by 49.9% against the U.S. dollar. At June 27, 2008, the selling rate for U.S. dollars was R\$1.6077 per US\$1.00. In the past, the Central Bank has intervened occasionally to control unstable movements in foreign exchange rates. We cannot predict whether the

Central Bank or the Brazilian government will continue to allow the *real* to float freely or will intervene in the exchange rate market through a currency band system or otherwise, or that the exchange market will not be volatile as a result of political or economic instability or other factors. We also cannot predict whether the *real* will depreciate or appreciate in value in relation to the U.S. dollar in the future.

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

<b><u>Year</u></b>	<b><i>Reais per U.S. Dollar</i></b>			
	<b>High</b>	<b>Low</b>	<b>Average</b>	<b>Period End</b>
2003	R\$3.662	R\$2.822	R\$3.071	R\$2.889
2004	3.205	2.654	2.909	2.654
2005	2.762	2.163	2.413	2.341
2006	2.371	2.059	2.176	2.138
2007	2.156	1.733	1.948	1.771

<b><u>Month</u></b>	<b><i>Reais per U.S. Dollar</i></b>	
	<b>High</b>	<b>Low</b>
December 2007	R\$1.823	R\$1.762
January 2008	1.830	1.741
February 2008	1.768	1.672
March 2008	1.749	1.670
April 2008	1.753	1.657
May 2008	1.629	1.695
June 2008 (through June 27)	1.643	1.595

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Source: Central Bank

## **Risk Factors**

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

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

The Brazilian petrochemical industry, including the markets in which we compete, is cyclical and sensitive to changes in supply and demand that are, in turn, affected by political and economic conditions in Brazil and elsewhere. This cyclicity may reduce our net sales revenue and gross margin. In particular:

- downturns in general business and economic activity may cause demand for our products to decline;
- when demand falls, we may face competitive pressures to lower our prices; and
- if we decide to expand our plants or construct new plants, we may do so based on an estimate of future demand that never materializes or materializes at levels lower than we predicted.

The global petrochemical industry is also cyclical. Historically, the international petrochemical markets have experienced alternating periods of limited supply, which have caused prices and profit margins to increase, followed by expansion of production capacity, which has resulted in oversupply and reduced prices and profit margins. The

Brazilian petrochemical industry has become increasingly integrated with the global petrochemical industry for a number of reasons, including increased demand for, and consumption of, petrochemical products in Brazil and the ongoing integration of regional and world markets for commodities. We establish the prices for the products we sell in Brazil with reference to international market prices. Our net sales revenue and gross margin are increasingly linked to global industry conditions that we cannot control.

*We face competition from producers of polyolefins, vinyls and other petrochemical products.*

We face competition in Brazil from Brazilian and international producers of polyethylene, polypropylene, vinyls and other petrochemical products. In addition, we generally set the prices for our second generation products with reference to the prices charged for these products by foreign producers in international markets. We anticipate that we may experience increasingly intense competition from other producers of polyolefins and vinyls products, both in Brazil and in selected foreign markets in which we sell these products. Many of our foreign competitors are substantially larger and have substantially greater financial, manufacturing, technological and marketing resources than our company.

We face significant competition in the polyethylene market. Rio Polímeros S.A., or Rio Polímeros, a Brazilian petrochemical company, commenced operations of a major petrochemical plant in Brazil in 2005. The maximum annual capacity of this plant is 520,000 tons of ethylene, 75,000 tons of propylene and 540,000 tons of polyethylene. In addition, Suzano Petroquímica S.A., or Suzano, expanded its annual polypropylene production capacity by 60,000 tons in July 2006, and Solvay Indupa do Brasil S.A., or Solvay, expanded its annual polyvinylchloride, or PVC, production capacity in Brazil by 35,000 tons in December 2005. Actions by our competitors, including any future increases in their capacity, may make it increasingly difficult for us to maintain our domestic market share in the thermoplastic products we produce (polyethylene, polypropylene and PVC).

*Higher naphtha costs would increase our cost of sales and services rendered and may reduce our gross margin and negatively affect our overall financial performance.*

Naphtha, a crude oil derivative, is the principal raw material of our Basic Petrochemicals Unit and Copesul and, indirectly, of our other business units. Naphtha accounted, directly and indirectly, for approximately 76.3% of our consolidated cost of sales and services rendered in 2007. The price of naphtha supplied by Petróleo Brasileiro S.A. Petrobras, or Petrobras, is linked to the Amsterdam-Rotterdam-Antwerp market price of naphtha and to the *real*/U.S. dollar exchange rate. The price of naphtha that we purchase from other international suppliers is also linked to the Amsterdam-Rotterdam-Antwerp market price. The Amsterdam-Rotterdam-Antwerp market price of naphtha fluctuates primarily based on changes in the U.S. dollar-based price of crude oil in the international markets.

During 2007, the average price of naphtha in U.S. dollars increased by 19.7% to US\$676.05 per ton in 2007 from US\$564.74 per ton in 2006. The U.S. dollar price of naphtha was volatile during 2007, ranging from a low of US\$509.66 per ton in January 2007 to a high of US\$837.53 per ton in December 2007. Since December 31, 2007, the price of naphtha in U.S. dollars has increased to US\$1,092.85 per ton at June 27, 2008. The price of naphtha may continue its upward trend or the *real* may depreciate significantly in the future. Any increase in naphtha costs would reduce our gross margin and negatively affect our overall financial performance to the extent that we are unable to pass on these increased costs to our customers and could result in reduced sales volumes of our products.

*We do not hedge against changes in naphtha prices, so that we are exposed to fluctuations in the price of our primary raw material.*

We currently do not hedge our exposure to fluctuations in naphtha prices, which are linked to the *real*/U.S. dollar exchange rate. Although we attempt to pass on increases in naphtha prices through higher prices for our products, in periods of high volatility in the U.S. dollar price of naphtha or the *real*/U.S. dollar exchange rate, there is usually a lag between the time that the U.S. dollar price of naphtha increases or the U.S. dollar appreciates and the time that we may effectively pass on those increased costs in *reais* to our customers in Brazil. As a result, if the U.S. dollar price of naphtha increases precipitously or the *real* depreciates precipitously against the U.S. dollar in the future, we may not immediately be able to pass on all of the corresponding increases in our naphtha costs to our customers in Brazil, which would likely reduce our gross margin and net income.

*We depend on Petrobras to supply us with the substantial portion of our naphtha requirements.*

Petrobras currently is the only Brazilian supplier of naphtha and supplied 61.1% of the naphtha consumed by our company in 2007. Petrobras produces most of the naphtha it sells to us and imports the balance. Our production volume and net sales revenue would likely decrease and our overall financial performance would likely be negatively affected in the event of:

- significant damage to Petrobras refineries or to the port facilities through which Petrobras imports naphtha, or to any of the pipelines connecting our plants to Petrobras facilities, whether as a consequence of an accident, natural disaster, fire or otherwise;
- our failure to enter into a new naphtha supply contract with Petrobras on satisfactory terms to replace the existing contract under which Petrobras supplies naphtha to our basic petrochemicals plants located in the petrochemical complex located in Camaçari in the State of Bahia, which we refer to as the Northeastern Complex, and with respect to which Petrobras has delivered to us a notice of termination; or
- any termination by Petrobras of the naphtha supply contracts with our company, which provide that Petrobras may terminate the contracts for a number of reasons, including as a result of a national emergency affecting the supply of petroleum derivatives in Brazil.

In addition, although regulatory changes have ended Petrobras monopoly in the Brazilian naphtha market and have allowed us to import naphtha, any reversal in the continuing deregulation of the oil and gas industry in Brazil could increase our production costs.

*Our Polyolefins, Ipiranga Petroquímica and Vinyls Units depend on our Basic Petrochemicals Unit and Copesul to supply them with their ethylene and propylene requirements.*

Our Basic Petrochemicals Unit is the only supplier of ethylene to our Vinyls Unit; our Basic Petrochemicals Unit and Copesul are the only suppliers of ethylene and propylene to our Polyolefins Unit; and Copesul is the only supplier of ethylene and propylene to Ipiranga Petroquímica. Because the cost of storing ethylene and propylene is substantial and there is inadequate infrastructure in Brazil to permit the importation of large quantities of these products, our production volumes of, and net sales revenue from, vinyls and polyolefins products would decrease, and our overall financial performance would be negatively affected, in the event of:

- significant damage to our Basic Petrochemicals Unit's or to Copesul's facilities through which ethylene or propylene is produced, or to the pipeline or other facilities that connect these units to our Basic Petrochemicals Unit or Copesul, whether as a consequence of an accident, natural disaster, fire or otherwise; or
- any significant reduction in the supply of naphtha to our Basic Petrochemicals Unit or to Copesul, as naphtha is the principal raw material used in the production of ethylene and propylene.

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

Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., or Standard & Poor's, Moody's Investors Service, or Moody's and Fitch, Inc., or Fitch, maintain ratings of our company and our debt securities. Currently, Standard & Poor's, Moody's and Fitch maintain ratings of our company on a local and a global basis. Standard & Poor's maintains a rating of our company on a local basis of *br AA+/Stable Outlook*, Moody's maintains a rating of our company on a local basis of *Aa2.br/Stable Outlook* and Fitch maintains a local rating for our company of *AA (bra)/Positive Outlook*. On a global basis, Standard & Poor's maintains a local currency rating for our company of *BB+ (stable)* and a foreign currency rating for our company of *BB+ (stable)*, Moody's maintains a local currency rating for our company of *Ba1* and a foreign currency rating for our company of *Ba1* and Fitch maintains a local currency rating for our company of *BB+/Positive Outlook* and a foreign currency rating for our company of *BB+/Positive Outlook*. Any decision by these or other rating agencies to downgrade the ratings of our company or of our debt securities in the future would likely result in increased interest and other financial expenses relating to our

borrowings and debt securities and could significantly reduce our ability to obtain such financing on satisfactory terms or in amounts required by us and our liquidity.

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

Odebrecht S.A., or Odebrecht, a member of a group of companies controlled by the Odebrecht family, which we refer to as the Odebrecht Group, holds, directly and indirectly, 60.3% of our voting share capital and Petrobras holds, directly and indirectly, 30.0% of our voting share capital. Designees of Odebrecht constitute a majority of the members of our board of directors, and Petrobras and Petrobras Química S.A., or Petroquisa, a subsidiary of Petrobras, have veto and other rights under the Petrobras Shareholders Agreement as described under Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements. As a result, Odebrecht, Petrobras and Petroquisa will have the ability to determine the outcome of major corporate actions or decisions requiring the approval of our shareholders or our board of directors, which could affect the holders of the our class A preferred shares and the ADS.

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

We maintain trade accounts receivable and current and long-term payables with some of our affiliates and other related parties, including Petrobras (which is our sole domestic supplier of naphtha). Currently, Petrobras, through Petroquisa, is the indirect holder of 30.0% of our voting share capital and 23.1% of our total share capital. These accounts receivable and accounts payable balances result mainly from purchases and sales of goods, which are at prices and on terms equivalent to the average terms and prices of transactions that we enter into with third parties. We also engage in financial and other transactions with some of our shareholders. These and other commercial and financial transactions between us and our affiliates could result in conflicting interests.

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

We may make significant acquisitions in the future, in addition to the Ipiranga Transaction, to continue our growth. Acquisitions involve risks, including the following:

- failure of acquired businesses to achieve expected results;
- possible inability to retain or hire key personnel of acquired businesses;
- possible inability to achieve expected synergies and/or economies of scale;
- unanticipated liabilities; and
- antitrust considerations.

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

For a discussion of risks specifically pertaining to the Ipiranga Transaction, see Risks Relating to the Ipiranga Transaction.

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

We currently benefit from tariffs imposed by the Brazilian government on imports that allow us to charge prices for our polyolefins and vinyls products in the domestic market that include a factor based on the tariffs levied on



comparable imports of those products. However, the Brazilian government has in the past used import and export tariffs to effect economic policies, with the consequence that tariffs can vary considerably, especially tariffs on petrochemical products. For example, in 2004 the Brazilian government lowered the tariffs applicable to most of the thermoplastic products that we produce by 1.5% . Future adjustments of tariffs could cause us to lower our domestic prices, which would likely result in lower net sales revenue and could negatively affect our overall financial performance.

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

Our company, like other Brazilian petrochemical producers, is subject to stringent Brazilian federal, state and local environmental laws and regulations concerning human health, the handling and disposal of solid and hazardous wastes and discharges of pollutants into the air and water. Petrochemical producers are sometimes subject to unfavorable market perceptions as a result of the environmental impact of their business, which can have an adverse effect on their results of operations. As environmental laws become more stringent in Brazil and worldwide, the amount and timing of future expenditures required for us to remain compliant could increase substantially and could decrease the availability of funds for other capital expenditures and other purposes.

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

Our operations are subject to hazards, such as fires, explosions and other accidents, associated with the manufacture of petrochemicals and the storage and transportation of feedstocks and petrochemical products. These hazards can cause personal injury and loss of life, severe damage to or destruction of property and equipment and environmental damage. A sufficiently large accident at one of our plants or storage facilities could force us to suspend our operations temporarily and result in significant remediation costs and lost net sales revenue. Although we maintain insurance coverage for losses due to fire damage and for losses of income resulting from shutdowns due to fire, explosion or electrical damage, those insurance proceeds may not be available on a timely basis and may be insufficient to cover all losses.

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

We are involved in numerous tax, civil and labor disputes involving significant monetary claims. If unfavorable decisions are rendered in one or more of these lawsuits, we could be required to pay substantial amounts, which could materially adversely affect our financial condition and results of operations. For some of these lawsuits, we have not established any provision on our balance sheet or have established provisions only for part of the amounts in question, based on our judgments or opinions of our legal counsel as to the likelihood of winning these lawsuits.

The principal lawsuits for which we have not established provisions include the following:

- *IPI Credits on Raw Materials Purchases.* We have challenged the constitutionality of the Brazilian federal tax authorities' interpretation of the regulations governing the assessment of the *Imposto sobre Produtos Industrializados*, or IPI, tax (a federal value-added tax on industrial products). In December 2002, the Brazilian Federal Supreme Court held that OPP Química S.A., or OPP Química, was entitled to IPI tax credits in an aggregate amount of R\$1,030.1 million. We have recognized these tax credits and have used the full amount of these tax credits to offset IPI and other federal tax obligations. In a procedural decision on December 11, 2007 that has not yet been published, the Brazilian Federal Supreme Court held that a new judgment should be rendered and, in view of the importance of the matters raised by our lawsuit, the parties were granted an opportunity to make new oral arguments concerning the matter. Upon publication of this decision, we intend to determine whether to appeal this decision. However, despite the possibility of the Brazilian Federal Supreme Court's review of the merits of its former decision and its ruling against us, we and our counsel believe that the December 2002 decision should nonetheless be given *res judicata* (i.e., final and binding) effect. The tax credits used by us following the earlier decision of the Brazilian Federal Supreme Court (as adjusted by applying the *Sistema Especial de Liquidação e de Custódia*, or SELIC, interest rate through December 2007) amount to R\$2,506.9 million at December 31, 2007. The various collection proceedings instituted by the Brazilian federal tax authorities based on their interpretation of the regulations

that is in dispute have claimed R\$2,263.5 million as of December 31, 2007, plus fines in the aggregate amount of R\$731.0 million. We have not established a provision for these tax claims against us.

- *Social Contribution on Net Income.* We have challenged the constitutionality of the Brazilian federal Social Contribution on Net Income (*Contribuição Social Sobre o Lucro Líquido*), or CSLL. A Brazilian Federal Supreme Court (*Supremo Tribunal Federal*) decision in our favor was overruled in a subsequent rescission action filed by the Brazilian tax authorities, and our appeal of that suit is pending. We believe that it is reasonably possible that we will lose our appeal. If we lose our appeal, we believe that we would be required to pay CSLL only from the date that a final decision is published. However, as Brazilian law allows rescission actions to relate back to, and to take effect from, the date of the initial decision, we believe that it is reasonably possible that we will be required to pay this tax from the date of the original decision, in which case our total estimated exposure at December 31, 2007, including interest, would be R\$809.3 million. This amount does not include approximately R\$242.4 million in penalties at December 31, 2007 that we believe we would not be required to pay because we relied upon a judicial decision in not paying the CSLL. We believe that there is a possibility that we will be required to pay related interest and a remote possibility that we will be required to pay fines as a result of this tax litigation. We have not established a provision for these lawsuits.

- *Cost of Living Adjustments on Workers' Wages.* The unions that represent employers and workers at the facilities located in the Northeastern Complex, are involved in a lawsuit over the indices we and other companies have used for cost of living adjustments on workers' wages since early 1990. As we believe that it is not probable that the employers' union will lose this lawsuit, we have not recorded a provision in respect of this suit. If the employers' union loses this lawsuit and we are required to pay damages from April 1990 to September 1990, we estimate that we could be subject to liability of up to R\$35.0 million, although additional claims would have to be brought by the workers' union or individual employees to quantify the amount of damages that we would be required to pay. We have not established a provision for this lawsuit.

In addition, we believe that our chances of success are remote in a series of lawsuits in which we challenged the constitutionality of an increase in the federal Contribution for Social Security Financing (*Contribuição para Financiamento da Seguridade Social - COFINS*), or COFINS, tax rate. We had established total provisions of R\$50.6 million at December 31, 2007 for all of our lawsuits relating to the Social Integration Program (*Programa de Integração Social*), or PIS, and COFINS, including separate lawsuits challenging the basis of calculation of PIS and COFINS. Because we have deposited only R\$23.8 million of this amount with the courts, we would be required, in the event we receive final, unfavorable decisions, to pay the remaining amounts for which we have not made deposits.

We are also parties to a number of lawsuits seeking tax credits that we believe the Brazilian tax authorities have disallowed or limited in violation of the Brazilian Constitution or applicable law. In some cases in which we have received favorable lower court decisions, we have used these credits to offset other tax obligations and have established provisions in an equivalent amount until a final decision is rendered. These provisions totaled R\$1,145.8 million at December 31, 2007, as adjusted based on the SELIC interest rate. If we ultimately lose any of these lawsuits, we would be required to pay the tax obligations we had previously offset with those credits, which could materially reduce our liquidity. We believe that losses related to some of these lawsuits are reasonably possible.

For more information about our legal proceedings, see Item 8. Financial Information - Legal Proceedings.

### ***Risks Relating to the Ipiranga Transaction***

*We may experience difficulties in integrating Copesul, Ipiranga Química and Ipiranga Petroquímica and, therefore, may fail to achieve the anticipated benefits from the Ipiranga Transaction.*

On March 18, 2007, we entered into agreements with Ultrapar Participações S.A., or Ultrapar, and Petrobras under which, among other things, we acquired control of Ipiranga Química and Ipiranga Petroquímica, and indirect control of the 29.5% of Copesul's share capital owned by Ipiranga Petroquímica. To complete the transfer of these shares, we entered into a series of transactions comprising the Ipiranga Transaction. For a discussion of these transactions, see Item 4. Information on the Company - Ipiranga Transaction. As a result of the substantial completion of the Ipiranga Transaction:

- we own, directly and indirectly, shares of Copesul representing 62.7% of the total and voting share capital of Copesul; and

- we own shares of Ipiranga Química S.A. representing 60% of its total share capital and voting share capital which in turn owns all of the total share capital and voting share capital of Ipiranga Petroquímica.

Upon the final completion of the fourth phase of the Ipiranga Transaction, we will own shares of Refinaria de Petróleo Ipiranga S.A., or RPI, representing 33.3% of total share capital and voting share capital of RPI.

Integration of Copesul, Ipiranga Química and Ipiranga Petroquímica with our operations will be a complex, costly and time-consuming process. Risks and challenges that may impair our ability to achieve the anticipated benefits of the Ipiranga Transaction include:

- we lack experience in integrating operations as substantial as the combined operations of Copesul, Ipiranga Química and Ipiranga Petroquímica. The integration of these operations into ours may require significant management time and resources and may divert management's attention from our day-to-day business;
- we may incur unexpected liabilities or contingencies related to taxes, labor, environmental regulation or other matters as a result of our acquisition of Ipiranga Química and Ipiranga Petroquímica that could adversely affect the results of operations and financial condition of our company; and
- we may encounter difficulties or delays in implementing common information systems, operating procedures, sales and credit policies, and financial controls.

If we are unable to successfully respond to these risks and challenges, we may experience higher than expected operating costs or fail to achieve the anticipated benefits of the Ipiranga Transaction.

*We have incurred a substantial amount of indebtedness in connection with the Ipiranga Transaction, which could limit our operating flexibility.*

The total purchase price to our company of the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction was R\$1,489.1 million. In addition, as part of the Ipiranga Transaction:

- in June 2007, EDSP67 Participações S.A., or EDSP67, a subsidiary of Ipiranga Química, acquired the 7.6% of the total share capital of Ipiranga Petroquímica not owned by Ipiranga Química for a purchase price of R\$117.9 million; and
- in October 2007, our subsidiary EDSP58 Participações S.A., or EDSP58, acquired 22.7% of the total and voting share capital of Copesul through a public tender offer, or the Copesul Tender Offer, for the Copesul shares not then owned by our company, Ipiranga Petroquímica, Petroquisa and its affiliate, Petroquímica Triunfo S.A., or Triunfo. The purchase price for these shares was R\$1,294.2 million. See Item 4. Information on the Company Ipiranga Transaction.

To finance the Ipiranga Transaction, we incurred: (1) US\$1,200.0 million under an unsecured credit agreement, which we refer to as the Acquisition Credit Agreement, with three financial institutions; (2) US\$312.5 million under an export prepayment credit facility; and (3) US\$61.0 million under two short-term financing transactions. In addition, as a result of the Ipiranga Transaction, we consolidate the indebtedness of Ipiranga Química and Copesul into our financial statements. As of December 31, 2007, we had R\$8,381.9 million of outstanding indebtedness, excluding related party debt.

The substantial increase in our outstanding debt could limit our operating flexibility, including among others, in the following respects:

- a substantial portion of our cash flow from operations must be dedicated to debt service on our indebtedness, reducing the funds available to us for other purposes; and

- our higher levels of indebtedness may impair our ability to adjust to changing market conditions or withstand competitive pressures.

In addition, the principal amount of each disbursement under the Acquisition Credit Agreement is payable on or prior to the second anniversary of such disbursement. Any inability to refinance amounts borrowed under this agreement on satisfactory terms, if at all, would have a material adverse effect on our results of operations and financial condition.

*The Brazilian antitrust authorities could impose costly or restrictive conditions on the approval of the Ipiranga Transaction.*

The Ipiranga Transaction is subject to the final approval of the Brazilian antitrust authorities. However, Brazilian law permits us to consummate these transactions prior to receiving this final approval, unless the Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica*), or CADE, issues a writ of prevention blocking a transaction or requires the parties to enter into an agreement permitting the effects of the transaction to be reversed which, by its terms, delays the consummation of the transaction. Our company, together with Ultrapar and Petrobras, submitted the terms and conditions of the Ipiranga Transaction for review by the antitrust authorities in April 2007. The antitrust authorities will determine whether these transactions negatively impact competitive conditions in the markets in which we compete or adversely affect consumers in these markets.

In April 2007, CADE issued a writ of prevention relating to the Ipiranga Transaction, which, among other things, prevented our exercise of strategic management control over Ipiranga Química and Ipiranga Petroquímica. In issuing the writ of prevention, CADE stated that the purpose of the writ of prevention was to guarantee that the Ipiranga Transaction could be reversed in the event that CADE so determined following its review of the Ipiranga Transaction. In April 2007, CADE revoked this writ of prevention upon the agreement of our company to execute an agreement designed to preserve the reversibility of the Ipiranga Transaction, which we refer to as the Reversibility Agreement. Under the Reversibility Agreement, we agreed to preserve all of the assets acquired in the Ipiranga Transaction until CADE makes a final determination with respect to the Ipiranga Transaction, and we are permitted to effectively own and manage these assets pending this final determination.

Any action by the Brazilian antitrust authorities to fail to approve the Ipiranga Transaction or to impose conditions or performance commitments on our company as part of the approval process for the Ipiranga Transaction could materially and adversely affect our business, negatively affect our financial performance and prevent our company from achieving the anticipated benefits of the Ipiranga Transaction.

In November 2007, we entered into the Petrobras Investment Agreement relating to the Petrobras Transaction described in Item 4. Information on the Company Petrobras Transaction. Although we believe that the Petrobras Transaction is not subject to the final approval of the Brazilian antitrust authorities, because the Petrobras Transaction is a follow-on transaction to the Ipiranga Transaction and does not involve any change of control of our company or Petrobras, we and Petrobras submitted the terms and conditions of the Petrobras Transaction to the Brazilian antitrust authorities in December 2007. If the Brazilian antitrust authorities do not agree with our analysis, the failure to approve the Petrobras Transaction or any action taken by these authorities to impose conditions or performance commitments on our company as part of the approval process for the Petrobras Transaction prevent our company from achieving the anticipated benefits of the Petrobras Transaction.

We cannot predict when CADE will take final action with respect to the Ipiranga Transaction and the Petrobras Transaction.

### ***Risks Relating to Brazil***

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

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



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

- fluctuations in exchange rates;
- exchange control policies;
- interest rates;
- inflation;
- tax policies;
- expansion or contraction of the Brazilian economy, as measured by rates of growth in gross domestic product, or GDP;
- liquidity of domestic capital and lending markets; and
- other political, diplomatic, social and economic developments in or affecting Brazil.

The President of Brazil has considerable power to determine governmental policies and actions that relate to the Brazilian economy and, consequently, affect the operations and financial performance of businesses, such as our company. Mr. Luiz Inácio Lula da Silva was reelected in October 2006 for a four-year presidential term commencing on January 1, 2007. We cannot predict what policies will be adopted by the Brazilian government and whether these policies will negatively affect the economy or our business or financial performance.

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

Historically, Brazil has experienced high rates of inflation. Inflation, as well as government efforts to combat inflation, had significant negative effects on the Brazilian economy, particularly prior to 1995. The inflation rate, as measured by the General Price Index Internal Availability (*Índice Geral de Preços Disponibilidade Interna*), reached 2,708% in 1993. Although inflation rates have been substantially lower since 1994 than in previous periods, inflationary pressures persist. Inflation rates were 7.7% in 2003, 12.1% in 2004, 1.2% in 2005, 3.8% in 2006, 7.9% in 2007 and 2.1% in the three months ended March 31, 2008, as measured by the General Price Index Internal Availability. The Brazilian government's measures to control inflation have often included maintaining a tight monetary policy with high interest rates, thereby restricting availability of credit and reducing economic growth. Inflation, actions to combat inflation and public speculation about possible additional actions also contributed materially to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets.

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

also likely lead to a decline in the market price of our class A preferred shares and the ADS.

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

Our financial expenses are affected by changes in the interest rates that apply to our floating rate debt. At December 31, 2007, we had, among other debt obligations, R\$467.8 million of loans and financing and debentures that were subject to the TJLP (*Taxa de Juros de Longo Prazo*), or TJLP, a long-term interest rate, R\$1,271.7 million of loans and financing and debentures that were subject to the *Certificado Depositário Interbancário*, or CDI, rate, an interbank rate, and R\$3,070.7 million of loans and financing that were subject to LIBOR. The TJLP includes an inflation factor and is determined quarterly by the Central Bank. In particular, the TJLP and the CDI rate have fluctuated significantly in the past in response to the expansion or contraction of the Brazilian economy, inflation, Brazilian government policies and other factors. For example, in 2007 the CDI rate declined from 13.17% per annum at December 31, 2006 to 11.18% per annum at December 31, 2007. See Item 11. Quantitative and Qualitative Disclosures about Market Risk. A significant increase in any of these interest rates could adversely affect our financial expenses and negatively affect our overall financial performance.

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

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

The Brazilian currency has been devalued often during the last four decades. Throughout this period, the Brazilian government has implemented various economic plans and various exchange rate policies, including sudden devaluations, periodic mini-devaluations (during which the frequency of adjustments has ranged from daily to monthly), exchange controls, dual exchange rate markets and a floating exchange rate system. From time to time, there have been significant fluctuations in the exchange rate between the Brazilian currency and the U.S. dollar and other currencies. For example, the *real* appreciated in value against the U.S. dollar by 18.2% in 2003, 8.1% in 2004, 11.8% in 2005, 8.7% in 2006 and 17.2% in 2007.

Depreciation of the *real* relative to the U.S. dollar also could result in additional inflationary pressures in Brazil by generally increasing the price of imported products and services and requiring recessionary government policies to curb demand. In addition, depreciation of the *real* could weaken investor confidence in Brazil and reduce the market price of our class A preferred shares and the ADSs. On the other hand, further appreciation of the *real* against the U.S. dollar may lead to a deterioration of the country's current account and the balance of payments and may dampen export-driven growth.

We had total foreign currency-denominated debt obligations in an aggregate principal amount of R\$5,878.4 million (US\$3,318.7 million) at December 31, 2007, representing 70.1% of our indebtedness, excluding related party debt, on a consolidated basis. At December 31, 2007, we had US\$551.8 million in U.S. dollar-denominated cash equivalents and other investments. A significant depreciation of the *real* in relation to the U.S. dollar or other currencies could reduce our ability to meet debt service requirements of our foreign currency-denominated obligations, particularly as our net sales revenue is primarily denominated in *reais*.

In addition, any significant depreciation of the *real* will increase our financial expenses as a result of foreign exchange losses that we must record. For example, the 34.3% depreciation of the *real* in 2002 substantially increased our financial expenses and was a significant factor in our net loss for that year.

The prices of naphtha, our most important raw material, and of some of our other raw materials are denominated in or linked to the U.S. dollar. Naphtha accounted, directly and indirectly, for 76.3% of our consolidated cost of sales and

services rendered in 2007. When the *real* depreciates against the U.S. dollar, the cost in *reais* of our U.S. dollar-linked raw materials increases, and our operating income in *reais* decreases to the extent that we are unable to pass on these cost increases to our customers.

*Brazilian government exchange control policies could increase the cost of servicing our foreign currency-denominated debt and impair our liquidity.*

The purchase and sale of foreign currency in Brazil is subject to governmental control. In 1990, the Central Bank centralized certain payments of principal on external obligations. Many factors could cause the Brazilian government to institute more restrictive exchange control policies, including the extent of Brazil's foreign currency reserves, the availability of sufficient foreign exchange on the date a payment is due, the size of Brazil's debt service burden relative to the economy as a whole, Brazil's policy towards the International Monetary Fund and political constraints to which Brazil may be subject. A more restrictive policy could increase the cost of servicing, and thereby reduce our ability to pay, our foreign currency-denominated debt obligations and other liabilities. Our foreign-currency denominated debt represented 70.1% of our indebtedness on a consolidated basis at December 31, 2007. If we fail to make payments under any of these obligations, we will be in default under those obligations, which could reduce our liquidity as well as the market price of our class A preferred shares and the ADSs.

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

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

### ***Risks Relating to Our Class A Preferred Shares and the ADSs***

*Our class A preferred shares and the ADSs have limited voting rights.*

Under the Brazilian Corporation Law and our by-laws, holders of our class A preferred shares and, consequently, the ADSs are not entitled to vote at meetings of our shareholders, except in very limited circumstances. These limited circumstances directly relate to key rights of the holders of class A preferred shares, such as modifying basic terms of our class A preferred shares or creating a new class of preferred shares with superior rights. Holders of preferred shares without voting rights are entitled to elect one member and his or her respective alternate to our board of directors and our fiscal council. Holders of our class A preferred shares and the ADSs are not entitled to vote to approve corporate transactions, including mergers or consolidations of our company with other companies.

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

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

ADSs, except in limited circumstances.

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

*Exchange controls and restrictions on remittances abroad may adversely affect holders of the ADSs and the underlying class A preferred shares.*

The Brazilian government may impose temporary restrictions on the conversion of Brazilian currency into foreign currencies and on the remittance to foreign investors of proceeds of their investments in Brazil. Brazilian law permits the government to impose these restrictions whenever there is a serious imbalance in Brazil's balance of payments or there are reasons to foresee a serious imbalance. The Brazilian government imposed remittance restrictions for approximately six months in 1990.

These restrictions could hinder or prevent the Brazilian custodian of the class A preferred shares underlying the ADSs or holders who have exchanged the ADSs for the underlying class A preferred shares from converting dividends, distributions or the proceeds from any sale of such shares into U.S. dollars and remitting such U.S. dollars abroad. In such an event, the Brazilian custodian for our class A preferred shares will hold the *reais* that it cannot convert for the account of holders of the ADSs who have not been paid. Neither the custodian nor the depository will be required to invest the *reais* or be liable for any interest.

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

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

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

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

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

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

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

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

*Holders of the ADSs may be unable to exercise preemptive rights with respect to our class A preferred shares underlying the ADSs.*

Holders of the ADSs will be unable to exercise the preemptive rights relating to our class A preferred shares underlying ADSs unless a registration statement under the Securities Act is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement with respect to the shares relating to these preemptive rights or to take any other action to make preemptive rights available to holders of the ADSs, and we may not file any such registration statement. If we do not file a registration statement or if we and the depositary decide not to make preemptive rights available to holders of the ADSs, those holders may receive only the net proceeds from the sale of their preemptive rights by the depositary, or if they are not sold, their preemptive rights will be allowed to lapse.

*Holders of the ADSs could be subject to Brazilian income tax on capital gains from sales of ADSs.*

Historically, any capital gain realized on a sale or other disposition of ADSs between non-Brazilian holders outside Brazil was not subject to Brazilian income tax. However, Brazilian law provides that, commencing on February 1, 2004, the acquiror, individual or legal entity resident or domiciled in Brazil, or the acquiror's attorney-in-fact, when such acquirer is resident or domiciled abroad, shall be responsible for the retention and payment of the income tax applicable to capital gains earned by the individual or legal entity resident or domiciled abroad who disposes of property located in Brazil. The Brazilian tax authorities have recently issued a normative instruction confirming that they intend to assess income tax on capital gains earned by non-Brazilian residents whose assets are located in Brazil. In our view, ADSs representing class A preferred shares, which are issued by the depositary outside Brazil, will not be deemed to be property located in Brazil for purposes of this law. However, we cannot assure holders of our ADSs whether Brazilian tax authorities will attempt to tax any capital gains arising from the sale or other disposition of ADSs, even when the transaction is consummated outside Brazil between non-Brazilian residents.

*The relative volatility and liquidity of the Brazilian securities markets may decrease the liquidity and market price of our class A preferred shares and the ADSs.*

The Brazilian securities markets are substantially smaller, less liquid and more volatile than major securities markets in the United States. The São Paulo Stock Exchange (*Bolsa de Valores de São Paulo*), which is the principal Brazilian stock exchange, had a market capitalization of US\$1.4 trillion (or R\$2.5 trillion) at December 31, 2007 and an average daily trading volume of US\$2.5 billion for 2007. In comparison, The New York Stock Exchange had a market capitalization of US\$27.1 trillion at December 31, 2007 and an average daily trading volume of US\$119.2 billion for 2007. There is also significantly greater concentration in the Brazilian securities markets. The ten largest companies in terms of market capitalization represented approximately 56% of the aggregate market capitalization of the São Paulo Stock Exchange at December 31, 2007. The ten most widely traded stocks in terms of trading volume accounted for approximately 48% of all shares traded on The São Paulo Stock Exchange in 2007. These market characteristics may substantially limit the ability of holders of the ADSs to sell class A preferred shares underlying ADSs at a price and at a time when they wish to do so and, as a result, could negatively impact the market price of the



ADSs themselves.

*Developments in other emerging markets may decrease the market price of our class A preferred shares and the ADSs.*

The market price of our class A preferred shares and the ADSs may decrease due to declines in the international financial markets and world economic conditions. Although economic conditions are different in each country, investors' reaction to developments in one country can affect the securities markets and the securities of issuers in other countries, including Brazil. Brazilian securities markets are, to varying degrees, influenced by economic and market conditions in other emerging market countries, especially those in Latin America. Any return to economic turmoil in Argentina or adverse economic developments in other emerging markets may adversely affect investor confidence in securities issued by Brazilian companies, causing their market price and liquidity to suffer. Any such developments could immediately affect our ability to raise capital when needed and the market price of our class A preferred shares and the ADSs.

## ITEM 4. INFORMATION ON THE COMPANY

We are the leading petrochemical company in Latin America, based on average annual production capacity in 2007. We are also the third largest Brazilian-owned private sector industrial company, based on net sales revenue in 2006 (the most recent year for which comparative information is currently available). We recorded net income of R\$547.6 million in 2007 on net sales revenue of R\$17,679.4 million, in each case under Brazilian GAAP. We produce a diversified portfolio of petrochemical products and have a strategic focus on polyethylene, polypropylene and PVC. We have integrated first and second generation petrochemical production facilities, with 19 plants in Brazil, including plants that we have acquired in the Ipiranga Transaction.

Our registered office is at Rua Eteno, 1561, CEP 42810-000, Camaçari, Bahia, Brazil, and our telephone number at this address is 55-71-632-5102. Our principal executive office is at Avenida das Nações Unidas, 4777, São Paulo, SP, CEP 05477-000, Brazil, and our telephone number at this address is 55-11-3576-9999.

### History and Development of Our Company

We were founded in 1972 as Petroquímica do Nordeste Copene Ltda. to plan, execute and coordinate the activities of the Northeastern Complex. The construction of the Northeastern Complex formed part of a development policy of the Brazilian government implemented in the early 1970 s to diversify the geographical distribution of industrial assets and to promote economic growth across different regions of Brazil. On June 18, 1974, we were incorporated as a corporation (*sociedade anônima*) under the laws of Brazil (with Brazilian company registry No. 29300006939) and were renamed Copene Petroquímica do Nordeste S.A.

Prior to August 1995, Petroquisa, the petrochemical subsidiary of Petrobras, owned 36.2% of our total share capital, representing 48.2% of our voting share capital. At that time, Nordeste Química S.A. Norquisa, or Norquisa, owned 17.3% of our total share capital, representing 47.6% of our voting share capital, and the remainder of our share capital was owned by various Brazilian private sector groups, pension funds, banks and our employees.

### Privatization of Our Company

In August 1995, as part of the Brazilian government s privatization program, Petroquisa sold 14.8% of our total share capital, representing 32.8% of our voting share capital, through an auction. Norquisa acquired 5.5% of our total share capital, representing 10.8% of our voting share capital, in this auction, and the remaining shares were acquired by various Brazilian pension funds. At the time of this auction, Norquisa was controlled by several second generation producers in the Northeastern Complex. As a result of this auction, Norquisa became our controlling shareholder.

### Consolidation of Petrochemical Assets

In 2001, the Odebrecht Group and a group of companies controlled by the Mariani family, or the Mariani Group, acquired control of Norquisa through purchases of shares of Norquisa and the contribution to our company of:

- 66.7% of the voting share capital of Polialden Petroquímica S.A., or Polialden;
- 35.0% of the voting share capital of Politeno; and
- Proppet S.A., or Proppet, which was merged into our company in 2001.

In 2002, we acquired from the Odebrecht Group and the Mariani Group in exchange for shares representing 47.3% of our voting and total share capital:

- OPP Química, which in turn owned 41.6% of the total share capital of Trikem S.A., or Trikem, representing 64.4% of its voting share capital;

- 29.5% of the total share capital and voting share capital of Copesul; and
- 92.3% of the total share capital of Nitrocarbano S.A., or Nitrocarbano, representing 95.5% of its voting share capital.

Upon completing these transactions, we changed our corporate name to Braskem S.A.

In 2003:

- we conducted a public exchange offer for the remaining voting share capital of Nitrocarbano not owned by our company and, following the completion of this exchange offer, we merged with Nitrocarbano;
- we merged with OPP Química;
- we acquired the remaining outstanding common shares of Polialden; and
- we acquired substantially all of the remaining outstanding common shares of Trikem, conducted a public exchange offer for the remaining voting share capital of Trikem not owned by our company.

In 2004:

- we merged with Trikem; and
- we acquired additional shares of Polialden, increasing our interest in the total share capital of Polialden from 56.3% to 63.7%.

### ***Developments Since January 1, 2005***

#### ***Formation of Paulínia***

Petroquímica Paulínia S.A., or Paulínia, was incorporated on September 16, 2005. On that date, we acquired 60.0% of the total and voting share capital of Paulínia. Paulínia is a joint venture between our company and Petroquisa for the construction and operation of a polypropylene plant located in Paulínia, in the State of São Paulo.

#### ***Politeno Acquisition***

On April 6, 2006, we purchased all of the common and preferred shares of Politeno that were owned by SPQ Investimentos e Participações Ltda., or SPQ, a subsidiary of Suzano, Sumitomo Chemical Company Limited, or Sumitomo, and Itochu Corporation, or Itochu. We refer to this transaction as the Politeno Acquisition. Following the Politeno Acquisition, we owned 100% of the voting share capital and 96.2% of the total share capital of Politeno.

#### ***Merger of Polialden into Braskem***

At an extraordinary shareholders meeting in May 2006, our shareholders approved our merger with Polialden and the conversion of 2,632,043 of our class A preferred shares into 2,632,043 of our common shares in order to maintain the required minimum ratio of our common shares to preferred shares in accordance with the Brazilian Corporation Law after the completion of our merger with Polialden. In connection with this merger, we issued 7,878,825 of our class A preferred shares in exchange for 264,886,083 of Polialden's preferred shares.

*Ipiranga Transaction*

On March 18, 2007, we entered into an investment agreement with Ultrapar and Petrobras, which we refer to as the Ipiranga Investment Agreement. On the same date, Ultrapar and the controlling shareholders of RPI, Companhia Brasileira de Petróleo Ipiranga, or CBPI, and Distribuidora de Produtos de Petróleo Ipiranga S.A., or DPPI, entered into a share purchase and sale agreement, which refer to as the Purchase Agreement, with our company and Petrobras as intervening parties. We refer to the Ipiranga Investment Agreement and the Purchase Agreement together as the Ipiranga Transaction Agreement, and we refer to the transactions contemplated by the Ipiranga Transaction Agreement and the related transactions described below as, collectively, the Ipiranga Transaction.

Under the Ipiranga Investment Agreement, Ultrapar, as a commission agent acting on behalf of Braskem and Petrobras, acquired 100% of the share capital of Ipiranga Química. As of March 18, 2007, Ipiranga Química owned 86.9% of the voting share capital and 92.4% of the total share capital of Ipiranga Petroquímica. Ipiranga Petroquímica, in turn, owned 29.5% of the share capital of Copesul. In February 2008, Ultrapar transferred 60.0% of the share capital of Ipiranga Química to our company and 40.0% of the share capital of Ipiranga Química to Petrobras, as required by the Ipiranga Investment Agreement. In addition, under the Ipiranga Investment Agreement, Ultrapar is obligated to transfer 33.3% of the share capital of RPI to our company and 33.3% of the share capital of RPI to Petrobras. Following this transfer, we will jointly and equally control RPI with Petrobras and Ultrapar. The total purchase price to our company of the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction was R\$1,489.1 million.

Under the Ipiranga Investment Agreement, Braskem paid Ultrapar R\$651.9 million in April 2007, R\$156.7 million in October 2007, R\$47.0 million in November 2007 and R\$633.5 million in February 2008 for the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction. For additional information regarding the Ipiranga Transaction, see [Ipiranga Transaction](#).

#### *Merger of Politeño into Braskem*

At an extraordinary shareholders meeting in April 2007, our shareholders approved our merger with Politeño and the conversion of 486,530 of our class A preferred shares into 486,530 of our common shares in order to maintain the required minimum ratio of our common shares to preferred shares in accordance with the Brazilian Corporation Law after the completion of our merger with Politeño. In connection with this merger, we issued 1,533,670 of our class A preferred shares in exchange for 412,901,157 of Politeño's class A preferred shares and 2,126,856,433 of Politeño's class B preferred shares.

#### *Acquisition of Minority Interests in Ipiranga Petroquímica*

In June 2007, EDSP67 acquired the 7.6% of the total share capital of Ipiranga Petroquímica not owned by Ipiranga Química for a purchase price of R\$117.9 million. In July 2007, Ipiranga Petroquímica was delisted from the São Paulo Stock Exchange, and in August 2007, EDSP67 merged with and into Ipiranga Petroquímica. As a result of these transactions, Ipiranga Petroquímica is now a wholly-owned subsidiary of Ipiranga Química.

#### *Acquisition of Minority Interests in Copesul*

In October 2007, our subsidiary EDSP58 acquired 22.7% of the total and voting share capital of Copesul through a public tender offer for the Copesul shares not then owned by our company, Ipiranga Petroquímica, Petroquisa or Triunfo. The purchase price for these shares was R\$1,294.2 million. We owned 60% of the total and voting share capital of EDSP58, and Petrobras owned the remaining share capital of EDSP58. As a result of the Copesul Tender Offer, Copesul was delisted from the São Paulo Stock Exchange in October 2007. In October 2007 and November 2007, EDSP58 purchased additional shares of Copesul at the price per share paid in the Copesul Tender Offer. In November 2007, Copesul redeemed all of its outstanding shares, other than shares held by our company, EDSP58, Ipiranga Petroquímica, Petroquisa and Triunfo at the price per share paid in the Copesul Tender Offer. The aggregate purchase price for the shares purchased and redeemed after the completion of the Copesul Tender Offer was R\$124.3 million. In December 2007, EDSP58 merged with and into Copesul. Following this merger, Braskem owns 39.2% of the total and voting share capital of Copesul, Ipiranga Petroquímica owns 39.2% of the total and voting share capital of Copesul and Petroquisa and Triunfo own 21.6% of the total and voting share capital of Copesul.

*Acquisition of Additional Interest in Petroflex and Sale of Interest in Petroflex*

In October 2007, we acquired shares of Petroflex Indústria e Comércio S.A., or Petroflex, representing 13.4% of its total and voting share capital from Suzano for an aggregate purchase price of R\$61.0 million as a result of our exercise of our preemptive rights in August 2007 following the announcement of the acquisition of control of Suzano by Petrobras. As a result of this acquisition, we owned 33.5% of the total share capital of Petroflex including 33.6% of its voting share capital. In April 2008, we sold all of our share capital in Petroflex to Lanxess Participações Ltda., or Lanxess, for an aggregate price of R\$252.1 million. As a result of this transaction, Petroflex registered a non-operational gain of R\$115.6 million.

**Ipiranga Transaction**

On March 18, 2007, we entered into the Ipiranga Investment Agreement with Ultrapar and Petrobras. On the same date, Ultrapar and the controlling shareholders of RPI, CBPI and DPPI entered into the Purchase Agreement, with our company and Petrobras as intervening parties.

Under the Ipiranga Investment Agreement, Ultrapar, as a commission agent acting on behalf of Braskem and Petrobras, acquired 100% of the share capital of Ipiranga Química. As of March 18, 2007, Ipiranga Química owned 86.9% of the voting share capital and 92.4% of the total share capital of Ipiranga Petroquímica. Ipiranga Petroquímica, in turn, owned 29.5% of the share capital of Copesul. In February 2008, Ultrapar transferred 60% of the share capital of Ipiranga Química to our company and 40% of the share capital of Ipiranga Química to Petrobras, as required by the Ipiranga Investment Agreement. In addition, under the Ipiranga Investment Agreement, Ultrapar is obligated to transfer 33.3% of the share capital of RPI to our company and 33.3% of the share capital of RPI to Petrobras. Following this transfer, we will jointly and equally control RPI with Petrobras and Ultrapar. The total purchase price to our company of the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction was R\$1,489.1 million.

As part of the Ipiranga Transaction:

- in June 2007, EDSP67 acquired the 7.6% of the total share capital of Ipiranga Petroquímica not owned by Ipiranga Química for a purchase price of R\$117.9 million. In July 2007, Ipiranga Petroquímica was delisted from the São Paulo Stock Exchange, and in August 2007, EDSP67 merged with and into Ipiranga Petroquímica. As a result of these transactions, Ipiranga Petroquímica is now a wholly-owned subsidiary of Ipiranga Química.
- in October 2007, our subsidiary EDSP58 acquired 22.7% of the total and voting share capital of Copesul through a public tender offer for the Copesul shares not then owned by our company, Ipiranga Petroquímica, Petroquisa or Triunfo. The purchase price for these shares was R\$1,294.2 million. At the time of the Copesul Tender Offer, we owned 60% of the total and voting share capital of EDSP58, and Petrobras owned the remaining share capital of EDSP58. As a result of the Copesul Tender Offer, Copesul was delisted from the São Paulo Stock Exchange in October 2007. In October 2007 and November 2007, EDSP58 purchased additional shares of Copesul at the price per share paid in the Copesul Tender Offer. In November 2007, Copesul redeemed all of its outstanding shares, other than shares held by our company, EDSP58, Ipiranga Petroquímica, Petroquisa and Triunfo at the price per share paid in the Copesul Tender Offer. The aggregate purchase price for the shares purchased and redeemed after the completion of the Copesul Tender Offer was R\$124.3 million. In December 2007, EDSP58 merged with and into Copesul. Following this merger, Braskem owns 39.2% of the total and voting share capital of Copesul, Ipiranga Petroquímica owns 39.2% of the total and voting share capital of Copesul and Petroquisa and Triunfo own 21.6% of the total and voting share capital of Copesul.



***Structure of the Transaction***

As of the date of the Ipiranga Transaction Agreement, RPI owned:

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- 7.7% of the total capital of DPPI, including 15.3% of its voting share capital;
- 11.4% of the total share capital of CBPI, including 24.8% of its voting share capital; and
- 58.5% of the total share capital and voting share capital of Ipiranga Química.

In addition, as of the date of the Ipiranga Transaction Agreement, DPPI owned 21.0% of the total share capital of CBPI, including 62.9% of its voting share capital, and CBPI owned 41.5% of the total share capital and voting share capital of Ipiranga Química. Under the Ipiranga Transaction Agreement and applicable law, Ultrapar was obligated to acquire the share capital of RPI, DPPI and CBPI that it did not own as of the date of the Ipiranga Transaction Agreement through a series of transactions as detailed below.

#### *First Phase of Ipiranga Transaction*

In April 2007, Ultrapar acquired from the controlling shareholders of RPI, DPPI and CBPI for a purchase price of R\$2,113.1 million:

- 30.0% of the total share capital of RPI, including 66.2% of its voting share capital;
- 30.2% of the total capital of DPPI, including 69.2% of its voting share capital; and
- 1.3% of the total share capital of CBPI, including 3.8% of its voting share capital.

#### *Second Phase of Ipiranga Transaction*

In the second phase of the Ipiranga Transaction:

- in October and November 2007, Ultrapar acquired 88.4% of the voting share capital of RPI not then owned by Ultrapar through a public tender offer for the RPI voting shares and additional purchases of RPI voting shares. As a result, Ultrapar owned 96.0% of the voting share capital, including 32.4% of the total share capital, of RPI.
- in October and November 2007, Ultrapar acquired 82.1% of the voting share capital of DPPI not then owned by Ultrapar through a public tender offer for the DPPI voting shares and additional purchases of DPPI voting shares. As a result, Ultrapar owned 81.9% of the voting share capital, including 27.4% of the total share capital, of DPPI.
- in November 2007, Ultrapar acquired 53.9% of the voting share capital of CBPI not then owned by Ultrapar through a public tender offer for the CBPI voting shares. As a result of this tender offer, Ultrapar owned 8.3% of the voting share capital, including 2.8% of the total share capital, of CBPI.

#### *Third Phase of Ipiranga Transaction*

In the third phase of the Ipiranga Transaction, in December 2007 the shareholders of Ultrapar, RPI, DPPI and CBPI approved the issuance of preferred shares of Ultrapar in exchange for the outstanding shares of RPI, DPPI and CBPI that Ultrapar did not own through an exchange of shares (*incorporação de ações*). This exchange was completed in January 2008 and, as a result of the completion of this exchange, Ultrapar became the sole owner of the share capital of RPI, DPPI and CBPI.

*Fourth Phase of Ipiranga Transaction*

In the fourth phase of the Ipiranga Transaction, in February 2008 Ultrapar delivered:

- shares representing 60% of the total share capital and voting share capital of Ipiranga Química to our company; and
- shares representing 40% of the total share capital and voting share capital of Ipiranga Química to Petrobras.

The fourth phase of the Ipiranga Transaction will be completed when Ultrapar delivers 33.3% of the total share capital and voting share capital of RPI to our company; and 33.3% of the total share capital and voting share capital of RPI to Petrobras. We expect that Ultrapar will deliver these shares in the third quarter of 2008.

### ***Accounting and Financial Impact of Ipiranga Transaction***

As a result of the Ipiranga Transaction, we have fully consolidated the results of Copesul and its subsidiaries and consolidated the results of Ipiranga Química and its subsidiaries, including Ipiranga Petroquímica, into our financial statements as from April 1, 2007. We have accounted for each of Copesul, Ipiranga Química and Ipiranga Petroquímica as separate segments in our financial statements as from April 1, 2007. In addition, we have accounted for our interest in the results of RPI under the equity method in our financial statements as from April 1, 2007.

### ***CADE Review of Ipiranga Transaction***

The Ipiranga Transaction is subject to the final approval of the Brazilian antitrust authorities. However, Brazilian law permits us to consummate these transactions prior to receiving this final approval, unless CADE issues a writ of prevention blocking a transaction or requires the parties to enter into an agreement permitting the effects of the transaction to be reversed which, by its terms, delays the consummation of the transaction. Our company, together with Ultrapar and Petrobras, submitted the terms and conditions of the Ipiranga Transaction for review by the Brazilian antitrust authorities in April 2007.

In April 2007, CADE issued a writ of prevention relating to the Ipiranga Transaction, which, among other things, prevented our exercise of strategic management control over Ipiranga Química and Ipiranga Petroquímica. In issuing the writ of prevention, CADE stated that the purpose of the writ of prevention was to guarantee that the Ipiranga Transaction could be reversed in the event that CADE so determined following its review of the Ipiranga Transaction. In April 2007, CADE revoked this writ of prevention upon the agreement of our company to execute the Reversibility Agreement designed to preserve the reversibility of the Ipiranga Transaction. Under the Reversibility Agreement, we agreed to preserve all of the assets acquired in the Ipiranga Transaction until CADE makes a final determination with respect to the Ipiranga Transaction, and we are permitted to effectively own and manage these assets pending this final determination.

Although the terms and conditions of the Ipiranga Transaction were submitted to the Brazilian antitrust authorities in four separate filings reflecting the separate markets affected by the Ipiranga Transaction, on September 19, 2007, CADE decided that the four filings should be analyzed and submitted for approval together.

The Economic Monitoring Office of the Ministry of Finance (*Secretaria de Acompanhamento Econômico*), or SEAE, issued a favorable opinion with respect to the Ipiranga Transaction in February 2008. Approval of this transaction by CADE remains pending. There can be no assurance that the Brazilian antitrust authorities will approve the Ipiranga Transaction as currently structured or that these authorities will not impose additional conditions on the Ipiranga Transaction. We cannot predict when CADE will take final action with respect to the Ipiranga Transaction.

### ***Strategic Rationale***

Through our participation in the Ipiranga Transaction, we are taking an important step in the consolidation and development of the Brazilian petrochemical industry. We believe the acquisition of control of Copesul and Ipiranga Petroquímica will provide the following strategic and financial benefits to our company:

- *Expand our business to achieve greater economies of scale and operational flexibility* By expanding the size and geographic scope of our business, we believe that we will attain economies of scale, including reduced costs related to maintenance services, energy, raw materials and supplies and logistics. In addition, because we will have greater production capacity for a range of resins, we will be able to utilize specific plants for longer production runs of specific resins, thus lowering our transition costs.

- *Increase our market shares in the polyethylene and polypropylene sectors* Through the expansion of our client base, we believe that we will have greater opportunities to develop innovative products and product applications and provide value-added services to these clients based on our leadership in Brazil in thermoplastic technology.
- *Enhance our competitiveness through further integration of the thermoplastic production chain* Through our operation of Copesul, our principal supplier in the petrochemical complex located in Triunfo in the State of Rio Grande do Sul, which we refer to as the Southern Complex, and our operation of additional polyethylene and polypropylene plants in the Southern Complex, we anticipate that we will be able to improve the quality of our products, achieve operational and financial synergies and facilitate new investments in the productive assets of this complex.

### ***Financing of Purchase Price***

Under the Ipiranga Investment Agreement, Braskem paid Ultrapar R\$651.9 million in April 2007, R\$156.7 million in October 2007, R\$47.0 million in November 2007 and R\$633.5 million in February 2008 for the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction.

In April 2007, we entered into the Acquisition Credit Agreement with three financial institutions in the aggregate amount of US\$1.2 billion to finance the Ipiranga Transaction. In April 2007, we received the first disbursement under the Acquisition Credit Agreement in the aggregate amount of US\$330.0 million to fund the first payment due under the Ipiranga Investment Agreement. In October 2007, we received the second and third disbursements under the Acquisition Credit Agreement in the aggregate amount of US\$468.8 million to fund a portion of the purchase price under the Copesul Tender Offer. In October 2007, we received the fourth and fifth disbursements under the Acquisition Credit Agreement in the aggregate amount of US\$150.0 million to fund a portion of the purchase price paid by Ultrapar in tender offers for the common shares of RPI, DPPI or CBPI. In February 2008, we received the sixth and final disbursement under the Acquisition Credit Agreement in the aggregate amount of US\$251.2 million to fund the final payment due as part of the Ipiranga Transaction. Each disbursement under the Acquisition Credit Agreement bears interest at the rate of LIBOR plus 0.35% per annum until the first anniversary of such disbursement and thereafter at the rate of LIBOR plus 0.55% per annum, payable in arrears. The principal amount of each disbursement under the Acquisition Credit Agreement is payable on or prior to the second anniversary of such disbursement. The Acquisition Credit Agreement includes limitations on our ability to incur liens, enter into related party transactions or merge with certain other entities.

In June 2007, EDSP67 entered into two short-term financing transactions with Brazilian financial institutions in the aggregate amount of US\$61.0 million to finance the acquisition of the 7.6% of the total share capital of Ipiranga Petroquímica not owned by Ipiranga Química.

In September 2007, EDSP58 entered into an export prepayment credit facility with Petrobras International Finance Company - PIFCo, or PIFCo, under which EDSP58 is permitted to borrow an aggregate principal amount of up to US\$323.0 million. In October 2007, EDSP58 borrowed an aggregate of US\$312.5 million under this facility to fund a portion of the purchase price of the shares tendered in the Copesul Tender Offer.

In order to lengthen the average maturity of our outstanding indebtedness and to reduce our refinancing risks, we are exploring refinancing of the Acquisition Credit Agreement in the near term. In May 2008, we used the proceeds of our offering of US\$500.0 million 7.250% Notes due 2018 to repay a portion of the indebtedness outstanding under the Acquisition Credit Agreement. We are analyzing opportunities to refinance the remainder of this indebtedness through bank credit agreements, pre-export financing agreements, offerings of securities in the domestic or international markets or a combination of these instruments. The form, manner and timing of the refinancing of amounts borrowed

under the Acquisition Credit Agreement will depend on market conditions.

## ***Shareholders Agreements***

We have entered into the shareholders agreements and memorandum of understanding described below that govern our rights with respect to Copesul, Ipiranga Química, Ipiranga Petroquímica and RPI.

### *Interim Shareholders Agreement*

On April 18, 2007, we entered into a shareholders agreement with Ultrapar and Petrobras, which we refer to as the Interim Shareholders Agreement, under which we obtained effective management control over Ipiranga Química and, consequently, Ipiranga Petroquímica and the interest of Ipiranga Petroquímica in Copesul. Under the Interim Shareholders Agreement, we were granted the right to nominate a majority of the board of directors of Ipiranga Química and Ipiranga Petroquímica, and the right to nominate a majority of the nominees of Ipiranga Petroquímica to the board of directors of Copesul. The Interim Shareholders Agreement terminated in February 2008 upon the transfer of the shares of Ipiranga Química to our company and Petrobras as part of the fourth phase of the Ipiranga Transaction as described above under Structure of the Transaction Fourth Phase of Ipiranga Transaction.

### *Ipiranga Memorandum of Understanding*

On March 18, 2007, we entered into a memorandum of understanding with Petrobras regarding the interests of Ipiranga Petroquímica in Copesul and the control of Ipiranga Química and Ipiranga Petroquímica, which we refer to as the Ipiranga Memorandum of Understanding. The Ipiranga Memorandum of Understanding granted Petrobras veto rights with respect to certain matters that are subject to the approval of the shareholders and boards of directors of Ipiranga Química, Ipiranga Petroquímica and Copesul. Upon the completion of the first phase of the Petrobras Transaction, Petrobras, Petroquisa, Odebrecht and Norquisa, with Braskem as intervening party, entered into a shareholders agreement with a term of 25 years, which we refer to as the Petrobras Shareholders Agreement. The Petrobras Shareholders Agreement superseded the Ipiranga Memorandum of Understanding.

### *RPI Shareholders Agreement*

As part of the Ipiranga Transaction, we entered into a shareholders agreement with Ultrapar and Petrobras, which we refer to as the RPI Shareholders Agreement, which gives each of Ultrapar, Petrobras and our company the right to nominate one-third of the directors of RPI and establishes that all decisions need to be taken by the unanimous vote of the shareholders.

## **Petrobras Transaction**

On November 30, 2007, Braskem entered into an investment agreement with Odebrecht, Petrobras, Petroquisa and Norquisa. On May 14, 2008, Braskem, Odebrecht, Norquisa, Petrobras and Petroquisa entered into an amendment to this agreement. We refer to this agreement, as amended, as the Petrobras Investment Agreement. We refer to the transactions under the Petrobras Investment Agreement as the Petrobras Transaction. Under the Petrobras Investment Agreement, the Petrobras Transaction will be completed in two phases. In the first phase, Petroquisa through its wholly-owned subsidiary Grust Holdings S.A., or Grust, contributed the following assets to Braskem:

- 36.4% of the voting and outstanding share capital of Copesul;
- 40.0% of the voting and outstanding share capital of Ipiranga Química; and
- 40.0% of the voting and outstanding share capital of Paulínia.



In exchange for these assets, Braskem issued an aggregate of 46,903,320 common shares and 43,144,662 class A preferred shares to Petroquisa.

As a result of the completion of the first phase of the Petrobras Transaction, Petrobras owns, directly and indirectly, 23.1% of our total share capital, including 30.0% of our voting share capital, and Braskem owns, directly and indirectly:

- 99.2% of the outstanding share capital of Copesul;
- all of the outstanding share capital of Ipiranga Química, which in turn owns all of the outstanding share capital of Ipiranga Petroquímica; and
- all of the outstanding share capital of Paulínia.

The first phase of the Petrobras Transaction was implemented on May 30, 2008 through an exchange of shares (*incorporação de ações*) in which shares of Braskem were issued to Petroquisa in exchange for shares of Grust that, directly and indirectly, owns the interests in Copesul, Ipiranga Química, Ipiranga Petroquímica and Paulínia contributed to Braskem.

Under the Petrobras Investment Agreement, Petrobras has the option in the second phase of the Petrobras Transaction to contribute up to 100% of the share capital of Triunfo to Braskem in exchange for approximately 13,387,197 of our class A preferred shares. We refer to this option as the Triunfo Option. Triunfo owns 0.8% of the voting and outstanding share capital of Copesul. If Petrobras exercises this option and contributes 100% of the share capital of Triunfo to Braskem, Copesul will become a wholly-owned subsidiary of Braskem.

The following chart presents the corporate structure of our principal subsidiaries and equity investments following the completion of the first phase of the Petrobras Transaction. The percentages in bold italics represent the percentage of the voting share capital owned directly and indirectly by the parent company of each entity, and the percentages not in bold italics represent the percentage of the total share capital owned directly and indirectly by the parent company of each entity. All of these companies are organized under Brazilian law.

### ***Strategic Rationale***

Through our participation in the Petrobras Transaction, we are taking an important step in the consolidation and development of the Brazilian petrochemical industry. We believe the consolidation of Copesul, Ipiranga Química, Ipiranga Petroquímica, Paulínia and Triunfo into our company will provide the following strategic and financial benefits to our company:

- *Consolidate ownership of petrochemical assets* By acquiring the minority interests in Copesul, Ipiranga Química and Paulínia held by Petrobras and Petroquisa, we believe that we will be able to achieve synergies that will lead to reductions of financial, industrial, commercial and other costs and expenses. In addition, we will substantially reduce the minority interest in our company, which we believe will result in a significant increase in our net income in future periods, and further reduce the effects of proportional consolidation in our results of operations and cash flows.

- *Further enhance the strategic alignment of Petrobras and Braskem* By increasing the proportional interest of Petrobras in Braskem, we believe that Petrobras' commitment to the success of Braskem will correspondingly increase. We expect that this commitment will yield increased synergies generated by our interaction with Petrobras' refineries given our position as Petrobras' largest naphtha customer and will lead to increasing access to and collaboration with Petrobras' research centers.

### ***Accounting and Financial Impact of Petrobras Transaction***

As a result of the completion of the first phase of the Petrobras Transaction, we will no longer record minority interests with respect to Ipiranga Química and the minority interest in Copesul represents only 0.8% of the total share capital of Copesul. In addition, we will fully consolidate the results of Paulínia into our financial statements as from April 1, 2008. In the event that Petrobras and Petroquisa exercise the Triunfo Option in full, we will fully consolidate the results of Triunfo into our financial statements as from the date of the completion of the Petrobras Transaction.

As a result of our full consolidation of the results of Paulínia into our financial statements, we will fully consolidate the assets and liabilities of Paulínia in our balance sheet, including the indebtedness of Paulínia. At December 31, 2007, Paulínia's total outstanding debt was R\$451.7 million, of which R\$271.0 million was reflected in our balance sheet due to the proportional consolidation of the results of Paulínia in our financial statements.

### ***CADE Review of Petrobras Transaction***

Although we believe that the Petrobras Transaction is not subject to the final approval of the Brazilian antitrust authorities, because the Petrobras Transaction is a follow-on transaction to the Ipiranga Transaction and does not involve any change of control of our company or Petrobras, we and Petrobras submitted the terms and conditions of the Petrobras Transaction to the Brazilian antitrust authorities in December 2007. The SEAE and the Economic Law Office of the Ministry of Justice (*Secretaria de Direito Econômico*), or SDE, issued favorable opinions with respect to the Petrobras Transaction in April 2008. Approval of the filing by CADE remains pending.

There can be no assurance that the Brazilian antitrust authorities will agree with our analysis or that these authorities will not impose additional conditions on the Petrobras Transaction. We cannot predict when CADE will take final action with respect to the Petrobras Transaction.

### **Petrochemical Industry Overview**

#### ***Structure***

The petrochemical industry transforms crude oil by-products, principally naphtha, or natural gas into widely used industrial and consumer goods. The Brazilian petrochemical industry is generally organized into first, second and third generation producers based on the stage of transformation of various petrochemical raw materials, or feedstocks.

#### ***First Generation Producers***

Brazil's first generation producers, which are referred to as crackers, break down or crack naphtha or natural gas, their principal feedstock, into basic petrochemicals. There are four crackers in Brazil. Three of these crackers purchase naphtha, which is a by-product of the oil refining process, primarily from Petrobras, as well as from other suppliers located outside of Brazil. The fourth, Rio Polímeros, purchases natural gas from Petrobras. The basic petrochemicals produced by the crackers include:

- olefins, primarily ethylene, propylene and butadiene; and
- aromatics, such as benzene, toluene and xylenes.

We, Petroquímica União and Rio Polímeros operate Brazil's four crackers and sell basic petrochemicals to second generation producers, including, in our case, second generation producers that are part of our company. The basic petrochemicals, which are in gaseous or liquid form, are transported primarily via pipelines to the second generation

producers plants, generally located near the crackers, for further processing.

### *Second Generation Producers*

Second generation producers process the basic petrochemicals obtained from the crackers to produce intermediate petrochemicals. These petrochemicals include:

- polyethylene, polystyrene and PVC (each produced from ethylene);
- polypropylene and acrylonitrile (each produced from propylene);
- caprolactam (produced from benzene); and
- polybutadiene (produced from butadiene).

There are 36 second generation producers operating in Brazil. Intermediate petrochemicals are produced in solid form as plastic pellets or powders and are transported primarily by truck to third generation producers, which generally are located far from the second generation producers. We and Rio Polímeros are the only integrated first and second generation petrochemical companies in Brazil.

### *Third Generation Producers*

Third generation producers, known as transformers, purchase the intermediate petrochemicals from second generation producers and transform them into final products including:

- plastics (produced from polyethylene, polypropylene and PVC);
- acrylic fibers (produced from acrylonitrile);
- nylon (produced from caprolactam);
- elastomers (produced from butadiene); and
- disposable containers (produced from polystyrene and polypropylene).

Third generation producers manufacture a variety of consumer and industrial goods, including containers and packaging materials, such as bags, film and bottles, textiles, detergents, paints, automobile parts, toys and consumer electronic goods. There are more than 11,200 third generation producers operating in Brazil.

### *Petrochemical Complexes*

The production of first and second generation petrochemicals in Brazil centers around four major complexes. These complexes include:

- the Northeastern Complex located in Camaçari in the State of Bahia, where we operate the cracker;
- the Southern Complex located in Triunfo in the State of Rio Grande do Sul, where our subsidiary Copesul operates the cracker;
- the São Paulo Complex located in Capuava in the State of São Paulo, or the São Paulo Complex, where Petroquímica União operates the cracker; and

- the Rio de Janeiro Complex located in Duque de Caxias in the State of Rio de Janeiro, or the Rio de Janeiro Complex, where Rio Polímeros operates the cracker.



Each complex has a single first generation producer, also known as the raw materials center, and several second generation producers that purchase feedstock from the raw materials center.

The Northeastern Complex began operations in 1978. The Northeastern Complex consists of 13 second generation producers situated around the raw materials center operated by our company. At December 31, 2007, our raw materials center had an annual ethylene production capacity of 1,280,000 tons, which we estimate accounted for approximately 36.6% of Brazil's ethylene production capacity.

The Southern Complex began operations in 1982. Copesul is the raw materials center at the Southern Complex and supplies first generation petrochemicals to seven second generation producers, including our Polyolefins Unit and Ipiranga Petroquímica. At December 31, 2007, Copesul had an annual ethylene production capacity of 1,200,000 tons, which we estimate accounted for approximately 34.3% of Brazil's ethylene production capacity.

The São Paulo Complex, which is the oldest petrochemical complex in Brazil, began operations in 1972. Petroquímica União is the raw materials center at the São Paulo Complex and supplies first generation petrochemicals to 20 second generation producers located at the São Paulo Complex and elsewhere, including our company. At December 31, 2007, Petroquímica União had an annual ethylene production capacity of 500,000 tons.

The Rio de Janeiro Complex commenced operations in 2005. Rio Polímeros, a Brazilian petrochemical company, is the raw materials center at the Rio de Janeiro Complex and supplies first generation petrochemicals to two second generation producers. At December 31, 2007, Rio Polímeros had a maximum annual ethylene production capacity of 520,000 tons.

### ***Role of the Brazilian Government***

The current structure of the Brazilian petrochemical industry reflects the Brazilian government's plan, developed during the 1970's, to establish a domestic petrochemical industry to serve Brazilian markets. First and second generation producers, including our company, are located within close proximity of each other to allow the common use of facilities, such as utilities, and to facilitate the delivery of feedstocks. Prior to their privatization by the Brazilian government, the expansion of production capacity at the crackers and the second generation producers was coordinated to ensure that the supply of petrochemicals met expected demand. The infrastructure developed around the complexes fostered the interdependence of first and second generation producers, as limited facilities were constructed for purposes of transportation and storage of feedstocks for import or export. Following their privatization, this interdependence has increased as second generation producers, which continue to rely upon the crackers for feedstocks and utilities, have increased their ownership of, and participation in the management of, the crackers.

The Brazilian government developed the Brazilian petrochemical industry generally by promoting the formation of three-way joint ventures among the Brazilian government, foreign petrochemical companies and private Brazilian investors. In these joint ventures, Petrobras subsidiary, Petroquisa, participated as the representative of the Brazilian government, with Petrobras as the supplier of naphtha; a foreign petrochemical company provided technology; and a Brazilian private sector company provided management.

In 1992, the Brazilian government began a privatization program to reduce significantly its ownership of the petrochemical industry. This program was designed to increase private investment in the petrochemical industry and to improve its efficiency. As a result of the privatization program, the Brazilian government's ownership of our common shares, and of the common shares of Copesul and Petroquímica União, was significantly reduced, replaced by private sector entities. As a result of a similar privatization process, private ownership of the second generation producers increased.

The following table sets forth the percentage of the indirect ownership interests held in the crackers voting shares by Petroquisa, private sector entities and other investors before the privatization of the crackers and at December 31, 2007.

	Date of Privatization	Before Privatization			At December 31, 2007		
		Petroquisa	Private Sector Groups	Other Investors(1)	Petroquisa	Private Sector Groups	Other Investors(1)
Copesul	May 15, 1992	67.2%	2.1%	30.7%	20.8%	79.2%	%
Petroquímica União	January 24, 1994	67.8	31.9	0.3	17.4	60.8	21.8
Braskem	August 15, 1995	48.2	50.4	1.4	8.1	84.5	7.4
Rio Polímeros					16.7	66.6	16.7

(1) Pension funds, banks and individual investors.

### *Role of Petrobras*

Prior to 1995, Brazil's Constitution granted a monopoly to the Brazilian government, exercised through Petrobras, over the research, exploration, production, refining, importing and transporting of crude oil and refined petroleum products (excluding petrochemical products) in Brazil. The Brazilian Constitution also provided that byproducts of the refining process, such as naphtha, could only be supplied in Brazil by or through Petrobras. Naphtha is the principal feedstock used in Brazil for the production of basic petrochemicals such as ethylene and propylene. In 1995, the Brazilian Constitution was amended to allow petroleum and petroleum related activities to be carried out by private companies, by concession or authorization from the Brazilian government. Since 1995, the Brazilian government has taken several measures to liberalize the petrochemical industry in Brazil.

In 1997, Law No. 9,478/97 implemented the 1995 constitutional amendment by creating the Brazilian Energy Policy Council (*Conselho Nacional de Política Energética*) and the National Petroleum Agency (*Agência Nacional de Petróleo*), which were charged with regulating and monitoring of the oil industry and the Brazilian energy sector. Following the creation of the National Petroleum Agency, new rules and regulations have been implemented, aimed at gradually ending Petrobras' monopoly. Our company has imported naphtha from trading companies and oil and gas producers located abroad since 1997 and Copesul has done so since 2000. During 2007, Petrobras produced and sold approximately 61.1% of the naphtha consumed by our company and Copesul, and the remaining naphtha consumed by our company and Copesul was imported.

### *Tariffs*

We set prices for ethylene, the principal first generation petrochemical product, that we sell to third-party second generation producers by reference to international market prices. See Item 4. Information On The Company Basic Petrochemicals Unit and Copesul Sales and Marketing of our Basic Petrochemicals Unit. Prices paid by second generation producers for imported first generation petrochemical products partly reflect transportation and tariff costs. We establish the prices of ethylene by-products, such as butadiene, by reference to several market factors, including the prices paid by second generation producers for imported products, which also take into account transportation and tariff costs.

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

The Brazilian government has frequently used import tariffs to implement economic policies. As a result, import tariffs generally vary significantly, especially those imposed on petrochemical products. Imports and exports within the free trade area composed of Argentina, Brazil, Paraguay and Uruguay in South America (*Mercado Comum do Sul*), or Mercosul, have not been subject to tariffs since December 2001. The following table shows the fluctuation of the tariffs on certain basic petrochemicals and second generation petrochemicals from 1998 through 2007. The tariff rates shown are those applicable at the end of the respective years, except where indicated.

	2007	2006	2005	2004	2003	2002(1)	2001(2)	2000	1999	1998
	(%)									
<b>First generation petrochemicals:</b>										
Ethylene	2.0	2.0	2.0	2.0	3.5	3.5	4.5	5.0	5.0	5.0
Propylene	2.0	2.0	2.0	2.0	3.5	3.5	4.5	5.0	5.0	5.0
Caustic soda	8.0	8.0	8.0	8.0	9.5	9.5	10.5	11.0	11.0	11.0
<b>Second generation petrochemicals:</b>										
Polyethylene	14.0	14.0	14.0	14.0	15.5	15.5	16.5	17.0	17.0	17.0
Polypropylene	14.0	14.0	14.0	14.0	15.5	15.5	16.5	17.0	17.0	17.0
PVC (3)	14.0	14.0	14.0	14.0	15.5	15.5	16.5	17.0	17.0	17.0
Caprolactam	12.0	12.0	12.0	12.0	13.5	13.5	14.5	15.0	15.0	15.0

- (1) In 2002, the official tariff was 1.5% less than the rate shown. An additional surcharge of 1.5% assessed on imported products is included in the rate shown.
- (2) In 2001, the official tariff was 2.5% less than the rate shown. An additional surcharge of 2.5% assessed on imported products is included in the rate shown.
- (3) Imports of suspension PVC from the U.S. and Mexico have been subject to tariffs of 16.0% and 18.0%, respectively, since 1992 as a result of the imposition of anti-dumping duties by the Brazilian Foreign Trade Chamber (*CAMEX Câmara de Comércio Exterior*) of the Ministry of Development, Industry and Trade. These duties will expire on December 14, 2010, unless extended.

Source: Brazilian Association of Chemical Industry and Derivative Products.

### ***Operating Environment***

The Brazilian markets in which we compete are cyclical and are sensitive to relative changes in supply and demand. Demand for petrochemical products is significantly affected by general economic conditions in Brazil and other countries in Mercosul, particularly Argentina. The Brazilian markets are also impacted by the cyclical nature of international markets as prices for petrochemical products in Brazil are determined in part with reference to international market prices for these products and by the prices, including tariff and transportation costs, paid by importers of petrochemical products into Brazil. Reductions in tariffs and other trade barriers have increasingly exposed the Brazilian petrochemical industry to price competition in the international markets.

Traditionally, the second and third calendar quarters have been the periods of the year with the highest sales for the petrochemical industry in the Brazilian market. The increase during this six-month period is tied in part to the production of consumer goods for sale during the year-end holiday season.

Brazilian GDP increased by 5.4% in 2007. This moderate growth contributed to a 8.1% increase in domestic polyolefins consumption (excluding consumption of ethyl vinyl acetate copolymer, or EVA) and a 16.0% increase in domestic PVC consumption. The strong growth in civil construction sector positively affected domestic PVC consumption and the significant growth in other industrial sectors, such as durable goods, automotive and beverage, positively affected domestic consumption of thermoplastic resins generally. Although imports represent a small percentage of total Brazilian domestic consumption, in 2007, imports of polyolefins increased by 19.9% and imports of PVC increased by 39.6%. In 2007, Brazil's exports of polyolefins increased by 1.2%, while exports of PVC increased by 21.3%. As a result of increased production capacity of Brazilian producers, including our company, higher rates of capacity utilization, and the continuing appreciation of the *real* against the U.S. dollar in 2007,

Brazilian petrochemical producers significantly improved their sales in 2007.

We anticipate that demand for our products in Brazil may grow due to increasing consumption of plastic-based products, as well as population growth and expected general economic growth in Brazil. In addition, Brazilian per capita consumption of second generation petrochemicals has been modest compared to per capita consumption in many other more developed countries, which we believe suggests a potential for future growth in demand in Brazil. However, that growth could be hindered by the factors described in Item 3. Key Information Risk Factors Risks Relating to Brazil and Item 3. Key Information Risk Factors Risks Relating to Our Company and the Petrochemical Industry.

The following table sets forth information relating to our production, the estimated production of other Brazilian companies and exports and imports of the products included therein for the years indicated.

	<b>Total Brazilian Production</b>	<b>Our Total Production</b>	<b>Total Production of Other Brazilian Companies</b>	<b>Total Imports</b>	<b>Total Exports</b>	<b>Estimated Total Brazilian Domestic Consumption</b>
(thousands of tons)						
<b>Olefins(1)</b>						
2007(2)	5,417.8	3,799.0	1,618.7	9.1	155.5	5,271.5
2006	5,288.1	1,778.6	3,509.5	3.2	166.1	5,125.2
2005	4,775.2	1,889.9	2,885.2	18.5	120.0	4,672.7
<b>Aromatics(3)</b>						
2007(2)	1,486.2	1,172.9	313.3	55.3	621.1	920.4
2006	1,433.3	704.9	728.4	87.5	388.1	1,132.8
2005	1,518.0	733.7	784.3	47.6	453.8	1,111.8
<b>Polyolefins(4)</b>						
2007(2)	3,760.3	2,358.2	1,402.0	498.8	1,036.9	3,222.2
2006	3,669.9	1,629.6	1,940.1	415.2	1,031.3	3,025.4
2005	3,204.5	1,289.2	1,859.1	392.0	806.5	2,789.9
<b>PVC</b>						
2007(2)	686.5	465.4	221.0	176.7	43.2	820.0
2006	676.3	447.4	228.9	126.6	35.6	767.3
2005	640.3	449.3	191.0	119.5	65.6	694.2
<b>PET(5)</b>						
2007(2)	484.5	25.6	458.9	112.0	52.4	544.1
2006	307.4	65.1	242.3	172.5	30.6	449.2
2005	352.6	69.7	282.9	178.4	32.6	498.3
<b>Caprolactam</b>						
2007(2)	46.1	46.1		9.3	26.6	28.8
2006	44.9	44.9		6.7	17.8	33.8
2005	49.7	49.7		4.1	16.2	37.5

(1) Includes ethylene, propylene and butadiene.

(2) Preliminary data.

(3) Includes benzene, toluene and xylenes.

(4) Includes polyethylene, high density polyethylene, low density polyethylene, linear low density polyethylene, ethyl vinyl acetate copolymer and polypropylene.

(5) On May 16, 2007, we temporarily closed our PET plant.

Sources: Brazilian Association of Chemical Industry and Derivative Products and Braskem.

The above estimates of total domestic consumption assume that all domestic production is immediately sold in the market and that there has been no change in total domestic inventory.

## Overview of Our Company's Operations

We are the leading petrochemical company in Latin America, based on average annual production capacity in 2007. We are also the third largest Brazilian-owned private sector industrial company, based on net sales revenue in 2006 (the most recent year for which comparative information is currently available). We recorded net sales revenue of R\$17,679.4 million and net income of R\$547.6 million in 2007. We produce a diversified portfolio of petrochemical products in our 19 plants in Brazil and have a strategic focus on polyethylene, polypropylene and PVC. We were the first Brazilian company with integrated first and second generation petrochemical production facilities.



We have grown over the past five years primarily as the result of the integration of the operations of nine Brazilian petrochemical companies: our company, which was formerly named Copene Petroquímica do Nordeste S.A.; OPP Química; Polialden; Politeno; Trikem; Proppet; Nitrocarbono; Copesul and Ipiranga Petroquímica. We have merged with all of these companies other than Copesul and Ipiranga Petroquímica.

Our business operations are organized into seven business units, which correspond to our principal production processes and products. Three of these business units (Copesul, Ipiranga Petroquímica and Ipiranga Química) were created in April 2007 as a result of the Ipiranga Transaction described above under Ipiranga Transaction. Our business units are as follows:

- Basic Petrochemicals, which accounted for R\$7,220.7 million, or 31.9%, of the net sales revenue of all segments, including net sales to our other business units, and had an operating margin of 7.9% in 2007;
- Copesul, which accounted for R\$5,516.1 million, or 24.4%, of the net sales revenue of all segments and had an operating margin of 9.2% in 2007 and whose results we have fully consolidated into our financial statements as from April 1, 2007 as a result of the Ipiranga Transaction;
- Polyolefins, which accounted for R\$5,669.1 million, or 25.1%, of the net sales revenue of all segments and had an operating margin of 10.2% in 2007;
- Ipiranga Petroquímica, which accounted for R\$1,551.4 million, or 6.9%, of the net sales revenue of all segments and had an operating margin of 13.0% in 2007 and whose results we have consolidated into our financial statements as from April 1, 2007 as a result of the Ipiranga Transaction;
- Vinyls, which accounted for R\$1,789.4 million, or 7.9%, of the net sales revenue of all segments and had an operating margin of 9.7% in 2007;
- Business Development, which accounted for R\$489.7 million, or 2.2%, of the net sales revenue of all segments and had a negative operating margin of 12.2% in 2007; and
- Ipiranga Química, which accounted for R\$392.6 million, or 1.7%, of the net sales revenue of all segments and had an operating margin of 2.4% in 2007 and whose results we have consolidated into our financial statements as from April 1, 2007 as a result of the Ipiranga Transaction.

We believe the integration of the operations of the companies that formed our company has produced, and will continue to produce, significant synergies and cost savings from reductions in taxes, procurement and logistics expenses, production expenses, general and administrative expenses and other operating expenses.

## **Strategy**

Our vision is to strengthen our position as a world-class petrochemical company. We seek to reinforce our leading position in the Latin American petrochemical market, with a focus on polyethylene, polypropylene and PVC and integration with our production of ethylene and propylene. Our business model focuses on enhancing shareholder value, with strategic drivers consisting of market leadership, cost competitiveness and technological autonomy.

We were the first Brazilian company to integrate first and second generation petrochemical production facilities. Our competitive advantages are derived from our leadership position in the Latin American market and on our favorable cost structure, resulting from our production scale and synergies realized from integration of the companies that formed our company.



We are committed to providing technological support to our customers through the Braskem Center for Technology and Innovation and Ipiranga Petroquímica's Technology and Innovation Center, which develop processes, products and applications for the sector.

The formation of our company marked a milestone in the restructuring of an industrial sector that is vital to Brazil's economic development. We supply petrochemical products with application in a wide variety of industries, such as food packaging, automotive parts, paints, construction, agriculture, fabrics and personal care products.

The key elements of our strategy include:

- **Focus on Customer Relationships.** We seek to establish close, long-term relationships with our customers. We serve as partners with our customers in developing new products and applications and, consequently, business opportunities for them. We recognize the cyclical nature of the markets for our petrochemical products and believe that, by focusing on relationships with our customers, we can foster customer loyalty even during periods of lower demand. Our growth strategy is centered on increasing customers' consumption of our products, and enabling them to substitute non-plastic materials with thermoplastics.

Our Polyolefins Unit, Ipiranga Petroquímica and our Vinyls Unit maintain technology and innovation centers that seek to:

- optimize customers' processing of our products;
- identify new products and applications to meet our clients' needs; and
- increase customers' productivity.
- **Pursuit of Selected Business Opportunities.** We are pursuing business opportunities by developing new and specialized products, for example:
  - manufacturing new products such as: UTEC, ultra high molecular weight polyethylene, or UHMWP, a product that is used in technical applications; Braskem Flexus®, a high-performance polyethylene product used for specialized packaging; and Braskem Symbios®, a high-performance flexible packaging sealant. We are the world's second largest producer of UHMWP, which we sell mainly in the United States;
  - manufacturing linear low density polyethylene, or LLDPE, and low density polyethylene, or LDPE, using a specialized production process that permits us to produce thermoplastics with distinctive characteristics for the flexible packaging industry, including greater resistance to impact and punctures, improved polish and greater transparency; and
  - developing manufacturing process to produce "green" polymers made out of renewable raw materials such as our 100% "green" polyethylene that was internationally certified in 2007.
- **Expansion of Our Production Capacity.** We plan to expand the production capacity of our business units during the next several years based on anticipated growth in demand for our products. We plan to expand our production capacity through efficiency enhancements at our plants, by modernizing our production technology, by acquiring petrochemical producers, such as Ipiranga Petroquímica, that currently compete with us or produce complementary products, and by constructing new facilities alone or in conjunction with third parties.

We have entered into a joint venture with Petroquisa for the construction and operation of a polypropylene plant in Paulínia, in the State of São Paulo, with an initial annual production capacity of 350,000 tons. In addition, we have entered into a shareholders agreements with Petroquímica de Venezuela, S.A., or Pequiven, with respect to (1) the formation of Polipropileno del Sur, S.A., or Propilsur, a joint venture with Pequiven for the development, construction and operation of a polypropylene plant with an integrated propane dehydrogenation unit to be located in the Jose Petrochemical Complex in the State of Anzoategui, Venezuela, with an annual production capacity of approximately 450,000 tons, and (2) the formation of Polietilenos de America, S.A., or Polimerica, a joint venture with Pequiven for the development, construction and operation of the Jose Olefins Project, an olefins complex in to be located in the Jose Petrochemical Complex that will include an ethylene cracker that will use ethane extracted from natural gas as its raw material, with an annual production capacity of 1.3 million tons, and three polyethylene plants with a combined annual production capacity of 1.1 million tons of high density polyethylene, or HDPE, LDPE and LLDPE.

In addition, we have entered into a memorandum of understanding with *Pertóleos de Perú* *Petroperú S.A.* and *Petrobras* to evaluate the technical and economic feasibility of the construction of a new petrochemical complex in Peru that would use ethane as feedstock to produce polyethylene. We believe that additional capacity developed by our company, together with joint venture partners, will enable us to maintain and expand our leadership position in Latin America and support our expansion into strategic export markets.

- ***Continued Reductions in Operating Costs and Increases in Operating Efficiencies.*** As a result of the integration of our facilities and large production scale, we believe that we are a low-cost producer of second generation petrochemicals. We have completed a program the *Braskem+ Program* to increase operating efficiencies and to reduce operating costs. We also continue to realize synergies from our integration process.

Our cost reduction program is linked to initiatives to purchase feedstocks at competitive prices. We began to import lower-cost naphtha in 2002, and during 2007, we imported approximately 38.9% of our feedstock requirements, primarily from North Africa.

- ***Commitment to Our Employees and Communities.*** We are focused on our human resources, which are vital to our competitiveness and growth. We continue to train our employees to develop skills necessary to operate an internationally competitive, vertically integrated petrochemical company. We have adopted a policy that makes all of our directors, officers, and employees responsible for worker safety and for preserving the environment. We are also committed to sustainable development and to improving the quality of life in the communities in which our facilities are located.

### **Basic Petrochemicals Unit and Copesul**

At December 31, 2007, our Basic Petrochemicals facilities had one of the largest average annual production capacities of all first generation producers in Latin America. Our Basic Petrochemicals Unit accounted for R\$7,220.7 million, or 31.9%, of the net sales revenue of all segments in 2007, including net sales to our other business units, and Copesul accounted for R\$5,516.1 million, or 24.4%, of the net sales revenue of all segments in 2007, including net sales to our other business units.

On April 18, 2007, the first phase of the *Ipiranga Transaction* was completed. As a result of our obtaining effective management control over Copesul, we have fully consolidated the assets, liabilities and results of operations of Copesul as from April 1, 2007. We account for Copesul as a segment separate from our Basic Petrochemicals segment.

Our Basic Petrochemicals Unit and Copesul produce:

- olefins, such as ethylene, polymer and chemical grade propylene, butadiene, isoprene and butene-1;
- aromatics, such as benzene, toluene, para-xylene, ortho-xylene and mixed xylene;
- fuels, such as automotive gasoline and liquefied petroleum gas, or LPG; and
- methyl tertiary butyl ether, or MTBE, solvent C9 and pyrolysis C9.

The products of our Basic Petrochemicals Unit and Copesul are used primarily in the manufacture of intermediate second generation petrochemical products, including those manufactured by our other business units. Our Basic Petrochemicals Unit and Copesul also supply utilities to other plants located in the Northeastern Complex and the Southern Complex and render services to the operators of those plants.

In 2007, 88.5% of our Basic Petrochemicals Unit's sales (including intra-company sales) were derived from the sale of basic petrochemicals, 7.3% from the sale of utilities and services, and 4.2% from the sale of fuels, and 93.8% of Copesul's sales (including intra-company sales) were derived from the sale of basic petrochemicals, 1.7% from the sale of utilities and services, and 4.5% from the sale of fuels.

In 2007, 40.3% of our Basic Petrochemicals Unit's net sales revenue from sales of basic petrochemicals were derived from sales made to our other business units and 48.4% of Copesul's net sales revenue from sales of basic petrochemicals were derived from sales made to our other business units.

We believe that our Basic Petrochemicals Unit and Copesul are well positioned to take advantage of increasing demand for basic petrochemicals products in Brazil, both by our other business units and by third parties. We anticipate that long-term growth for these products in Brazil will continue due to increasing demand for consumer products.

### *Products of Our Basic Petrochemicals Unit and Copesul*

The following chart shows some of the primary products produced by our Basic Petrochemicals Unit and Copesul and some of the second generation products that use these products as raw materials.

#### **Products of Our Basic**

#### **Petrochemicals Unit and Copesul**

#### **Second Generation Products**

#### **Olefins:**

Ethylene	LDPE /LLDPE (1)
	HDPE (1)
	UHMWP (1)
	EVA (1)
	EDC (2)
Propylene (polymer and chemical grade)	Polypropylene (1)
Butadiene	Synthetic rubber, elastomers, resins

#### **Aromatics:**

Benzene	Cyclohexane and cyclohexanone (3)
	Caprolactam (3)
	Ammonium sulfate (3)
	Ethylbenzene (used to make styrene monomer/polystyrene)
	Cumene
	Linear alkyl benzene
Para-xylene	Purified terephthalic acid and DMT
Ortho-xylene	Phthalic anhydride and plasticizers
Mixed xylenes	Paint
Toluene	Toluenediisocyanate

(1) Produced by our Polyolefins Unit and Ipiranga Petroquímica.

- (2) Produced by our Vinyls Unit.
- (3) Produced by our Business Development Unit.

The following table sets forth a breakdown of the sales volume and net sales revenue of our Basic Petrochemicals Unit and Copesul (including our intra-company sales) by product line and by market for the periods indicated.

	Years Ended December 31,								
	2007(1)			2006			2005		
	Quantities		Net Sales Revenue	Quantities		Net Sales Revenue	Quantities		Net Sales Revenue
	Sold (2)	(thousands of tons)		Sold (2)	(thousands of tons)		Sold (2)	(thousands of tons)	
	(millions of reais)	(%)		(millions of reais)	(%)		(millions of reais)	(%)	
Domestic net sales:									
Ethylene	2,068.4	R\$4,826.5	41.8%	1,108.5	R\$2,530.6	42.2%	1,169.8	R\$2,578.2	40.8%
Propylene	945.1	2,045.3	17.7	413.0	871.6	14.5	497.5	1,060.9	16.8
Benzene	341.3	723.0	6.3	203.0	398.0	6.6	199.9	439.8	7.0
Butadiene	195.6	449.3	3.9	140.9	341.9	5.7	150.2	331.3	5.2
Para-xylene	18.4	40.9	0.4	82.8	201.7	3.4	171.0	385.0	6.1
Ortho-xylene	65.8	142.8	1.2	61.7	136.0	2.3	41.3	87.0	1.4
Mixed xylenes	56.2	126.2	1.1	34.1	78.0	1.3	35.4	61.7	1.0
Toluene	63.0	122.2	1.1	34.8	62.5	1.0	29.5	48.0	0.7
Others	521.0	458.2	9.7	178.6	379.9	6.3	203.8	380.1	6.0
Total domestic net sales of basic petrochemicals	4,274.8	8,934.4	83.0	2,257.4	5,000.1	83.4	2,498.4	5,372.0	85.0
Total export net sales of basic petrochemicals	866.2	839.9	17.0	544.4	953.4	16.6	535.0	950.0	15.0
Total net sales of basic petrochemicals	5,141.0	10,774.3	100%	2,801.8	5,953.4	100%	3,033.4	6,322.0	100%
Condensate		788.7							
Automotive gasoline and utilities (3)		1,173.8			930.2			904.7	
Total Basic Petrochemicals Unit net sales revenue (4)		R\$12,736.8			R\$6,883.6			R\$7,226.7	

(1) Includes Copesul as from April 1, 2007.

(2) Includes the following intra-company sales:

approximately 1,644,000 tons of ethylene in 2007, 800,600 tons in 2006 and 588,700 tons in 2005; approximately 567,800 tons of propylene in 2007, 86,500 tons in 2006 and 89,300 tons in 2005; approximately 18,400 tons of para-xylene in 2007, 42,300 tons in 2006 and 45,600 tons in 2005; and



approximately 62,800 tons of benzene in 2007, 53,400 tons in 2006 and 60,800 tons in 2005.

- (3) Utilities include electric power, steam, treated water and compressed air.
- (4) Includes basic petrochemicals, fuels and utilities.

### *Olefins*

Olefins are relatively unstable hydrocarbons characterized by a structure that is chemically active and permits other chemically reactive elements, such as oxygen, to be added. Ethylene and propylene, which are types of olefins, are the chemical backbone for many plastic resins used to manufacture consumer products. Our primary olefins products include polymer grade ethylene and propylene, also known as monomers. Different combinations of monomers are polymerized, or linked together, to form polymers or plastic resins with different properties and characteristics.

### *Aromatics*

Aromatics are hydrocarbons identified by one or more benzene rings or by chemical behavior similar to benzene. Aromatics readily react to add other active molecular groups, such as nitrates and sulfonates.

### *Fuels*

Our company has been authorized by the National Petroleum Agency to produce and sell automotive gasoline since August 15, 2000 and LPG since October 2, 2001, both domestically and for export. We have been producing and selling both automotive gasoline and LPG since these dates.

*Utilities*

We produce electric power, steam, compressed air and clarified drinking and demineralized water, some of which are by-products of our production of basic petrochemicals. We use these utilities in our own production processes, including those of our Polyolefins Unit, Ipiranga Petroquímica and our Vinyls Unit, and sell these utilities to approximately 40 companies in the Northeastern Complex and eight companies in the Southern Complex. Our utilities facilities include units for thermoelectric power generation, water treatment and the production of steam and compressed air.

We self-generate approximately 85% of the Northeastern Complex's energy consumption requirements, and the remainder is furnished by Companhia Hidro Elétrica do São Francisco - CHESF, or CHESF, a Brazilian government-owned electric power generation company located in the State of Bahia, and by Companhia de Eletricidade do Estado da Bahia - COELBA.

We self-generate approximately 35% of the Southern Complex's energy consumption requirements, and the remainder is acquired primarily under auction contracts in the free market for energy (*Mercado Livre de Energia*) from several companies.

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

We believe that the technological processes we use at our basic petrochemicals plants are among the most advanced in the world. We currently own and operate five major basic petrochemicals units (Olefins 1, Olefins 2, Aromatics 1, Aromatics 2 and Energy and Services) in the Northeastern Complex and four major basic petrochemicals units (two olefin units, one aromatics units and a utilities unit) located in the Southern Complex. We define the term "unit" to mean several plants that are linked together to produce olefins, aromatics or utilities. As a result, the production capacity of Aromatics units 1 and 2 is the sum of the production capacities of the various plants that form these units. At December 31, 2007, our basic petrochemicals plants had total annual production capacity of 2,480,000 tons of ethylene and 1,180,000 tons of propylene.

The table below sets forth the name, primary products, annual production capacity at December 31, 2007 and annual production for the years presented for each of our principal Basic Petrochemicals units and plants.

Name	Primary Products	Annual Production Capacity	Production For the Year Ended December 31,		
			2007	2006	2005
(in tons, except automotive gasoline)					
Olefins units 1 and 2	Ethylene	1,280,000	1,170,000	1,103,969	1,165,319
	Propylene	550,000	561,648	520,413	562,048
Plants of aromatics units 1 and 2:					
Butadiene plants 1 and 2	Butadiene	175,000	145,616	154,227	162,586
MTBE plants 1 and 2	MTBE	140,000	114,979	118,691	129,345
Butene-1 plant	Butene-1	35,000	27,750	24,701	25,515
Isoprene plant	Isoprene	26,800	13,024	12,500	16,140
	Dicyclopentadiene	24,000	25,011	16,517	25,245
Sulfolane plants 1, 2 and 3	Coperaf - 1 (1)	120,000	49,933	86,773	86,066
	Benzene	427,000	409,733	400,793	428,796

BTX fractionation plants 1 and 2					
	Toluene (2)	42,000	47,954	44,778	38,505
C8+ fractionation plant	Mixed xylenes (2)	40,000	56,197	55,853	50,487
	Ortho-xylene	62,000	70,207	76,450	57,441
	Solvent C9 (1)	30,000	36,565	23,426	20,011
Parex plant	Para-xylene	203,000	141,664	128,672	158,461
	Automotive gasoline				
Blending plant	(3)	600,000	322,266	374,504	457,334
	LPG	25,000	8,135	15,476	15,822

- (1) Solvents.
- (2) Actual production may exceed production capacity based on the quantity of toluene and mixed xylenes consumed in the production of para-xylene.
- (3) Automotive gasoline in cubic meters per year.

The table below sets forth the name, primary products, annual production capacity at December 31, 2007 and annual production for 2007 for each of Copesul's units and plants.

Name	Primary Products	Annual Production Capacity	Production For the Year Ended December 31, 2007
(in tons, except automotive gasoline)			
Olefins units 1 and 2	Ethylene	1,200,000	1,196,063
	Propylene	630,000	621,584
	Propane	16,000	4,007
	Low Sulphur Fuel Oil	169,000	176,444
Aromatics unit:			
Butadiene plant	Butadiene	105,000	103,917
MTBE plant	MTBE	132,000	75,010
	ETBE	155,000	47,358
Butene-1 plant	Butene-1	40,000	40,736
	Heavy C4	44,000	36,153
BTX fractionation plant	Benzene	275,000	311,148
	Toluene (1)	91,000	87,326
	Mixed xylenes (1)	77,000	49,484
	Aromatic C7C8	95,000	22,599
	Aromatic C9	12,000	5,031
PGH plant	C6C8 Raffinate	87,000	9,553
	Pyrolysis C9	76,000	14,834
Solvent plant	C6 Solvent	27,000	6,599
Blending plant	Automotive gasoline (2)	500,000	321,668
	LPG	45,000	2,704

- (1) Actual production may exceed production capacity of certain plants when excess capacity of other plants in the Aromatics units is utilized.
- (2) Automotive gasoline in cubic meters per year.

### ***Raw Materials of Our Basic Petrochemicals Unit and Copesul***

#### *Naphtha*

Naphtha, a crude oil derivative, is the principal raw material that we use to produce our basic petrochemical products and represents the principal production and operating cost of our Basic Petrochemicals Unit and Copesul.

The price of naphtha that we purchase varies primarily based on changes in the U.S. dollar-based international price of crude oil.

All of our olefins plants are capable of using naphtha as a feedstock. Until the early 1980 s, gas oil represented approximately 60.0% of the feedstock used by first generation producers in Brazil and naphtha represented the remainder, but the increased use of diesel fuel by trucks and buses in Brazil in the 1980 s reduced the supply of gas oil available to petrochemical producers. Currently, we use naphtha as our primary feedstock, and in 2007, naphtha accounted for (1) 83.1% of the total cost of sales of our Basic Petrochemicals Unit, (2) 88.9% of the total cost of sales of Copesul, and (3) 76.3% of our direct and indirect consolidated cost of sales and services rendered.

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

	<b>Amsterdam-Rotterdam-Antwerp Market Price of Naphtha</b>			
	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(in U.S. dollars per ton)</b>			
Average(1)	US\$841.26	US\$675.48	US\$564.74	US\$476.04
<b>Month ended:</b>				
January	827.65	509.23	561.81	394.86
February	832.95	550.85	529.67	416.23
March	863.19	603.95	528.65	477.43
April	902.68	655.37	588.84	471.62
May	989.05	685.22	601.91	421.26
June	1,092.85 (2)	663.05	613.14	439.32
July		683.82	644.24	468.43
August		645.09	620.04	528.00
September		692.60	524.71	572.77
October		745.87	509.91	545.43
November		828.41	514.96	478.82
December		834.14	545.11	498.35

(1) The information in the Average row represents (i) during 2007, 2006 and 2005, the mean average of average monthly naphtha prices during the year, and (ii) during 2008, the mean average of average monthly naphtha prices from January through May.

(2) Through June 27, 2008.

Source: Bloomberg L.P.

Our Basic Petrochemicals Unit is located:

- 36 kilometers from the Madre de Deus Port Terminal (located in the City of Madre de Deus in the State of Bahia), a port terminal owned and operated by Petrobras;
- 27 kilometers from Refinaria Landulfo Alves (located in the State of Bahia), one of the largest refineries in Brazil, which is owned and operated by Petrobras; and
- 22 kilometers from the port terminal of Aratú (located in the State of Bahia).

We use the Madre de Deus Port Terminal to unload naphtha imported by Petrobras or imported from La Société Nationale pour la Recherche, la Production, le Transport, la Transformation et la Commercialisation des Hydrocarbures SONATRACH (the Algerian national petroleum company), or SONATRACH, or that is shipped from other Petrobras refineries located outside the State of Bahia. A pipeline owned and operated by Petrobras transports naphtha from the Madre de Deus Terminal to Refinaria Landulfo Alves where it interconnects with the refinery's naphtha pipeline system. Refinaria Landulfo Alves' naphtha pipeline system interconnects with the pipeline system of the port terminal of Aratú, through which naphtha is transported to our basic petrochemicals plants in the Northeastern

Complex.

At the port terminal of Aratú, we use (1) the Terminal Químico de Aratú (which is owned by Terminal Químico de Aratú S.A. TEQUIMAR, a subsidiary of Ultrapar, a Brazilian LPG distribution company) to distribute our products in liquid form, (2) the Terminal de Gases (which we own) to distribute our products in gaseous form, and (3) the Raw Materials Terminal (which we own) to import naphtha and condensate.

Copesul is located:

- 24 kilometers from Refinaria Alberto Pasqualini (located in Canoas, Rio Grande do Sul), a refinery that is owned and operated by Petrobras; and
- 122 kilometers from the Almirante Soares Dutra Terminal (located in Osório, Rio Grande do Sul), a port terminal owned and operated by Petrobras Transporte S.A. Transpetro, or Transpetro, a subsidiary of Petrobras.

Copesul uses the Almirante Soares Dutra Terminal to unload naphtha and petroleum condensate imported by Petrobras or imported from SONATRACH or and Repsol YPF Trading y Transporte S.A., or Ryttsa, or shipped from other Petrobras refineries located outside the State of Rio Grande do Sul. Copesul also uses the Almirante Soares Dutra Terminal to distribute products in liquid and gaseous form. A pipeline owned and operated by Transpetro transports naphtha from the Almirante Soares Dutra Terminal to Refinaria Alberto Pasqualini where it interconnects with the refinery's naphtha pipeline system. Naphtha and petroleum condensate are transported to Copesul's basic petrochemicals plants through Refinaria Alberto Pasqualini's naphtha pipeline system.

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

Our Basic Petrochemicals Unit purchased:

- from Petrobras: approximately 3,152,000 tons of naphtha in 2007, representing 73.4% of its naphtha requirements; approximately 3,123,000 tons of naphtha in 2006, representing 74.9% of its naphtha requirements; and approximately 3,084,000 tons of naphtha in 2005, representing 69.2% of its naphtha requirements; and
- from suppliers located primarily in North Africa: approximately 1,141,000 tons of naphtha in 2007, representing 26.6% of its naphtha requirements; approximately 1,045,000 tons of naphtha in 2006, representing 25.1% of its naphtha requirements; and approximately 1,372,500 tons of naphtha in 2005, representing 30.8% of its naphtha requirements.

On June 22, 1978, we and Petrobras entered into a Naphtha and Gas Oil Purchase and Sale Contract (which was amended in February 1993, February 2003 and May 2005). This contract has a term of 10 years, expiring in June 2008, and is automatically renewable for further 10-year periods, unless either party notifies the other party in writing at least one year prior to the expiration of the contract that it does not intend to renew the contract. In December 2007, Petrobras notified us that it did not intend to renew this contract under its existing terms. We are negotiating a new contract with Petrobras with different terms and expect to continue to receive naphtha from Petrobras and to conclude these negotiations prior to the expiration of the existing contract.

Under the current terms of this contract:

- Petrobras has agreed to sell and deliver naphtha and gas oil to our basic petrochemicals plants in the Northeastern Complex exclusively for our use as a raw material;
- we provide Petrobras with a firm commitment order for naphtha and fuel oil each month, together with an estimate of the volume of naphtha and fuel oil that we will purchase over the following six months;
- if we request to purchase volumes of naphtha and gas oil that exceed the minimum volumes we establish, Petrobras must use its best efforts to attempt to meet our higher demand;



- if we fail to purchase the minimum volumes that we establish for a given year, we are required to pay damages to Petrobras, and if Petrobras fails to deliver the minimum volumes, Petrobras is required to pay damages to us;

- Petrobras may suspend deliveries, in whole or in part, or may terminate this contract without penalties if required by the National Petroleum Agency as a result of a national contingency plan that adversely affects the supply of petroleum derivatives in Brazil; and
- Petrobras may rescind the contract, without prior notice, if: (1) we violate any provision of the contract; (2) we declare bankruptcy, or we are declared bankrupt or are liquidated; (3) we transfer all or part of our rights and obligations under the contract to a third party without Petrobras' consent; or (4) we are involved in a reorganization or merger.

Petrobras has provided us with a R\$570.0 million credit line to purchase naphtha and gas oil that it produces.

On August 9, 2000, regulations issued by the National Petroleum Agency ended Petrobras' monopoly over the supply of naphtha in Brazil. These regulations also established a policy of free negotiation of naphtha prices. After a series of negotiations, the Brazilian basic petrochemicals producers and Petrobras entered into a pricing agreement for naphtha sales. According to this agreement, the price of naphtha supplied by Petrobras is linked to the Amsterdam-Rotterdam-Antwerp market price for naphtha and to the *real*/U.S. dollar exchange rate.

SONATRACH is our most important supplier of imported naphtha. We and SONATRACH entered into a Contract for the Sale and Purchase of Naphtha, which became effective on January 1, 2002. This contract had a one-year term and is renewable based on the mutual agreement of the parties for further one-year periods. We have renewed this contract four times and this contract is under negotiation for 2008. Under this contract:

- SONATRACH has agreed to sell and deliver naphtha to us exclusively for our use as a raw material; and
- we agreed to purchase, and SONATRACH agreed to sell, a minimum annual volume of naphtha up to a maximum annual volume.

If our contract with SONATRACH is not renewed or is otherwise terminated, we believe that we could purchase sufficient quantities of naphtha from other suppliers, including Petrobras, to meet the supply needs of our Basic Petrochemicals Unit.

On December 15, 2005, our company entered into a revolving import note program with certain financial institutions. Under this program, our company and, subject to our guarantee of its obligations and certain other conditions, Copesul are permitted for three years to issue short-term non-interest bearing notes, or import notes, in an aggregate principal amount of up to US\$400 million outstanding at any time prior to the expiration of this program to designated trading companies outside Brazil to evidence our and Copesul's respective obligation to pay for purchases of naphtha and petroleum condensate from these trading companies. These designated trading companies have the right to assign these import notes to the specified financial institutions during the term of the program. These assignments are made at a discount based on a rate of LIBOR plus 0.75% per annum during the first year of this program, and LIBOR plus 0.85% per annum to 1.25% per annum, based on fluctuations in the Emerging Markets Bond Index - Brazil, thereafter. These companies may use the proceeds of these assignments to purchase imported naphtha or petroleum condensate. In the event that the aggregate amount of import notes issued during the first year of the program is less than US\$30 million multiplied by the number of months elapsed under the program, we are required to pay a commitment fee on the unused amount. In addition, we are required to pay a commitment fee upon the termination of this program in the event that the aggregate amount of import notes outstanding at any time following the first anniversary of the commencement of this program is less than US\$350 million.

#### *Supply Contracts and Pricing of Copesul*

Copesul purchased:

- from Petrobras: approximately 1,861,000 tons of naphtha in 2007, representing 47.6% of its naphtha requirements;

- from suppliers located primarily in North Africa: approximately 1,048,000 tons of naphtha in 2007, representing 27.8% of its naphtha requirements; and
- from suppliers located in Argentina: approximately 960,000 tons of naphtha in 2007, representing 24.6% of its naphtha requirements.

On February 23, 1996, Copesul and Petrobras entered into a Naphtha, LPG and Condensate Purchase and Sale Contract. This contract has a term of 16 years, expiring in 2012 and is automatically renewable for further five-year periods, unless either party notifies the other party in writing at least one year prior to the expiration of the contract that it does not intend to renew the contract. Under this contract:

- Petrobras has agreed to sell and deliver naphtha and petroleum condensate to Copesul's basic petrochemicals plants in the Southern Complex exclusively for Copesul's use as a raw material;
- Copesul provides Petrobras with a firm commitment order for naphtha each month, together with an estimate of the volume of naphtha that Copesul will purchase over the following six months;
- if Copesul requests to purchase volumes of naphtha that exceed the minimum volumes it establishes, Petrobras must use its best efforts to attempt to meet Copesul's higher demand;
- if Copesul fails to purchase the minimum volumes that it establishes for a given year, Copesul is required to pay damages to Petrobras, and if Petrobras fails to deliver the minimum volumes, Petrobras is required to pay damages to Copesul;
- Petrobras may suspend deliveries, in whole or in part, or may terminate this contract without penalties if required by the National Petroleum Agency as a result of a national contingency plan that adversely affects the supply of petroleum derivatives in Brazil; and
- Petrobras may rescind the contract, without prior notice, if: (1) Copesul violates any provision of the contract; (2) Copesul declares bankruptcy, or is declared bankrupt or is liquidated; (3) Copesul transfers all or part of its rights and obligations under the contract to a third party without Petrobras' consent; or (4) Copesul is involved in a reorganization or merger.

Petrobras has provided Copesul with a R\$350.0 million credit line to purchase naphtha and gas oil that it produces.

On March 30, 2005, Copesul and SONATRACH entered into a Condensate Purchase and Sale Contract, which was amended in January 2006, January 2007 and January 2008. This contract, as amended, has a one-year term, expiring in January 2009. The parties meet and negotiate the conditions of renewal of this contract every year. Under this contract:

- SONATRACH has agreed to sell and deliver petroleum condensate to Copesul exclusively for Copesul's use as a raw material;
- Copesul provides SONATRACH with a firm commitment order for petroleum each month at a market price that is agreed to each month; and
- Copesul agreed to purchase, and SONATRACH agreed to sell, approximately 1,000,000 tons of petroleum condensate annually.

If Copesul's contract with SONATRACH is not renewed or is otherwise terminated, we believe that we could purchase sufficient quantities of naphtha from other suppliers, including Petrobras, to meet Copesul's supply needs.

On May 1, 2002, Copesul and Ryttsa entered into a Naphtha Purchase and Sale Contract, which was amended in September 2004, April 2005, April 2006 and April 2007. This contract expired in April 2008 and was extended for 30 days. Copesul is currently negotiating an extension of this contract through April 2009. Under this contract:

- Ryttsa has agreed to sell and deliver naphtha to Copesul exclusively for Copesul's use as a raw material; and
- Copesul agreed to purchase, and Ryttsa agreed to sell, an annual minimum of 630,000 tons of naphtha and an annual maximum of 870,000 tons.

If Copesul's contract with Ryttsa is not renewed or is otherwise terminated, we believe that we could purchase sufficient quantities of naphtha from other suppliers, including Petrobras, to meet Copesul's supply needs.

In addition, Copesul purchases naphtha on the spot market from foreign suppliers located in North Africa and South America.

### ***Technology of Our Basic Petrochemicals Unit and Copesul***

We use engineering process technology under non-exclusive arrangements from a variety of sources for specific production processes. We do not pay any continuing royalties under any of these arrangements. Our Basic Petrochemicals Unit and Copesul also use technology developed by our company. If any of these arrangements were terminated or no longer available to us, we believe that we would be able to replace this technology with comparable or better technology from other sources.

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

We sell our basic petrochemical products principally in Brazil, mainly to second generation petrochemical producers located in the Northeastern Complex and the Southern Complex, including our other business units, as well as to customers in the United States, Europe, South America and Asia. Our Basic Petrochemicals Unit and Copesul also produce utilities for their own use and for sale to 48 companies, including companies located outside of the Northeastern Complex and the Southern Complex.

As is common with other first generation petrochemical producers, our Basic Petrochemicals Unit and Copesul have a high concentration of sales to a limited number of customers. Net sales to our Basic Petrochemicals Unit's 10 largest customers (excluding intra-company sales) accounted for approximately 62.1% of our Basic Petrochemicals Unit's total net sales revenue (excluding intra-company sales) during the year ended December 31, 2007. Net sales to Copesul's 10 largest customers (excluding intra-company sales) accounted for approximately 63.3% of Copesul's total net sales revenue (excluding intra-company sales) during the year ended December 31, 2007.

As part of our commercial strategy, our Basic Petrochemicals Unit and Copesul focus on developing longer-term relationships with our customers. We have entered into long-term supply contracts with several second generation producers located in the Northeastern Complex and the Southern Complex, including Oxiteno do Nordeste S.A. and Polibrasil Resinas S.A. These supply contracts generally have an initial 10-year term and are automatically renewable for five-year periods unless one party notifies the other of its intention not to renew. These contracts also provide for minimum and maximum quantities to be purchased and monthly deliveries. We also sell automotive gasoline and LPG to Petrobras and fuel distribution companies.

We determine the prices for our olefins and aromatics products with reference to several market indicators. We determine the prices that we charge for ethylene by reference to international market prices. We calculate the monthly price of propylene by multiplying our monthly ethylene price by the ratio of the European contract price for propylene

to the European contract price for ethylene. We determine the price of butadiene and para-xylene by reference to the U.S. contract price for these products, and our prices for butadiene and para-xylene, unlike our prices for our other basic petrochemical products, include freight costs. We set the prices of benzene and ortho-xylene monthly by determining the mean average of European contract prices and U.S. contract prices for those products as set forth in specialized trade publications. We set the prices of solvents by reference to international market prices and the prices for fuels by reference to Brazilian market prices. We set the prices of utilities based on our production costs.

We are focused on maintaining our leading position in the Brazilian market, while continuing to use our exports to hedge our operations and adjust the imbalances between demand and production. In 2007, export net sales of basic petrochemicals (which exclude utilities and automotive gasoline) represented 16.0% of our Basic Petrochemicals Unit's net sales revenue and 14.6% of Copesul's net sales revenue. We exported basic petrochemicals mainly to customers in the United States and in Europe.

The following table sets forth our export sales and export volumes of basic petrochemicals for the years indicated:

	<b>For the Year Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
<b>Basic Petrochemicals Unit:</b>			
Export sales (in millions of <i>reais</i> )	R\$1,157.4	R\$995.0	R\$950.0
As % of total net sales revenue of Basic Petrochemicals Unit	16.0%	14.5%	15.0%
Export volumes (thousands of tons)	591.9	575.1	535.2
As % of total sales volume of Basic Petrochemicals Unit (excluding automotive gasoline)	18.4%	20.3%	17.6%
<b>Copesul (1):</b>			
Export sales (in millions of <i>reais</i> )	R\$804.2	R\$	R\$
As % of total net sales revenue of Copesul	14.6%	%	%
Export volumes (thousands of tons)	274.3		
As % of total sales volume of Copesul (excluding automotive gasoline)	14.2%	%	%

(1) Includes Copesul as from April 1, 2007.

Our Basic Petrochemicals Unit has been authorized by the National Petroleum Agency to produce and sell automotive gasoline since August 15, 2000, and Copesul has been so authorized since October 11, 2000. We sold approximately 567,800 cubic meters of type A automotive gasoline in 2007. Net domestic sales revenue of our Basic Petrochemicals Unit from automotive gasoline was R\$269.1 million in 2007, and net export sales revenue of our Basic Petrochemicals Unit from automotive gasoline was R\$32.3 million in 2007. Net domestic sales revenue of Copesul from automotive gasoline was R\$189.8 million in 2007, and net export sales revenue of Copesul from automotive gasoline was R\$61.2 million in 2007.

We set export prices for:

- benzene, toluene, para-xylene, dicyclopentadiene and automotive gasoline with reference to market prices prevailing in the U.S. Gulf market; and
- propylene, MTBE, ethyl tertiary butyl ether, or ETBE, ortho-xylene, butene-1 and isoprene with reference to market prices prevailing in the European market.

In addition to basic petrochemicals and fuels, we produce electric power, steam, treated water and compressed air for our own use and for sale to other second generation producers in the Northeastern Complex and the Southern Complex. In 2007, our net sales revenue from sales of utilities (including sales to our other business units) was R\$621.3 million.



*Competition*

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

## **Polyolefins Unit and Ipiranga Petroquímica**

At December 31, 2007, our polyolefins production facilities had the largest average annual production capacity of all second generation producers of polyolefins products in Brazil and elsewhere in Latin America. Our Polyolefins Unit accounted for R\$5,669.1 million, or 25.1%, of the net sales revenue of all segments in 2007 and Ipiranga Petroquímica accounted for R\$1,551.4 million, or 6.9%, of the net sales revenue of all segments in 2007.

Our Polyolefins Unit has historically been comprised of the operations conducted by our company and Polialden. On May 31, 2006, Polialden merged with and into our company. Prior to the Politeno Acquisition on April 6, 2006, we owned 35.0% of Politeno's voting share capital and 34.0% of its total share capital. As a result, at dates and for periods prior to March 31, 2006, we proportionally consolidated Politeno's results in our consolidated financial statements and did not include Politeno's results in our Polyolefins segment. Following the Politeno Acquisition on April 6, 2006, we owned 100% of the voting share capital and 96.2% of the total share capital of Politeno, and have fully consolidated Politeno's results in our consolidated financial statements and included Politeno's results in our Polyolefins segment as from April 1, 2006. On April 2, 2007, Politeno merged with and into our company.

On April 18, 2007, the first phase of the Ipiranga Transaction was completed. As a result of our obtaining effective management control over Ipiranga Petroquímica, we have fully consolidated the assets, liabilities and results of operations of Ipiranga Química as from April 1, 2007. We account for Ipiranga Petroquímica as a segment separate from our Polyolefins segment.

Our Polyolefins Unit and Ipiranga Petroquímica produce:

- polyethylene, including LDPE, LLDPE, HDPE, UHMWP and EVA; and
- polypropylene.

In addition, Ipiranga Petroquímica produces medium density polyethylene, or MDPE.

Approximately two-thirds of the sales volume of our Polyolefins Unit and three-quarters of the sales volume of Ipiranga Petroquímica in 2007 was derived from the sale of polyethylene products, and most of the remainder was derived from the sale of polypropylene products.

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

- plastic films for food and industrial packaging;
- bottles, shopping bags and other consumer goods containers;
- automotive parts; and
- household appliances.

In 2007, we had an approximate 52.0% share of the Brazilian polyethylene market and an approximate 49.1% share of the Brazilian polypropylene market, based on sales volumes of our Polyolefins Unit and Ipiranga Petroquímica. We anticipate that domestic growth in demand for these products will continue to increase due to:

- greater consumption of plastic-based consumer products, as Brazil's consumption of plastic based products on a per-capita basis is low when compared to the United States and many European countries; and
- the trend towards substitution of plastics for more traditional packaging materials, such as glass and paper.

### *Products of Our Polyolefins Unit and Ipiranga Petroquímica*

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

#### For the Year Ended December 31,

	2007(1)			2006			2005		
	Quantities sold	Net Sales Revenue		Quantities sold	Net Sales Revenue		Quantities sold	Net Sales Revenue	
	(thousands of tons)	(millions of reais)	(%)	(thousands of tons)	(millions of reais)	(%)	(thousands of tons)	(millions of reais)	(%)
Domestic net sales:									
Polypropylene	573.3	R\$1,982.5	27.5%	453.2	R\$1,515.5	31.7%	419.9	R\$1,404.2	35.8%
LDPE	249.3	863.1	12.0	196.9	635.8	13.3	143.1	443.7	11.3
LLDPE	272.3	976.5	13.5	211.0	703.2	14.7	156.2	476.4	12.2
HDPE	413.7	1,475.2	20.4	186.6	603.2	12.6	201.9	618.1	15.8
Other	17.2	121.1	1.6	10.3	45.4	0.9	1.0	5.1	0.1
Total domestic net sales	1,525.8	5,418.4	75.0	1,057.9	3,503.0	73.3	922.1	2,947.5	75.2
Total export net sales	660.6	1,802.1	25.0	467.2	1,272.8	26.7	363.6	971.5	24.8
Total polyolefins net sales	2,186.4	R\$7,220.5	100%	1,525.1	R\$4,775.8	100%	1,285.7	R\$3,919.0	100%

(1) Includes Ipiranga Petroquímica as from April 1, 2007.

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

*Polyethylene Products*

Polyethylene has the simplest chemical structure of all commercial polymers and is a very versatile material. Global production volume of polyethylene is the highest among all commercial plastics. Polyethylene is used to manufacture a wide variety of products.

Our customers purchase different polyethylene resins depending on the manufacturing process that they employ and the desired physical characteristics of the end products that they manufacture. LDPE is the most flexible of polyethylene products and is used in a variety of plastic or film applications and in food packaging and extrusion coating. LLDPE is used in applications that require greater sealing capacity and better mechanical resistance, including plastic films and flexible food packaging. MDPE is used in applications that require impact resistance and stiffness, such as diapers and hygienic articles, water storage tanks, technical parts and industrial containers. HDPE is used for applications that require higher mechanical resistance, such as high strength films, food packaging, merchandise bags, telecommunications and sewage pipes, pails, lids, trash containers, bottles, flasks, safety helmets, sporting goods, pallets and toys.

While each form of polyethylene is used for different applications, there is some overlap in the uses of these resins, and with certain modifications, polyethylene resins may be substituted for each other in certain end product manufacturing processes. For example, demand for LLDPE has grown since it was first introduced in 1989 and has resulted in reduced demand for LDPE, as manufacturers of certain containers and plastic film applications have switched their production processes and technology to use LLDPE in a blend with LDPE.

*Polypropylene Products*

Polypropylene is a versatile polymer with a high strength-to-weight ratio. This thermoplastic resin may be manufactured with a variety of properties that permit its use in different processes, such as injection, extrusion, blow molding and thermoforming. Through these processes, polypropylene may be used as a primary raw material for many applications, including the manufacture of carpet fibers, non-woven fabrics for diapers, injection molded parts for durable packaging and automobiles, medical instruments, flexible packaging for candy, pasta and cookies, as well as bottles for beverages. The balance between the mechanical properties and the high thermal resistance of polypropylene is a primary reason why this thermoplastic resin has begun to replace engineering materials such as acrylonitrile-butadiene-styrene (known as ABS), polycarbonate and nylon in domestic appliances and machinery. The lack of toxicity and high chemical resistance of polypropylene permits it to be used in applications with strict sanitary specifications, including in the food and pharmaceutical industries.

*Production Facilities of Our Polyolefins Unit and Ipiranga Petroquímica*

At December 31, 2007, our Polyolefins Unit and Ipiranga Petroquímica owned 14 polyolefins production facilities. Our Polyolefins Unit operates five plants located in the Southern Complex and four plants located in the Northeastern Complex. Ipiranga Petroquímica operates five plants in the Southern Complex. During 2005, we expanded the annual production capacity of one of our polyethylene plants in the Northeastern Complex by 30,000 tons. During 2006, we expanded the annual production capacity of our other polyethylene plants in the Northeastern Complex by 30,000 tons.

The table below sets forth the location, the primary products, annual production capacity at December 31, 2007, and annual production for the years presented of each of our polyolefins plants.

Location (Complex)	Primary Products	Annual Production Capacity  (in tons)	Production For the Year Ended December 31,		
			2007	2006	2005
<b><i>Polyolefins Unit:</i></b>					
Triunfo (Southern)	LDPE	215,000	207,286	209,209	207,174
	Polypropylene(1)	560,000	562,399	542,781	528,980
	HDPE/LLDPE(2)	300,000	274,221	268,762	237,262
Camaçari (Northeastern)	HDPE/LLDPE(2)	230,000	218,671	216,822	211,625
	HDPE/LLDPE(2)(3)	210,000	218,622	133,088	
	LDPE(4)	150,000	140,971	102,684	
	HDPE/UHMWP(2)	160,000	106,741	103,034	124,382
<b><i>Ipiranga Petroquímica:</i></b>					
Triunfo (Southern)	HDPE/LLDPE(2)	150,000	108,419		
	HDPE(4)	400,000	374,616		
	Polypropylene	180,000	146,288		

(1) Reflects the combined production capacity and annual production of two polypropylene plants.

(2) Plant with swing line capable of producing three types of resins. Capacity varies depending on actual production.

- (3) Reflects the production of Politeo since April 6, 2006, the date of the Politeo Acquisition.
- (4) Reflects the combined production capacity and annual production of three polyethylene plants.

**Raw Materials of Our Polyolefins Unit and Ipiranga Petroquímica***Ethylene and Propylene*

The most significant direct costs associated with our production of polyethylene and polypropylene are the costs of purchasing ethylene and propylene, which together accounted for approximately 91.7% of our Polyolefins Unit's total variable cost of production in 2007 and approximately 91.6% of Ipiranga Petroquímica's total variable cost of production in 2007. In 2007, approximately 41.9% of these raw materials were supplied by our Basic Petrochemicals Unit and approximately 58.1% were supplied by Copesul. Our Polyolefins Unit purchases ethylene from our Basic Petrochemicals Unit and ethylene and propylene from Copesul at prices determined by reference to international market prices for ethylene. Ipiranga Petroquímica purchases ethylene and propylene from Copesul at prices determined by reference to international market prices for ethylene. Our Polyolefins Unit and Ipiranga Petroquímica are highly dependent on ethylene and propylene supplied by our Basic Petrochemicals Unit and by Copesul because the costs of storing and transporting ethylene and propylene are substantial and there is inadequate infrastructure in Brazil to import large quantities of ethylene and propylene.

The following table sets forth the average prices per ton in *reais* paid by our Polyolefins Unit and Ipiranga Petroquímica to our Basic Petrochemicals Unit and Copesul for ethylene and propylene for the years indicated:

	<b>For the Year Ended December 31,</b>		
	<b>2007(1)</b>	<b>2006</b>	<b>2005</b>
	<b>(R\$ per ton)</b>		
Ethylene supplied by our Basic Petrochemicals Unit	R\$2,425	R\$2,323	R\$2,206
Ethylene supplied by Copesul	2,508	2,677	2,527
Propylene supplied by Copesul	2,480	2,570	2,405

(1) Includes Ipiranga Petroquímica as from April 1, 2007.

In March 2007, we entered into a five-year propylene supply contract with Refinaria Alberto Pasqualini Refap S. A., or Refap, a subsidiary of Petrobras, located in Canoas, Rio Grande do Sul. Under this contract, we will purchase an initial annual supply of 70,000 tons of propylene, representing 70% of Refap's current annual propylene production capacity of 100,000 tons. As Refap expands its propylene production capacity, we will be obligated to purchase 70% of Refap's propylene production until Refap's annual production capacity reaches 162,000 tons. We will have the right to purchase 100% of Refap's production in excess of 162,000 tons. If we exercise this right, our minimum purchase obligation under this contract will be increased correspondingly. Under this contract:

- Refap has agreed to sell and deliver propylene to us exclusively for our use as a raw material; and
- we agreed to purchase, and Refap agreed to sell, at prices determined by reference to U.S. Gulf Coast prices for propylene.

This volume will be used to supply the existing plants of our Polyolefins Unit in the Southern Complex and will be available to meet additional demand that arises through expansion of these plants and acquisition of additional plants. Propylene will be delivered to our plants through a pipeline.

In March 2007, Ipiranga Petroquímica entered into a five-year propylene supply contract with Refap. Under this contract, Ipiranga Petroquímica has agreed to purchase, and Refap has agreed to sell, a minimum of 22,500 and a maximum of 30,000 tons of propylene annually. Under this contract:

- Refap has agreed to sell and deliver propylene to Ipiranga Petroquímica exclusively for its use as a raw material; and
- Ipiranga Petroquímica agreed to purchase, and Refap has agreed to sell, at prices determined by reference to U.S. Gulf Coast prices for propylene.



Under this contract, Ipiranga Petroquímica is obligated to purchase a minimum of 1,875 and a maximum of 2,500 tons of propylene per month.

Our Polyolefins Unit and Ipiranga Petroquímica also use butene and hexene as raw materials in the production of HDPE and LLDPE. Butene is supplied by Copesul and by our Basic Petrochemicals Unit, and we import hexene from suppliers located in South Africa.

#### *Other Materials*

In addition to overhead costs such as labor and maintenance, our other costs associated with the production of polyethylene and polypropylene include our purchase of chemical catalysts, solvents and utilities, such as electric power, water, steam and nitrogen.

Our Unipol® plant in the Northeastern Complex uses catalysts supplied to us by Univation Technologies. Our HDPE slurry plant in the Northeastern Complex produces its own catalysts, and we purchase the inputs that we need to produce our own catalysts from various suppliers at market prices. We purchase most of the catalysts that we use in our Polyolefins Unit's polypropylene plants from Basell Polyolefins Company N.V, or Basell, and we also import some catalysts from suppliers in the United States and Europe.

We purchase the catalysts that Ipiranga Petroquímica uses in its swing line LLDPE/HDPE plant and its polypropylene plant from Basell. Ipiranga Petroquímica produces its own catalysts for its HDPE plants using Hoechst technology, and we purchase the inputs that we need to produce these catalysts from various suppliers at market prices.

Our Basic Petrochemicals Unit supplies our Polyolefins Unit's facilities in the Northeastern Complex with steam and water, and Copesul supplies these utilities to the facilities of our Polyolefins Unit and Ipiranga Petroquímica in the Southern Complex. In addition, we purchase electric power at both complexes from third parties pursuant to long-term power purchase agreements and, in the Northeastern Complex, from our Basic Petrochemicals Unit. Our polyolefins plants in the Northeastern Complex are able to purchase electric power from alternative sources if our Basic Petrochemicals Unit is unable to meet our total demand for electric power. In general, we believe that there are sufficient alternative sources available at reasonable prices for each of these other inputs used in our polyolefins production process such that the loss of any single supplier would not have a material adverse effect on our operations.

#### ***Technology of Our Polyolefins Unit and Ipiranga Petroquímica***

##### *Rights to Use Technology*

We have entered into several non-exclusive agreements with a number of leading petrochemical companies to use certain technology and catalysts for our Polyolefins Unit and Ipiranga Petroquímica. We have fully paid all royalties due under the terms of most of these license agreements. Under some of our license agreements, we pay royalties on a quarterly basis based on the volume of the products produced using the licensed technology. Some of our license agreements allow us to use the licensed technology in existing and future plants. If any of these licenses were terminated, we believe that we would be able to replace the relevant technology with comparable technology from other sources.

##### *Research and Development*

Our Polyolefins Unit coordinates and maintains a research and development program, which includes (1) the Braskem Center for Technology and Innovation, (2) pilot plants, (3) catalysis, polymerization and polymer sciences laboratories, and (4) process engineering and automation centers.

The Braskem Center for Technology and Innovation includes a staff of approximately 150 employees, which seek to:

- develop new products and applications in response to our customers' requirements;
- upgrade or improve the properties and processability of our products;
- identify new product market opportunities;
- implement improvements in our production processes and reduce our operating costs; and
- expand and optimize the capacity and the flexibility of production at our plants.

In 2006, we opened a new development center dedicated to UHMWP, a high value-added resin of which we are one of the largest world producers. This center works in coordination with the Braskem Center for Technology and Innovation.

Our Polyolefins Unit maintains seven pilot plants located in the Southern Complex and the Northeastern Complex that use Spheripol®, Spherilene®, Unipol® and Mitsubishi slurry technology. Two of our Polyolefins Unit pilot plants operate at approximately 1/150 of the scale of our full-scale plants, and our other pilot plants operate at approximately 1/400 of the scale of our full-scale plants. Our Polyolefins Unit uses these pilot plants to (1) produce small quantities of new products to test them in our laboratories and with our customers, (2) develop new conditions and formulations for the creation of new products, and (3) increase the efficiency of our production processes. We believe that these pilot plants give us a competitive advantage over our competitors in Latin America, which do not have similar resources.

Our Polyolefins Unit maintains catalysis, polymerization and polymer sciences laboratories in the Southern Complex and the Northeastern Complex. These laboratories enable us to identify new and to improve existing licensed catalysts. We have developed or improved upon a majority of the polyethylene and polypropylene grades that we sell based on technology that we have created or improved.

Our Polyolefins Unit maintains process engineering and automation centers in the Southern Complex and the Northeastern Complex. These centers assist us in developing advanced process control technology, reducing our variable costs, achieving operational stability and increasing our production of polyolefins.

Our Polyolefins Unit is in regular contact with international process technology licensors to acquire new technologies and improvements. We test new processes on a regular basis, and we follow advances and trends in the petrochemical industry through our relationships with Brazilian and international research universities and consortia. In addition, we maintain ongoing contracts with licensors that permit us to upgrade our technology in order to receive and install improvements developed for our existing processes.

Ipiranga Petroquímica operates a Technology and Innovation Center located in the Southern Complex which is similar to the Braskem Center for Technology and Innovation. Ipiranga Petroquímica's center includes laboratories and a slurry Hostalen® pilot plant used to develop new high density polyethylene grades, as well as to evaluate and develop catalysts and to test new raw materials. This pilot plant operates at approximately 1/200 of the scale of the industrial plants and complements the pilot plants of our Polyolefins Unit. Ipiranga Petroquímica also operates a process development department and a product development department with a combined staff of approximately 35 employees to coordinate its research and development activities.

### ***Sales and Marketing of Our Polyolefins Unit and Ipiranga Petroquímica***

Our Polyolefins Unit sells polyethylene and polypropylene products to approximately 1,450 customers and Ipiranga Petroquímica sells its polyethylene and polypropylene products to approximately 300 customers. We have a diversified product mix that allows us to serve a broad range of end users in several industries. The customers of our Polyolefins Unit and Ipiranga Petroquímica generally are third generation petrochemical producers that manufacture a wide variety of plastic-based consumer and industrial goods.

Net sales revenue to the 10 largest customers of our Polyolefins Unit accounted for 20.4% of our Polyolefins Unit's total net sales revenue during the year ended December 31, 2007. Net sales revenue to the 10 largest customers of Ipiranga Petroquímica accounted for 14.0% of Ipiranga Petroquímica total net sales revenue during the year ended December 31, 2007. No customer of our Polyolefins Unit or Ipiranga Petroquímica accounted for more than 4.0% of our total net sales revenue in 2007, 2006 or 2005.

### *Domestic Sales*

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

In addition to direct sales to our customers, our Polyolefins Unit and Ipiranga Petroquímica sell products in Brazil through exclusive independent distributors. Our Polyolefins Unit has five distributors (three of which belong to a group of related companies) and have entered into agreements with terms expiring in 2010 with three of these distributors. Ipiranga Petroquímica has two distributors. Ipiranga Petroquímica has entered into an agreement with one of these distributors with a term that expires in 2009 and which is automatically renewable for 18-month periods. Ipiranga Petroquímica's agreement with the other distributor has an indefinite terms, subject to termination on one year's notice by either party.

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

### *Export Sales*

Our volume of export sales has generally varied based upon the level of domestic demand for our products. Export sales represented 24.5% of our Polyolefins Unit's net sales revenue in 2007. In 2006, our Polyolefins Unit opened sales offices in Argentina and The Netherlands. We are using our Argentine office to consolidate our marketing efforts in Argentina. We are using our office in The Netherlands to support our European customers, improve our knowledge of the European market, optimize our logistics process in this market and develop regional partners. In addition to our offices in Argentina and The Netherlands, our Polyolefins Unit maintains an office in the United States that is focused on further developing the market for engineering plastics under the UTEC brand. Ipiranga Petroquímica maintains sales offices in Chile and Argentina.

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

The following table sets forth export sales and export volumes of our Polyolefins Unit and Ipiranga Petroquímica for the periods indicated.

**For the Year Ended December 31,**

	<b>2007</b>	<b>2006</b>	<b>2005</b>
<b><i>Polyolefins Unit:</i></b>			
Net export sales revenue (in millions of reais)	R\$1,391.3	R\$1,272.8	R\$971.5
As % of total net sales revenue of Polyolefins Unit	24.5%	26.7%	24.8%
Export volumes (thousands of tons)	R\$503.9	R\$467.2	R\$363.6
As % of total production of Polyolefins Unit	29.2%	30.6%	28.3%
<b><i>Ipiranga Petroquímica (1):</i></b>			
Net export sales revenue (in millions of reais)	R\$410.8	R\$	R\$
As % of total net sales revenue of Ipiranga Petroquímica	26.5%	%	%
Export volumes (thousands of tons)	R\$156.7	R\$	R\$
As % of total production of Ipiranga Petroquímica	33.9%	%	%

(1) Includes Ipiranga Petroquímica as from April 1, 2007.

The main focus of our Polyolefins Unit and Ipiranga Petroquímica is to maintain our leading position in the Brazilian market while continuing to export in order to manage the relationship between our production capacity and domestic demand for our products. Currently, we target an annual average production that is approximately 20% in excess of anticipated Brazilian market demand in order to meet variations in local demand and to respond to production fluctuations, seasonality and export product sales. As a result, we believe that our continued presence in export markets is essential to help manage any overcapacity in the Brazilian market and to maintain our position as leader in the supply of polyolefins in South America.

***Prices and Sales Terms***

We determine the domestic prices for the polyethylene and polypropylene products of our Polyolefins Unit and Ipiranga Petroquímica with reference to international market prices and the prevailing balance of supply and demand for these products in Brazil. Our customers in Brazil may pay in full on delivery or elect credit terms that require payment in full within seven to 56 days following delivery. We charge interest based on prevailing market rates to our Brazilian customers that elect to pay on credit.

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

***Competition***

We compete with regional polyolefins producers located in Brazil and Argentina and, to a lesser extent, with other importers of these products. In the Brazilian polyethylene market, we compete with a number of companies that produce one or two of the products in our production line. LDPE is produced in Brazil by Polietilenos União S.A. with

an annual production capacity of 270,000 tons and Triunfo with 160,000 tons, compared to our annual production capacity of 365,000 tons.

In the HDPE and LLDPE markets, we compete with the following producers in Brazil:

- Rio Polímeros, with a maximum annual production capacity of 540,000 tons of LLDPE and HDPE at a swing-line plant capable of producing LLDPE and HDPE; and



- Solvay, with an annual capacity of 82,000 tons of HDPE.

We have (1) a combined annual production capacity of 890,000 tons at four swing-line plants capable of producing LLDPE and HDPE, two of which are located in the Southern Complex and two of which are located in the Northeastern Complex, and (2) combined annual HDPE and UHMWP production capacity of 560,000 tons at one plant in the Northeastern Complex and three plants in the Southern Complex.

In the Brazilian polypropylene market, we compete with Suzano. Suzano has annual production capacity of 685,000 tons, compared to our annual production capacity of 840,000 tons at three plants in the Southern Complex.

We do not have any domestic competitors in the Brazilian UHMWP market. Internationally, our primary competitor in this market is Ticona, which is a member of the Celanese Group, a German chemical company that has approximately 52% of the worldwide production capacity of UHMWP.

In 2007, imports of polyethylene into Brazil represented 16.3% of Brazil's total consumption of polyethylene, and imports of polypropylene into Brazil represented 13.5% of Brazil's total consumption of polypropylene.

### **Vinyls Unit**

We are the leading producer of PVC in Brazil, based on sales volumes in 2007. At December 31, 2007, our PVC production facilities had the largest average annual production capacity in Latin America. Our Vinyls Unit accounted for R\$1,789.4 million, or 7.9%, of our net sales revenue of all segments in 2007.

Our Vinyls Unit is the only vertically integrated producer of PVC in Brazil. Our PVC production is integrated through our production of chlorine and other raw materials. Our Vinyls Unit also manufactures caustic soda, which is used by producers of aluminum and paper; ethylene dichloride, or EDC; and chlorine, which we use to manufacture EDC. In 2007, 72.3% of our Vinyls Unit's net sales revenue was derived from the sale of PVC products, 21.1% was derived from the sale of caustic soda and 3.9% from the sale of EDC and the remainder from the sale of other products.

In 2007, we had an approximate 54.3% share of the Brazilian PVC market, based on sales volumes.

### ***Products of Our Vinyls Unit***

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

#### **For the Year Ended December 31,**

	2007		2006			2005		
	Quantities Sold	Net Sales Revenue	Quantities Sold	Net Sales Revenue	Quantities Sold	Net Sales Revenue		
	(thousands of tons)	(millions of reais) (%)	(thousands of tons)	(millions of reais) (%)	(thousands of tons)	(millions of reais) (%)		
Domestic sales:								

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PVC suspension	445.5	R\$1,139.0	63.7%	380.6	R\$926.9	60.1%	360.4	R\$959.9	53.5%
PVC emulsion	19.4	77.4	4.3	19.7	81.1	5.3	18.5	81.0	4.5
Caustic soda	450.5	373.8	20.9	423.9	357.8	23.2	455.6	449.4	25.1
Others (1)	129.6	47.9	2.7	121.0	55.8	3.6	125.3	82.9	4.6
Total domestic sales	1,045.0	1,638.1	91.5	945.2	1,421.5	92.2	959.8	1,573.2	87.7
Total exports	148.0	151.3	8.5	142.7	120.2	7.8	194.3	220.9	12.3
Total vinyl net sales	1,193.1	R\$1,789.4	100%	1,087.9	R\$1,541.7	100%	1,154.1	R\$1,794.1	100%

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

*PVC and EDC*

PVC is a versatile polymer, and global production volume of PVC is the second highest among all commercial plastics. We produce suspension and paste PVC in various grades, which are sold in various sized bags or in bulk to third generation producers and transported by truck, rail or, in some cases, ship.

Approximately 95.5% of our PVC production is in the form of suspension PVC. The grades of PVC produced by the suspension production process are the most widely used, including for use in the manufacture of pipes and fittings, laminated products, shoes, sheeting, flooring, cable insulation, electrical conduit, packaging and medical applications. The grades of paste PVC are more specialized products and are used in the manufacture of toys, synthetic leather, flooring materials, bottle caps and seals, automobile corrosion prevention treatments and wallpaper coatings.

Our Vinyls Unit also produces EDC, the principal feedstock used in the production of PVC. We used approximately 74.6% of our EDC production in 2007 for further processing into PVC and exported the remainder to Asia.

*Caustic Soda*

Our Vinyls Unit also produces caustic soda. Caustic soda is a basic commodity chemical that is sold to producers of aluminum, pulp and paper, petrochemicals and other chemicals, soaps and detergents and to waste treatment plants. Caustic soda is also used in the textile industry to make fabrics more absorbent and to improve the strength of dyes, as well as in food processing and electroplating. We sell to third parties almost all of the caustic soda that our Vinyls Unit produces and consume only approximately 2.1% of our caustic soda production.

*Production Facilities of Our Vinyls Unit*

We own five vinyls production facilities. Two of our facilities are located in the Northeastern Complex, and two others are located in the State of Alagoas. Our fifth facility is located in the City of São Paulo.

The following table sets forth the name and location, primary products, annual production capacity at December 31, 2007, and annual production for the years presented for each of our vinyls plants.

Location (Complex)	Primary Products	Annual Production Capacity (in tons)	Production For the Year Ended December 31,		
			2007	2006	2005
Camaçari (Northeastern)	PVC	250,000	209,312	193,089	225,563
	Caustic Soda	79,000	67,393	73,316	76,219
Camaçari (Northeastern)	Chlorine	64,000	65,505	59,820	66,587
	Caustic Soda	460,000	391,164	395,572	419,673
Maceió (Alagoas)	Chlorine	400,000	381,133	370,588	387,510
	EDC	520,000	478,941	477,472	499,256
Marechal Deodoro (Alagoas)	PVC	240,000	235,154	229,079	198,125

Vila Prudente (São Paulo)	PVC	26,000	20,955	21,888	23,689
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***Raw Materials of Our Vinyls Unit****Ethylene*

The most significant direct cost associated with the production of PVC and EDC is the cost of ethylene, which accounted for 51.6% of our variable cost of PVC sales in 2007 and 91.4% of our EDC sales in 2007. Our Basic Petrochemical Unit supplies all of the ethylene required by our Vinyls Unit. Ethylene is delivered to our Alagoas plant via a 477-kilometer pipeline that we own, and to our PVC plant in the Northeastern Complex via a separate pipeline. Because the cost of storing and transporting ethylene is substantial and there is inadequate infrastructure in Brazil to permit the importation of large quantities of ethylene, our Vinyls Unit is highly dependent on ethylene that is supplied by our Basic Petrochemicals Unit. Our São Paulo plant receives vinylchloride monomer (a raw material used in manufacturing PVC) by ship from our plant in the Northeastern Complex.

### *Electric Power*

Electric power is a significant cost component in our production of chlorine and caustic soda. Electric power accounted for 40.8% of our Vinyls Unit's cost of caustic soda sales in 2007 and 11.0% of our Vinyls Unit's total cost of sales in 2007. Our Vinyls Unit obtains its electric power requirements from various generators under long-term power purchase agreements. Our caustic soda plants at Camaçari and Alagoas and our PVC plant at Camaçari purchase their electric power requirements from CHESF under a long-term contract that expires in 2010. Companhia Energética de Alagoas S.A., or CEAL, distributes electric power to our PVC plant in Alagoas. Our São Paulo plant obtains its electric power from Eletropaulo Metropolitana-Eletricidade de São Paulo S.A., or Eletropaulo. The power purchase agreements with CEAL and Eletropaulo are renewable contracts with automatic rolling three-year extensions. These agreements provide us with the option to purchase our total electric power requirements based on an annual estimate. The price terms of these contracts are based upon tariffs regulated by the Brazilian National Electrical Energy Agency (Agência Nacional de Energia Elétrica).

### *Salt*

We used approximately 856,100 tons of salt during 2007 in our production of chlorine and caustic soda. Salt accounted for 7.5% of our variable costs of caustic soda sales in 2007 and 1.1% of our Vinyls Unit's total cost of sales in 2007. We have exclusive salt exploration rights at a salt mine located near our Alagoas plant. We estimate that the salt reserves of this mine are sufficient to allow us to produce chlorine at expected rates of production for approximately 40 to 50 years. We enjoy significant cost advantages when compared to certain of our competitors due to low extraction costs of rock salt (particularly compared to sea salt), low transportation costs due to the proximity of the salt mine to our production facility and the higher purity of rock salt as compared to sea salt.

### *Other Utilities*

All of our Vinyls Unit's facilities in the Northeastern Complex are supplied with other required basic utilities, including steam, purified and demineralized water, compressed air and nitrogen, by our Basic Petrochemicals Unit. Most basic utilities are supplied to our Alagoas PVC plant by our subsidiary, Companhia Alagoas Industrial. Our chlorine and caustic soda plants in Alagoas and our PVC plant in São Paulo supply their own utilities requirements.

### *Technology of Our Vinyls Unit*

We have entered into several non-exclusive agreements with a number of leading petrochemical companies to use technology for our Vinyls Unit. In addition, we own 25 patents and six trademarks in Brazil related to our PVC business. We do not pay any continuing royalties under any of these license agreements. If any of these arrangements were terminated or no longer available to us, we believe that we would be able to replace the relevant technology with comparable or better technology from other sources.

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

### *Pilot Plant and Research Center*

Our Vinyls Unit maintains a pilot plant for PVC research and development in the State of Bahia and a research center in the State of São Paulo. This center currently employs five engineers and four technicians specialized in plastics. At this center and in our pilot plant, we produce new PVC resins, develop and improve PVC production technology, render support services to our customers, train our customers' personnel and develop new applications for PVC in Brazil, including vertical blinds, coatings for industrial PVC pipes and resins used in automotive parts and in the manufacture of doors, windows and other building components.

In 2005, we launched Vinisol, a paste PVC product for the export market with applications for special paints and varnishes. In 2007, we launched Norvic S80SA, a suspension PVC resin for special applications such as wire and cable, flexible profiles, hoses and films. We have developed new PVC applications for construction systems for houses and industrial facilities that are based on PVC panels, as well as for carpets for automobiles. We launched new resins in 2005, 2006 and 2007, and sales of these resins represented approximately 39% of the net sales revenue of our Vinyls Unit in 2007.

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

Net sales to our 10 largest Vinyls Unit customers accounted for approximately 47.4% of our Vinyls Unit's total net sales revenue during 2007. One customer accounted for approximately 11.6% of our Vinyls Unit's total sales revenue in 2007, 11.3% in 2006 and 10.7% in 2005. One customer accounted for 22.8% of our total external EDC sales in 2007, 58.1% in 2006 and 95.4% in 2005, and our largest caustic soda customer accounted for 7.7% of total caustic soda sales in 2007, 8.6% in 2006 and 14.9% in 2005.

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

### *Domestic Sales*

In 2007, our Vinyls Unit had domestic net sales revenue of R\$1,638.1 million, which accounted for 91.5% of our Vinyls Unit net sales revenue. In 2007, 74.3% of domestic net sales revenue was attributable to sales of PVC, 22.8% was attributable to sales of caustic soda and 2.9% was attributable to sales of other products.

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

### *Export Sales*

In 2007, our Vinyls Unit had export net sales revenue of R\$151.3 million, which accounted for 8.5% of our Vinyls Unit's total net sales revenue. Our export sales of PVC and EDC vary from year to year, influenced principally by

domestic market demand and product availability.

The following table sets forth export sales and export volumes of our Vinyls Unit for the years indicated.

**For the Year Ended December 31,**

	<b>2007</b>	<b>2006</b>	<b>2005</b>
Net export sales revenue (in millions of <i>reais</i> )	R\$151.3	R\$120.2	R\$220.9
As % of total net sales revenue of Vinyls Unit	8.5%	7.8%	12.3%
Export volumes (thousands of tons)	R\$148.0	R\$142.7	R\$194.3
As % of total production of Vinyls Unit	12.4%	13.1%	16.8%

We use a variety of methods to distribute our exports, depending generally on the total size of the export market, including direct sales, independent distributors, negotiations conducted through trading companies and sales on the spot market. Our export sales of PVC are focused primarily on the South American, Southeast Asian and United States markets and to a lesser extent on Europe.

*Prices and Sales Terms*

We determine the domestic prices for our PVC resins with reference principally to the prices paid by third generation producers in Brazil for imports of PVC plus additional service charges. Our export price for PVC is generally equal to the international market price but also takes transportation costs into account. Delivery time, quality and technical service also affect the levels of sales of PVC resins. We establish our domestic price for caustic soda based on international market prices and prices charged by our three domestic competitors, taking into account any import duties and freight costs. Approximately 74.5% of our caustic soda sales are effected pursuant to agreements that are generally for one- to three-year terms and may include floor and ceiling prices. As with PVC, our export prices for EDC are generally determined according to international market prices but also take import duties and freight costs into account.

Prices that we charge for our vinyls products in the Brazilian market are traditionally higher than the prices that we obtain for our exports of these products. The difference in prices between the Brazilian and export markets results generally from:

- transportation costs;
- tariffs, duties and other trade barriers;
- a pricing premium reflecting the tighter demand/supply relationship in Brazil; and
- our reliability of supply, coupled with the technical support that we provide.

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

*Competition**PVC*



We and Solvay are the only two producers of PVC in Brazil. Solvay's total Brazilian installed annual production capacity is 270,000 tons, compared to our annual production capacity of 516,000 tons. In December 2005, we expanded our annual PVC production capacity by 50,000 tons, and Solvay expanded its annual PVC production capacity by 30,000 tons. Solvay's two production facilities are located in São Paulo and, therefore, are closer than our facilities to the primary PVC market in Brazil. However, we believe that our vertical production capabilities, our modern PVC suspension plants, our strong relationship with our customers and our technical assistance programs enable us to compete effectively with Solvay.

We also compete with importers of PVC. Imports accounted for approximately 21.5% of Brazil's total PVC consumption in 2007. Domestically produced PVC is currently competitively priced with imported PVC after taking into account transportation costs and import duties. Solvay, which has an additional plant in Argentina, is also our principal competitor in the PVC market both in Brazil and elsewhere in South America.

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

#### *Other Products*

The four largest Brazilian producers of caustic soda accounted for approximately 90.9% of Brazilian production in 2007. Our company and Dow Chemical operate in this market throughout Brazil, while the other domestic producers of caustic soda generally operate on a local or regional basis. Imports accounted for approximately 39.6% of Brazil's total caustic soda consumption in 2007. We do not believe that imports of caustic soda will increase substantially because of the high cost of transporting caustic soda, which is usually sold in suspension form. In the caustic soda market, we compete mainly on the basis of price and timeliness of delivery.

Our principal competitors in the caustic soda market elsewhere in South America are Dow Chemical, Solvay and producers located on the U.S. Gulf Coast.

#### **Business Development Unit**

Our Business Development Unit accounted for R\$489.7 million, or 2.2%, of the net sales revenue of all segments in 2007. Our Business Development Unit produces caprolactam, cyclohexane, cyclohexanone and ammonium sulfate. Prior to May 2007, our Business Development Unit also produced polyethylene terephthalate, or PET, resin and dimethyl terephthalate, or DMT. In 2007, 36.6% of our Business Development Unit's net sales revenue was derived from the sale of PET products and 44.1% was derived from the sale of caprolactam.

In May 2007, we permanently closed the DMT unit in our PET plant as a result of this plant's high maintenance and operational costs due to its aging technology. DMT is the primary raw material used by our PET plant. As a result, our PET plant was also temporarily closed down in May 2007 in order for us to review the technology used to produce PET. We are reviewing options for resuming PET production, including using purified terephthalic acid, which is widely used by international producers of PET, as a raw material. Pending completion of this review, we are continuing to serve our PET customers with PET purchased from M&G Polimeros Brasil S.A., a subsidiary of M&G Finanziaria Industriale S.p.A., the largest PET producer in Brazil.

In 2007, we estimate that we had an approximate 12.6% share of the Brazilian PET market, based on sales volumes.

#### ***Products of Our Business Development Unit***

The following table sets forth a breakdown of the sales volume and net sales revenue of our Business Development Unit by product and by market for the years indicated.

## For the Year Ended December 31,

	2007			2006			2005		
	Quantities		Net Sales Revenue	Quantities		Net Sales Revenue	Quantities		Net Sales Revenue
	sold	(thousands of tons)		sold	(thousands of tons)		Sold	(thousands of tons)	
	(millions of reais)	(%)	(millions of reais)	(%)	(millions of reais)	(%)	(millions of reais)	(%)	
Domestic Sales:									
PET(1)	60.3	R\$175.9	35.9%	50.6	R\$152.7	31.6%	56.6	R\$200.7	35.3%
Caprolactam	18.2	96.2	19.6	25.7	127.5	26.4	33.0	197.2	34.7
Ammonium sulfate	84.2	39.4	8.0	77.8	25.5	5.3	94.2	33.5	5.9
Others	16.3	49.5	10.1	19.5	56.5	11.7	16.7	49.7	8.7
Total domestic sales	179.0	361.0	73.7	173.6	362.2	75.0	200.5	481.2	84.6
Total exports	30.7	128.7	26.3	34.3	120.9	25.0	19.1	87.8	15.4
Total net sales	209.7	R\$489.7	100%	207.9	R\$483.1	100%	219.6	R\$569.0	100%

(1) In May 2007, we temporarily closed our PET plant.

PET is one of the most widely used polymers in industry today and is used in manufacturing packaging for soft drinks, medications, cleaning products, mineral water and food products. Caprolactam is a raw material that forms the basis for the production of Nylon-6 textile thread, engineering resins and film, and is a structural material in the motor and electronics industries. We also produce ammonium sulfate for use as a fertilizer, and cyclohexane and cyclohexanone, both for use in paint solvents, pesticides, natural resins, oils and rubber. Prior to May 2007, we also produced DMT for use in PET production.

#### ***Production Facilities of Our Business Development Unit***

Our Business Development Unit operates two plants at the Northeastern Complex. At December 31, 2007, our Business Development Unit plants had a total annual production capacity of 78,000 tons of PET and 62,000 tons of caprolactam.

The table below sets forth the location, primary products, annual production capacity at December 31, 2007, and annual production for the years presented for each of our Business Development Unit plants.

Location (Complex)	Primary Products	Annual Production	Production For the Year Ended December 31,		
		Capacity (in tons)	2007	2006	2005

Camaçari (Northeastern)	PET (1)	78,000	25,569	57,155	66,233
	DMT (2)		34,653	76,070	70,954
Camaçari (Northeastern)	Caprolactam	62,000	46,087	41,615	49,981
	Cyclohexane	72,000	66,793	57,764	65,057
	Cyclohexanone	55,000	44,574	40,964	46,590
	Ammonium sulfate	114,000	89,740	78,296	94,855

- (1) In May 2007, we temporarily closed our PET plant.  
(2) In May 2007, we permanently closed the DMT unit in our PET plant.

***Raw Materials of Our Business Development Unit***

The most significant direct cost associated with the production of caprolactam is the cost of benzene, which accounted for approximately 47.8% of our Business Development Unit's variable caprolactam cost of sales in 2007. All of the benzene that we use in producing caprolactam is supplied by our Basic Petrochemicals Unit.

### ***Technology of Our Business Development Unit***

We have entered into several non-exclusive agreements with a number of leading petrochemical companies to use technology for our Business Development Unit. We do not pay any continuing royalties under these agreements. If any of these agreements were terminated, we believe that we would be able to replace the technology covered by these agreements with comparable or better technology from other sources.

### ***Sales and Marketing of Our Business Development Unit***

Our Business Development Unit sells its products primarily in northeastern Brazil, mainly to third generation petrochemical producers located in the Northeastern Complex. We determine the prices for the products of our Business Development Unit with reference to several market factors that include the prices paid by third generation producers for imports of these products and prevailing market prices in Brazil.

Our Business Development Unit sells its products to a highly concentrated customer base. Four customers accounted for approximately 56.0% of our total PET sales during the year ended December 31, 2007. As a result of the shutdown of the plant of one of our domestic customers in June 2006, no caprolactam customer has accounted for more than 10% of our caprolactam sales since the date of this plant shutdown.

In order to continue serving our PET customers following the temporary closure of our PET plant, we entered into a contract with M&G Polimeros Brasil S.A., a subsidiary of M&G Finanziaria Industriale S.p.A., the largest PET producer in Brazil and one of the two largest producers worldwide, for the supply of not less than 60,000 tons of the resin per year. Our relationships with our PET customers, including the provision of technical assistance, will continue to be conducted under our commercial policy.

### ***Competition***

Monmeros Colombo Venezolanos S.A., or Monmeros, is the only manufacturer, other than our company, of caprolactam in South America, with an annual production capacity of 30,000 tons. Monmeros supplied approximately 27,600 tons of caprolactam in 2007, or approximately 26.2% of the caprolactam sold in Brazil.

The textile industry consumed the most caprolactam in Brazil during 2007 (approximately 9,600 tons), and the engineering plastics and plastic films segments of the petrochemical industry consumed an aggregate amount of approximately 14,200 tons of caprolactam in 2007.

There are three other producers of PET in Brazil: M&G Finanziaria Industriale S.p.A.; Rhodia-ster S.A., or Rhodia-ster (a subsidiary of Mossi & Ghisolfi Group); and Vicunha Têxtil S.A., or Vicunha Têxtil. At December 31, 2007, M&G Finanziaria Industriale S.p.A. had an annual production capacity of 450,000 tons of PET, Rhodia-ster had an annual production capacity of 250,000 tons of PET, and Vicunha Têxtil had an annual production capacity of 12,000 tons of PET. In June 2006, Vicunha Têxtil closed its PET plant temporarily and has not announced when this plant will recommence operations.

We also compete with importers of PET. Imports accounted for approximately 29.2% of Brazil's total PET consumption in 2007. Although international producers of PET have greater economies of scale than our company, we are able to compete with these producers due to the high transportation costs and import duties applicable to PET imports. Our PET sales have been aimed principally at the bottled water segment of the PET market, and we believe that the quality products that we sell will continue to remain competitive in the Brazilian PET market.

### ***Ipiranga Química***

Ipiranga Química accounted for R\$392.6 million, or 1.7% of the net sales revenue of all segments in 2007. Ipiranga Química owns 100% of the total and voting share capital of Ipiranga Petroquímica. Ipiranga Química is also the largest Brazilian distributor of chemical and petrochemical products with a market share of approximately 10%. As a result of the Ipiranga Transaction, we have consolidated the results of Ipiranga Química and its subsidiaries into our financial statements as from April 1, 2007.

Ipiranga Química distributes products manufactured by Ipiranga Petroquímica, as well as products from more than 50 domestic and international companies. Ipiranga Química distributes products in a broad range of market segments, including agrochemicals, rubber and general purpose chemicals; cosmetics and pharmaceuticals; household and other industrial segments; plastic transformation; and paints, resins, adhesives and civil construction.

### *Products Distributed by Ipiranga Química*

Ipiranga Química distributes a large and diverse portfolio of products consisting of more than 1,000 products. We classify the products distributed by Ipiranga Química as:

- solvents, including aliphatic solvents, aromatic solvents, synthetic solvents and ecological solvents;
- polymers; and
- general purpose chemicals, including process oils, chemical intermediates, blends, specialty chemicals, pharmaceuticals and santoprene.

The following table sets forth a breakdown of the sales volume and net sales revenue of Ipiranga Química by product for the nine months ended December 31, 2007.

	<b>Nine Months Ended December 31,</b>		
	<b>2007</b>		
	<b>Quantities sold</b>	<b>Net Sales Revenue</b>	
	<b>(thousands of tons)</b>	<b>(millions of reais)</b>	<b>(%)</b>
<b>Solvents:</b>			
Aliphatic solvents	28.9	R\$57.5	14.6%
Aromatic solvents	20.2	42.6	10.8
Synthetic solvents	12.9	36.4	9.3
Ecological solvents	0.2	0.6	0.2
<b>Polymers</b>	<b>25.7</b>	<b>96.6</b>	<b>24.6</b>
<b>General purpose chemicals:</b>			
Process oils	27.3	40.9	10.4
Chemical intermediates	10.1	32.4	8.3
Blends	15.5	30.9	7.9
Specialty chemicals	2.7	26.5	6.8
Santoprene	1.2	9.6	2.4
Pharmaceuticals	0.9	13.4	3.4
Services	0.1	5.2	1.3
<b>Total net sales</b>	<b>145.6</b>	<b>R\$392.6</b>	<b>100%</b>

### *Distribution Agreements*

Ipiranga Química has commercial relationships with more than 50 domestic and international companies, under which Ipiranga Química distributes specified products, including:

- Conoco-Phillips for the distribution of hydrocarbon solvents;
- Sazol Solvents for the distribution of synthetic Solvents;
- Lubrizol for the distribution of additives for lubricants.
- Wacker Chemie GmbH for the distribution of silicone-derived products;



- RT Vanderbilt for the distribution of specialty chemicals for the rubber, cosmetics and lubricants industries;
- Sazol Wax for the distribution of waxes;
- DCC for the distribution of pigments;
- Emerald Kalama for the distribution of chemical intermediates and specialty chemicals;
- Sandoz for the distribution of active pharmaceutical ingredients;
- JRS Pharma for the distribution of pharmaceutical excipients; and
- Meggle for the distribution of pharmaceutical excipients.

Ipiranga Química also has entered into distribution agreements that provide it with exclusive rights to distribute specified products in Brazil, including distribution agreements with:

- Petrobras for the distribution of hydrocarbon solvents;
- Eastman Chemical for the distribution of solvents and chemical intermediates; and
- RT Vanderbilt for the distribution of specialty chemicals for the rubber, cosmetics and lubricants industries, under which Ipiranga Química may not distribute products for Vanderbilt's competitors.

Generally, Ipiranga Química initiates distribution activities for a producer with a letter of intent with a term of one-year and, following this period, extends these commercial relationships or distribution agreements for an indefinite period. Generally, Ipiranga Química's distribution agreements may be terminated by either party on 30 to 180 days notice.

Ipiranga Química's distribution agreements are generally local stock agreements, indent sales agreements or agreements that combine the features of both. Under Ipiranga Química's local stock agreements, Ipiranga Química purchases chemicals for resale to its customers. These agreements do not contain minimum volume or maximum margin requirements. Sales to Ipiranga Química under these agreements are at prices negotiated between Ipiranga Química and the producer. Ipiranga Química's distribution agreement with Petrobras provides that Ipiranga Química is eligible to receive a discount on purchases based on the volume of products purchased. Under Ipiranga Química's indent sales agreements, Ipiranga Química acts as a sales agent and receives a commission on the total sales revenue (FOB price) generated for the producer by these sales.

### ***Sales and Marketing by Ipiranga Química***

Ipiranga Química distributes products to chemical retailers, third generation petrochemical producers and other manufacturers. We determine the prices for the products distributed by Ipiranga Química by reference to several market factors, including the prices paid by third generation producers for imports of these products and prevailing market prices in Brazil. Ipiranga Química serves 5,000 active clients in more than 50 market segments, through nine business units supported by seven sales offices throughout Brazil. Ipiranga Química operates four distribution centers that include warehouses and tank farms. Ipiranga Química owns its distribution centers in Guarulhos in the State of São Paulo, Canoas in the State of Rio Grande do Sul and Duque de Caxias in the State of Rio de Janeiro, and leases its distribution center in Camaçari in the State of Bahia.

Ipiranga Química distributes products in a broad range of market segments. No customer represented more than 10% of the net sales revenue of Ipiranga Química during 2005, 2006 or 2007. The following table sets forth a breakdown of the net sales revenue of Ipiranga Química by market segment served by its customer for the nine months ended December 31, 2007.

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**Nine Months Ended  
December 31,**

**2007**

**Net Sales Revenue**

	(millions of reais)	(%)
Plastics	R\$81.3	20.7%
Paints and Coats	61.6	15.7
Rubber	47.5	12.1
Pharmaceutical	34.2	8.7
Agribusiness	24.3	6.2
Adhesives	18.1	4.6
Chemicals	17.7	4.5
Household products	14.1	3.6
Lubricants	13.0	3.3
Automobile	12.2	3.1
Petrochemical	10.2	2.6
Cosmetics/ Personal Care	9.4	2.4
Chemical and petrochemical resale	8.6	2.2
Other	40.4	10.3
Total net sales	R\$392.6	100%

### ***Competition***

The chemical distribution industry in Brazil had revenues of US\$3.4 billion in 2007, representing growth of 15% compared to 2006, according to preliminary data published by the Brazilian Chemical and Petrochemical Distributors Association. The chemical distribution industry in Brazil is highly fragmented, with a small number of large distributors, such as M Cassab, Unipar, Coremal, Makeni Química and Brenntag, and a large number of small distributors. The Brazilian Chemical and Petrochemical Distributors Association estimates that 8% of the companies in this industry have annual sales of more than US\$150 million while 74% have annual sales of less than US\$50 million. The customer base for chemical distributors is primarily composed of customers that consume small volumes of any distributed product.

### **Jointly Controlled Companies and Subsidiaries**

#### ***Petroquímica Paulínia***

At December 31, 2007, we owned 60.0% of the total and voting share capital of Paulínia. As a result of the completion of the first phase of the Petrobras Transaction on May, 30, 2008, Paulínia is our wholly owned subsidiary. Paulínia, which is a corporation (*sociedade anônima*) organized under the laws of Brazil, was incorporated on September 16, 2005 and is a joint venture between our company and Petroquisa for the construction and operation of a polypropylene plant located in Paulínia, in the State of São Paulo. Prior to April 1, 2008, we accounted for our interest

in Paulínia in our Brazilian GAAP financial statements using the proportional consolidation method as required under Brazilian GAAP. We will fully consolidate the results of Paulínia into our financial statements as from April 1, 2008 as a result of the completion of the first phase of the Petrobras Transaction.

The Paulínia plant commenced operations in April 2008 with an initial annual production capacity of 350,000 tons of polypropylene. We contributed the process technology that is being used by this plant under an agreement with a 20-year term. Petrobras is supplying Paulínia with polymer-grade propylene, the primary feed stock used in Paulínia's production processes, through its refineries in Paulínia and Henrique Lage under an agreement with an initial 20-year term. The agreement with Petrobras is automatically renewable for consecutive two-year terms following the initial term, unless terminated by one of the parties.

## **Petroflex**

At December 31, 2007, we owned 33.5% of the total share capital of Petroflex, including 33.6% of its voting share capital. In April 2008, we sold all of our share capital in Petroflex to Lanxess Participações Ltda. for an aggregate price of R\$252.1 million. As a result of this transaction, Petroflex registered a non-operational gain of R\$115.6 million.

Petroflex, which is a corporation (*sociedade anônima*) organized under the laws of Brazil, is the largest producer of synthetic rubber in Latin America and has an annual production capacity of 442,000 tons of elastomers. Petroflex was formed in 1976 with Petroquisa as its majority shareholder. In 1992, as part of the Brazilian government's efforts to privatize the Brazilian petrochemical industry, Petroquisa auctioned a portion of its equity interest in Petroflex to private investors. In October 2007, we acquired shares of Petroflex representing 13.4% of its total and voting share capital from Suzano for an aggregate purchase price of R\$61.0 million as a result of our exercise of our preemptive rights in August 2007 following the announcement of the acquisition of control of Suzano by Petrobras.

Petroflex's net sales revenue was R\$1,417.4 million in 2007, R\$1,361.5 million in 2006 and R\$1,373.2 million in 2005, as adjusted to conform to our accounting policies. Petroflex's net income was R\$69.6 million in 2007, R\$23.0 million in 2006 and R\$88.0 million in 2005, as adjusted for the effects of revaluation of property, plant and equipment to conform to our accounting policies. Prior to November 30, 2007, we accounted for our interest in Petroflex in our Brazilian GAAP financial statements using the proportional consolidation method. As a result of our entering into an agreement in December 2007 to sell our interests in Petroflex, we accounted for our interest in Petroflex in our Brazilian GAAP financial statements using the equity method as from December 1, 2007.

Petroflex operates three plants in Brazil located in Duque de Caxias in the State of Rio de Janeiro; Cabo de Santo Agostinho in the State of Pernambuco; and Triunfo in the State of Rio Grande do Sul. Petroflex sells its products to customers in approximately 70 countries. The main customers of Petroflex are manufacturers of tires, shoes, adhesives and sealants.

The major raw materials used in Petroflex's production process are butadiene and styrene. Petroflex purchases butadiene from us from which it produces styrene-butadiene, polybutadiene, liquid hydroxylated polybutadiene and other elastomers. Due to high naphtha prices in 2007, the price of butadiene increased by 3.0% in the Brazilian market and the price of styrene increased by 1.4%. However, the recovery of synthetic rubber prices in reais, due to increases in international market prices, allowed Petroflex to pass on most of these increased costs to its customers.

## **Capital Expenditures**

Our capital expenditures on property, plant and equipment and intangible assets were R\$1,374.4 million in 2007, R\$953.0 million in 2006 and R\$930.2 million in 2005. Additionally, our investments in interests in other companies were R\$1,151.7 million in 2007, R\$222.7 million in 2006 and R\$34.0 million in 2005. Our capital expenditures projects during 2005 through 2007 included the following:

- an automation project in our PVC plants in Alagoas and in the Northeastern Complex that is expected to increase the reliability of the operation of and modernize this plant, improve the operational performance of this plant, and increase the safety of our production processes at this plant. We invested R\$31.1 million in this project in 2005 and 2006. This project was completed in the second half of 2006.
- an efficiency enhancement at our Alagoas PVC plant that increased its annual production capacity by 50,000 tons. This project was undertaken in 2004 and 2005 at a total cost of R\$111.8 million.

- an efficiency enhancement project at one of our polyethylene plants in the Northeastern Complex that increased its annual production capacity by 30,000 tons. This project was undertaken in 2004 and 2005 at a total cost of R\$9.2 million.

- an efficiency enhancement project at our other polyethylene plant in the Northeastern Complex that increased its annual production capacity by 30,000 tons. This project was undertaken in 2004, 2005 and 2006 at a total cost of R\$9.9 million.
- an efficiency enhancement project at our Aromatics 2 unit in the Northeastern Complex that increased its annual isoprene production capacity by 8,800 to 26,800 tons. We completed this project in 2006 at a total cost of R\$81.9 million.
- we made capital expenditures of R\$39.0 million in 2007 related to the implementation of Formula Braskem.
- in September 2007, we completed the conversion of Copesul's MTBE plant to an ETBE plant. The total cost of this project was R\$23.4 million.
- we invested R\$8.3 million in an efficiency enhancement project at Ipiranga Petroquímica's polypropylene plant that increased its annual production capacity by 30,000 tons. This project was completed in April 2008.

#### *Braskem+ Program*

In 2004, we began implementation of an operational excellence program named Braskem+. This program was designed to build upon the experience that Braskem has accumulated through the process of capturing operational synergies during its integration process. This program identified 210 specific initiatives, each with its own performance goals and implementation schedule. We made capital expenditures of R\$330.2 million between 2004 and 2007 related to the implementation of this program.

#### *Formula Braskem*

In 2005, we commenced our Formula Braskem program to implement a new integrated management system intended to incorporate the best practices in the international petrochemical industry in our management systems and the most recent technological developments available in the marketplace. We made capital expenditures of R\$130.0 million between 2005 and 2007 related to the implementation of the first phase of Formula Braskem. We made capital expenditures of R\$39.9 million in 2007 related to the implementation of the second phase of Formula Braskem.

#### *Petroquímica Paulínia*

In September 2005, we and Petroquisa incorporated Paulínia as a joint venture company for the construction and operation of a polypropylene plant to be located in Paulínia, in the State of São Paulo, with an initial annual production capacity of 350,000 tons. This plant commenced operations in April 2008. We own 60% of the total and voting share capital of Paulínia, and Petroquisa owns the remaining total and voting share capital. The total cost of this plant was approximately R\$704.0 million. In December 2006, Paulínia entered into a credit agreement with Brazilian National Bank for Economic and Social Development (*Banco Nacional de Desenvolvimento Econômico e Social*), or BNDES, in the aggregate amount of R\$566.2 million to finance the construction of this plant. The remaining cost of this plant was financed through equity contributions by the shareholders of Paulínia. We have invested R\$145.1 million in Paulínia, which corresponds to Braskem's share in the investments made in the construction of Paulínia polypropylene plant.

#### *Politeno Acquisition*

In April 2006, we purchased all of the common and preferred shares of Politeno that were owned by SPQ, Sumitomo and Itochu. We paid a portion of the purchase price for these shares in an aggregate amount of the

*real*-equivalent of US\$111.3 million in April 2006. The remainder of the purchase price for these shares was calculated based on an earn-out formula taking into account Politeno's operating performance, measured by fluctuations in polyethylene and ethylene margins in the Brazilian petrochemical market during the 18 months following the execution date of the agreement under which we acquired these shares. Following the Politeno Acquisition, we owned 100% of the voting share capital and 96.2% of the total share capital of Politeno. Politeno merged with and into Braskem on April 2, 2007. In January 2008, we paid the remaining portion of the purchase price of R\$247.5 million.



### *Ipiranga Transaction*

On March 18, 2007, we entered into the Ipiranga Investment Agreement with Ultrapar and Petrobras. On the same date, Ultrapar and the controlling shareholders of RPI, CBPI and DPPI entered into the Purchase Agreement, with our company and Petrobras as intervening parties.

Under the Ipiranga Investment Agreement, Ultrapar, as a commission agent acting on behalf of Braskem and Petrobras, acquired 100% of the share capital of Ipiranga Química. As of March 18, 2007, Ipiranga Química owned 86.9% of the voting share capital and 92.4% of the total share capital of Ipiranga Petroquímica. Ipiranga Petroquímica, in turn, owned 29.5% of the share capital of Copesul. In February 2008, Ultrapar transferred 60% of the share capital of Ipiranga Química to our company and 40% of the share capital of Ipiranga Química to Petrobras, as required by the Ipiranga Investment Agreement. In addition, under the Ipiranga Investment Agreement, Ultrapar is obligated to transfer 33.3% of the share capital of RPI to our company and 33.3% of the share capital of RPI to Petrobras. Following this transfer, we will jointly and equally control RPI with Petrobras and Ultrapar. The total purchase price to our company of the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction was R\$1,489.1 million.

As part of the Ipiranga Transaction:

- in June 2007, EDSP67, a subsidiary of Ipiranga Química, acquired the 7.6% of the total share capital of Ipiranga Petroquímica not owned by Ipiranga Química for a purchase price of R\$117.9 million. In July 2007, Ipiranga Petroquímica was delisted from the São Paulo Stock Exchange, and in August 2007, EDSP67 merged with and into Ipiranga Petroquímica. As a result of these transactions, Ipiranga Petroquímica is now a wholly-owned subsidiary of Ipiranga Química; and
- in October 2007, our subsidiary EDSP58 acquired 22.7% of the total and voting share capital of Copesul through a public tender offer for the Copesul shares not then owned by our company, Ipiranga Petroquímica, Petroquisa or Triunfo. The purchase price for these shares was R\$1,294.2 million. We owned 60% of the total and voting share capital of EDSP58, and Petrobras owned the remaining share capital of EDSP58. As a result of the Copesul Tender Offer, Copesul was delisted from the São Paulo Stock Exchange in October 2007. In October 2007 and November 2007, EDSP58 purchased additional shares of Copesul at the price per share paid in the Copesul Tender Offer. In November 2007, Copesul redeemed all of its outstanding shares, other than shares held by our company, EDSP58, Ipiranga Petroquímica, Petroquisa and Triunfo at the price per share paid in the Copesul Tender Offer. The aggregate purchase price for the shares purchased and redeemed after the completion of the Copesul Tender Offer was R\$124.3 million. In December 2007, EDSP58 merged with and into Copesul.

Under the Ipiranga Investment Agreement, Braskem paid Ultrapar R\$651.9 million in April 2007, R\$156.7 million in October 2007, R\$47.0 million in November 2007 and R\$633.5 million in February 2008 for the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction. For additional information regarding the Ipiranga Transaction, see Item 4. Information on the Company Ipiranga Transaction.

### *Venezuelan Initiatives*

#### *Polypropylene Project*

In December 2007, we, through our wholly owned Netherlands subsidiary, Braskem Europe B.V., entered into a shareholders agreement, which we refer to as the Propilsur Shareholders Agreement, with Petroquímica de Venezuela,

S.A., or Pequiven, the government-owned petrochemical company of the Bolivarian Republic of Venezuela, which supersedes the Project Development Agreement Framework and the Project Development Agreement that we entered into with Pequiven in April 2006 and April 2007, respectively. Under the Propilsur Shareholders Agreement, we plan to form Propilsur, a joint venture with Pequiven for the development, construction and operation of a polypropylene plant with an integrated propane dehydrogenation unit to be located in the Jose Petrochemical Complex in the State of Anzoategui, Venezuela, with an annual production capacity of approximately 450,000 tons. The Propilsur Shareholders Agreement sets forth the understanding of the parties regarding the implementation of this project and the relationship of Braskem and Pequiven as shareholders of Propilsur. Under the Propilsur Shareholders Agreement:

- the joint venture will be implemented through Propilsur, a new privately held company in which the parties will have equal equity interests;
- Pequiven would be responsible for obtaining a supply of propane, the primary feed stock of the integrated propane dehydrogenation unit of this plant;
- a significant portion of the cost of the project will be borrowed by Propilsur under project finance arrangements, collateralized by the assets of this project, with multilateral credit agencies, export credit agencies, development banks and private banks and through securities issuances in the Venezuelan and international capital markets; and
- we and Pequiven will each be entitled to appoint two members to Propilsur's four-member board of directors; decisions by Propilsur's general shareholders meetings and board of directors will require unanimous approval; Propilsur's general and financial managers will be nominated by Pequiven, subject to board approval; and Propilsur's operations and commercial managers will be nominated by our company, subject to board approval.

The Propilsur Shareholders Agreement includes provisions for mediation and arbitration in the event of disputes and a deadlock between our company and Pequiven in matters to be determined by Propilsur's board of directors and grants rights of first offer and first refusal to our company and Pequiven in the event that we or Pequiven determine to sell our equity interests in Propilsur.

The estimated total cost of this project to Propilsur is approximately US\$843 million of which we anticipate that our company and Pequiven will each contribute approximately 15% as equity. We have announced that our board of directors has approved an initial investment of US\$11 million for the next phase of this project. We expect that construction of this project will commence in the beginning of 2009 and that this project will begin production by the beginning of 2011.

We expect to form Propilsur during the third quarter of 2008. The Propilsur Shareholders Agreement provides that implementation of this project is contingent upon a final investment decision of each of the parties on or prior to May 13, 2009. We are continuing to negotiate with Pequiven regarding details of the implementation of this project. We can provide no assurances that these negotiations will be successful or that if we reach a final agreement with respect to the implementation of this project, such agreement will be upon the terms currently anticipated by our management.

#### *Jose Olefins Project*

In December 2007, we, through our wholly owned Netherland subsidiary, Braskem Europe B.V., entered into a shareholders agreement with Pequiven, which we refer to as the Polimerica Shareholders Agreement, which supersedes the memorandum of understanding and the Project Development Agreement that we entered into with Pequiven in April 2006 and April 2007, respectively. Under the Polimerica Shareholders Agreement, we plan to form Polimerica, a joint venture with Pequiven for the development, construction and operation of the Jose Olefins Project, an olefins complex to be located in the Jose Petrochemical Complex. The proposed complex would include an ethylene cracker that would use ethane extracted from natural gas as its raw material, with an annual production capacity of 1.3 million tons, and three polyethylene plants with a combined annual production capacity of 1.1 million tons of HDPE, LDPE and LLDPE. The Polimerica Shareholders Agreement sets forth the understanding of the parties regarding the implementation of this project and the relationship of Braskem and Pequiven as shareholders of Polimerica. Under the Polimerica Shareholders Agreement:



- the joint venture will be implemented through Polimerica, a new privately held company which the parties will have equal equity interests;
- a significant portion of the cost of the project will be borrowed by Polimerica under project finance arrangements, collateralized by the assets of this project, with multilateral credit agencies, export credit agencies, development banks and private banks and through securities issuances in the Venezuelan and international capital markets; and
- we and Pequiven will each be entitled to appoint two members to Polimerica's four-member board of directors; decisions by Polimerica's general shareholders meetings and board of directors will require unanimous approval; Polimerica's general and financial managers will be nominated by Pequiven, subject to board approval; and Polimerica's operations and commercial managers will be nominated by our company, subject to board approval.

The Polimerica Shareholders Agreement includes provisions for mediation and arbitration in the event of disputes and a deadlock between our company and Pequiven in matters to be determined by Polimerica's board of directors and grants rights of first offer and first refusal to our company and Pequiven in the event that we or Pequiven determine to sell our equity interests in Polimerica.

The estimated total cost of this project to Polimerica would be approximately US\$2,662 million of which we anticipate that our company and Pequiven will each contribute approximately 15% as equity. We have announced that our board of directors has approved an initial investment of US\$80 million for the next phase of this project. We expect that construction of this project will commence in 2010 and this project will begin production by the beginning of 2013.

We expect to form Polimerica during the third quarter of 2008. The Polimerica Shareholders Agreement provides that implementation of this project is contingent upon a final investment decision of each of the parties on or prior to the third anniversary of the Polimerica Shareholders Agreement. We are continuing to negotiate with Pequiven regarding details of the implementation of this project. We can provide no assurances that these negotiations will be successful or that if we reach a final agreement with respect to the implementation of this project, such agreement will be upon the terms currently anticipated by our management.

### ***Research and Development***

Our ability to compete in the Brazilian and foreign markets that we serve depends on our ability to integrate new production processes developed by our company and third parties in order to lower our costs and offer new thermoplastic products. In addition, our relationships with our customers are enhanced by our ability to develop new products and customize existing products to meet their needs. To meet these challenges, we maintain a research and development program that is primarily implemented at the Braskem Center for Innovation and Technology in the Southern Complex. We invested R\$76.5 million, R\$44.3 million and R\$47.2 million in research and development in 2007, 2006 and 2005, respectively.

### ***2008 Capital Expenditure Budget***

We currently are budgeting total capital expenditures of approximately R\$1.3 billion for 2008. Our principal capital expenditures for 2008 consist of, in addition to the projects referred to in the preceding paragraphs, approximately R\$435.2 million for productivity improvements, approximately R\$354.7 million for maintenance stoppages and other maintenance of our plants, approximately R\$226.8 million for the replacement of depreciated equipment, approximately R\$175.4 million for plant modernization and information systems and approximately

R\$161.9 million for health, environmental and quality improvement projects.

### ***Other Projects***

We are currently evaluating projects that could entail significant capital expenditures in the future, including:

- construction of a new polyethylene plant that will produce resins using sugar cane ethanol received through the Santa Clara Terminal as its primary raw material. We believe that we will be the world's first producer of polyethylene manufactured completely from renewable resources. We expect that this plant will have an annual production capacity of 200,000 tons and will commence operations in 2010. We anticipate that the total cost of this project will be approximately R\$400 to R\$500 million. This project is subject to approval by our board of directors.
- an efficiency enhancement project at our PVC plant in the Northeastern Complex that we expect will increase our annual PVC production capacity by 200,000 tons. We expect to complete this project during 2012. The total cost of this project is under evaluation. This project is subject to approval by our board of directors.
- construction of a new polypropylene plant in the Northeastern Complex. We expect that this plant will have an annual production capacity of 300,000 tons and will commence operations in 2012. The total cost of this project is under evaluation. This project is subject to approval by our board of directors.

### **Maintenance**

Most of our maintenance is performed by third-party service providers. For example, we have contracts with Construtora Norberto Odebrecht S.A., or CNO, a company in the Odebrecht Group, Asea Brown Boveri Ltd., Cegelec Ltda., Rip Serviços Industriais S/A, CI Engenharia Ltda. and other service providers to perform maintenance for our Basic Petrochemicals Unit, Copesul and our Business Development Unit. We also perform some of our ordinary course maintenance with our small team of maintenance technicians, which also coordinate the planning and execution of maintenance services performed by third parties.

Prior to January 1, 2006, we recorded expenditures for programmed maintenance shutdowns of our plants as Deferred charges. Such expenses occur at scheduled intervals from one to six years and are depreciated to production cost until the beginning of the next maintenance shutdown. Beginning January 1, 2006, in accordance with IBRACON Technical Interpretation 01/2006, we recorded all programmed maintenance shutdown expenses in property, plant and equipment as Machinery, equipment and facilities. In addition, the retrospective effects of depreciation with the adoption of this interpretation was recognized as shareholders' equity. Accordingly, for periods ending after January 1, 2006, we have reclassified the amount of R\$400.2 million from deferred charges to property, plant and equipment, and recognized the amount of R\$164.9 million in shareholders' equity.

### ***Basic Petrochemicals Unit***

Because we have two independent Olefins units and two independent Aromatics units, we may continue production of basic petrochemicals without interruption, even while we perform certain maintenance services. We occasionally undertake other brief shutdowns of the operations of our Basic Petrochemicals Unit that do not materially affect our production output, primarily for maintenance purposes, catalyst regeneration and equipment cleaning. Regular basic petrochemicals plant maintenance requires complete plant shutdowns from time to time, and these shutdowns usually take approximately 30 days to complete.

The last general maintenance shutdown of our Olefins 1 unit was carried out in 2001 and lasted for 25 days. The cost of servicing the unit was approximately R\$39.8 million (not including the value of lost production during this shutdown). In 2002, we shut down our Olefins 1 unit for 92 days in order to increase its production capacity and to

modernize and upgrade its technology. The cost of these improvements to this unit was approximately R\$142.8 million (not including lost production). We performed a non-programmed maintenance shutdown of our Olefins 1 unit in December 2006 for 13 days. This shutdown permitted inspection and maintenance of this unit, in order to ensure the production of ethylene until May 2008. The cost of servicing the unit was approximately R\$7.0 million (not including the value of lost production during this shutdown). A general maintenance shutdown of our Olefins 1 commenced on May 23, 2008 with an estimated duration of approximately 35 days at an expected cost of R\$95 million (not including the value of lost production during this shutdown or investments in productivity enhancements).



The last general maintenance shutdown of our Aromatics 1 unit was carried out in 2005 and lasted 30 days. The cost of servicing this unit was approximately R\$21 million (not including the value of lost production during this shutdown or investments in productivity enhancements). We no longer perform general maintenance shutdowns of our Aromatics 1 unit and instead perform general maintenance shutdowns of specific plants or groups of plants in this unit. We performed maintenance of the parex plant of the Aromatics 1 unit during a shutdown of this plant during 2007 that lasted 52 days. The cost of servicing this plant was approximately R\$19 million (not including the value of lost production during this shutdown or investments in productivity enhancements). A general maintenance shutdown of the butadiene plant and the commons systems associated with Olefins 1 commenced on May 23, 2008 with an estimated duration of approximately 30 days at an expected cost of R\$16 million (not including the value of lost production during this shutdown or investments in productivity enhancements). The next general maintenance shutdown of the Catalyst Reform plant and the plants comprising the C8 loop has been scheduled for September 2009 with an estimated duration of approximately 30 days at an expected cost of R\$35 million (not including the value of lost production during this shutdown or investments in productivity enhancements).

The last general maintenance shutdown of our Aromatics 2 and Olefins 2 units (which form part of the same basic petrochemicals facility) was carried out in 2004 and lasted 36 days. The cost of servicing these units was approximately R\$89 million (not including the value of lost production during this shutdown). The next general shutdown of our Aromatics 2 and Olefins 2 units has been scheduled for 2010 with an estimated duration of approximately 25 days.

### ***Copesul***

Because Copesul has two independent Olefins units, we may continue production of basic petrochemicals without interruption, even while we perform certain maintenance services. We occasionally undertake other brief shutdowns of Copesul's operations that do not materially affect our production output, primarily for maintenance purposes, catalyst regeneration and equipment cleaning. Regular maintenance of Copesul's plants requires complete plant shutdowns from time to time, and these shutdowns usually take approximately 30 days to complete.

The last general maintenance shutdown of Copesul's Olefins 1 unit and Aromatics unit was carried out beginning in April 2008 and lasted for 38 days. The cost of servicing the unit was approximately R\$55.0 million (not including the value of lost production during this shutdown). The next general shutdown of Copesul's Olefins 1 unit and Aromatics unit has been scheduled for 2014.

The last general maintenance shutdown of Copesul Olefins 2 unit was carried out in 2005 and lasted for 32 days. The cost of servicing the unit was approximately R\$44.1 million (not including the value of lost production during this shutdown). The next general shutdown of this unit has been scheduled for April 2011 with an estimated duration of approximately 30 days.

### ***Polyolefins and Ipiranga Petroquímica***

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



### ***Vinyls Unit***

We have a regular maintenance program for each of our vinyls plants. Our Camaçari and Alagoas PVC plants are generally shut down for 15 to 20 days every two years to allow for regular inspection and maintenance. The last general maintenance shutdown of our PVC plant in Camaçari was carried out in May 2006 and lasted for 14 days. The next general maintenance shutdown of this plant is scheduled for November 2009. The last general maintenance shutdown of our PVC plant in Alagoas was carried out in April 2007 and lasted for seven days. The next general maintenance shutdown of this plant is scheduled for October 2008. Our São Paulo PVC plant does not require prolonged maintenance shutdowns, resulting in shutdowns of two or three days each year for regular maintenance. Prior to 2007, our caustic soda and chlorine plant in Alagoas was generally shut down for 15 days of maintenance every two years. Beginning in 2007, our maintenance schedule at this plant has been altered so that we will now shut down this plant once a year for three days of maintenance in different parts of the plant. The last general maintenance shutdown of this plant was carried out in October 2006 and lasted for five days. Our caustic soda and chlorine plant in Camaçari does not require prolonged maintenance shutdowns and is shut down for two or three days each year.

### **Environmental Regulation**

We are subject to Brazilian federal, state and local laws and regulations governing the discharge of effluents and emissions into the environment and the handling and disposal of industrial waste and otherwise relating to the protection of the environment.

Under federal and state environmental laws and regulations, we are required to obtain operating permits for our manufacturing facilities. State authorities in the State of Bahia issued operating permits for our plants in the Northeastern Complex in 2000, which were renewed in 2005 for a six-year term. Our environmental operating permit obligates us to engage in systematic measures for the treatment of wastewater and hazardous solid waste. State authorities in the State of Rio Grande do Sul, where our Southern Complex plants are located, including Copesul's plants and some of Ipiranga Petroquímica's plants, regulate our operations by prescribing specific environmental standards in our operating permits, which must be renewed every four years. Copesul's operating permit was renewed in 2008 and the operating permits for our polyethelene and polypropylene plants were renewed on various dates in 2006 and 2007. State authorities in the States of Alagoas and São Paulo have issued permits for our plants in those respective complexes, which also must be renewed every four years. If any of our environmental licenses and permits lapse or are not renewed or if we fail to obtain any required environmental licenses and permits, we may be subject to fines ranging from R\$500 to R\$50.0 million, and the Brazilian government may partially or totally suspend our activities and impose civil and criminal sanctions on our company or both. All our environmental licenses and permits are in full force and effect.

All projects for the installation and operation of industrial facilities in the Northeastern Complex are subject to approval by the Council for Environmental Protection of the State of Bahia or by the Environmental Resources Center, the State's Environmental Protection Council's technical office, depending on the complexity of the facility. The State's Research and Development Center and other outside consultants act as technical advisors to the Environmental Resources Center. The State's Environmental Protection Council must approve installed projects prior to their commencement of operations and must renew such approval every five years thereafter.

All projects for the installation, modification and operation of industrial facilities in the Southern Complex are subject to approval by the Rio Grande do Sul State Environmental Protection Foundation. The Rio Grande do Sul State Environmental Protection Foundation must approve installed projects prior to their commencement of operations and must renew such approval every four years thereafter.

CETREL S.A. Empresa de Proteção Ambiental, or Cetrel, treats wastewater generated by our company and the other petrochemical producers at the Northeastern Complex at a liquid effluents treatment station located in the Northeastern Complex. This treatment station also includes a system for the collection and disposal of contaminated wastewater. Cetrel also stores and incinerates, treats and disposes of hazardous solid waste. For other kinds of solid waste, Cetrel maintains a landfill. Cetrel has installed two hazardous solid waste incinerators with a total annual incineration capacity of 16,600 tons. One of these incinerators has an annual incineration capacity of 4,400 tons and is used to dispose of chlorinated residue, and the other incinerator has an annual incineration capacity of 12,000 tons and is used to dispose of non-chlorinated residue. Another Brazilian company co-processes hazardous solid waste in a cement kiln located in the city of Pedro Leopoldo, State of Minas Gerais.

In January 1996, Cetrel obtained its BS 7750 environmental certification (British Standard) and in September 1996 became one of the first companies in the world to receive the ISO 14001 certification, an international standard for environmental control. In 1998, Cetrel obtained certification of its laboratory by the ISO Guide 25 standards system from the Brazilian Institute of Metrology and Industrial Quality.

Companhia Riograndense de Saneamento, or Corsan, a state-owned environmental company, operates an integrated system for liquid effluents treatment, or Sitel, in the Southern Complex. Sitel treats wastewater generated by our company and the other petrochemical producers at the Southern Complex at a liquid effluents treatment station located in the Southern Complex. This treatment station also includes a system for the collection and disposal of contaminated wastewater. Corsan also operates a centralized system for solid waste control, or Sicecors, in the Southern Complex. Sicecors centralizes the collection, treatment and final disposal of solid waste that is generated in the Southern Complex. Sicecors stores, treats and disposes of hazardous solid waste. For other kinds of solid waste, Sicecors maintains a landfill. Sitel and Sicecors received ISO 14001 certifications in 2001.

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

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

Our consolidated annual expenditures on environmental control were R\$92.7 million in 2007, R\$73.8 million in 2006 and R\$71.7 million in 2005. To dispose of our industrial wastewater and solid hazardous waste, we contract our jointly controlled company Cetrel at the Northeastern Complex, Corsan at the Southern Complex, our subsidiary Companhia Alagoas Industrial Cinal at Alagoas, and other third parties. These companies treat our industrial waste immediately after this waste is generated and dispose of our solid waste. Our consolidated environmental expenses relate to our continuous control and monitoring policies, and we do not have any material future environmental liabilities related to our ongoing operations.

We have established a provision for environmental contingencies in the amount of R\$18.4 million at December 31, 2007. However, our environmental compliance costs are likely to increase as a result of the projected increase in our production capacity and projected increases in unit costs for treatment and disposal of industrial waste as well as the cost of compliance with future environmental regulations.

Our environmental compliance in 2007 included the following results:

- no significant environmental accidents in 2007; and
- no fines were levied on any of our plants by state environmental authorities during 2007.

In September 2002, we created a Health, Safety and Environment Committee, composed of leaders of each of our business units and other members of our management. This committee supports and monitors our environmental, health and safety efforts. In February 2003, our board of directors approved a comprehensive health, safety and environment policy, as we recognize that sustainable development and ethical practices are essential to our continued growth and performance. As part of this policy, we are committed to:

- expanding our relationship with the communities in which we operate;
- continually improving the health, safety and environmental aspects of our processes, products and services by promoting innovation and complying with evolving health, safety and environmental standards;
- implementing preventive measures to promote (1) the health and quality of life of people in the communities in which we operate, and (2) the safety of our workers, third parties and others involved or affected by our processes; and
- the efficient use of natural resources.

## Safety and Quality Control

### Safety

We have adopted a policy that makes all of our officers, directors and employees responsible for the safety of our workers and for preserving the environment.

We participate in the Responsible Care program, which establishes international standards for environmental, occupational health and safety practices for chemical manufacturers. Through our participation in this program, we adopted policies and procedures that require us to follow detailed instructions in matters of health, safety and the environment. We seek to maintain these environmental standards and have qualified each of our plants for NBR-ISO 9001 and 14001 certification, which includes internationally prescribed environmental management practices. We are currently implementing health, safety and environmental standards based on OSHAS 18001 and standards issued by the U.S. Occupational Safety and Health Administration.

Our safety record ranks above the average of companies in the Brazilian chemical industry. The following table illustrates our progress in terms of our safety record and compares our safety record to the average for the Brazilian chemical industry:

	Year Ended December 31,			
	2007	2006	2005	2006 (1)
	<u>Braskem</u>			<u>Brazilian Chemical Industry Average</u>
<b>Safety Indicator</b>				
Braskem:				
Index of Accident				
Frequency (accidents/200,000 man-hours)	0.2	0.3	0.2	2.8
Index of Severity (lost and deducted days/200,000 man-hours)	5	3	4	32
Copesul:				
Index of Accident				
Frequency (accidents/200,000 man-hours)	2.0	2.46	2.28	2.8
Index of Severity (lost and deducted days/200,000 man-hours)	23	41	27	32
Ipiranga Petroquímica:				
	0.6	1.4		2.8

Index of Accident Frequency (accidents/200,000 man-hours)			
Index of Severity (lost and deducted days/200,000 man-hours)	36	67	32

(1) Brazilian petrochemical industry average of the members of Brazilian Association of Chemical Industry and Derivative Products for 2006, as reported by the Brazilian Association of Chemical Industry and Derivative Products.



Our safety record in 2007 included the following results:

- a 41% decrease in our rate of personal accidents of all types, compared to 2006;
- 11 of our 18 units had no accidents causing injuries requiring a worker to be absent from work during 2007; and
- our total cost resulting from accidents was approximately 50% higher than in 2006.

Each of our industrial plants is equipped with a comprehensive firefighting safety system. At the Northeastern Complex, water is available from a 200,000 cubic meter artificial lake, connected to the industrial plants by a pumping station and a distribution network and built according to international safety standards. We and the other companies in the Northeastern Complex maintain emergency equipment and trained safety crews. The safety plan for the Northeastern Complex provides for firefighting brigades of all companies in the complex to jointly assist in the event of any major accidents. The Northeastern Complex has safety standards for construction density and the design of pipelines and highways.

Similar systems are employed at our plant in the State of Alagoas and our plant in the State of São Paulo (except with respect to safety standards for construction density and design of pipelines and highways, as we do not have such facilities in São Paulo).

Each of the nine companies that operate in the Southern Complex relies on its own supply of water from nearby lakes and water tanks for firefighting capabilities. Copesul relies on a 7,400 cubic meter artificial pond, with an additional 12,600 cubic meter pond available in case of emergencies. Both water sources are connected to Copesul's facilities by a pumping station and a distribution network, which currently employs seven water pumps, built according to international safety standards. Copesul also maintains emergency equipment and trained safety crews. In addition, Copesul's safety plan provides for firefighting brigades consisting of six technicians and 14 operational and maintenance technicians per shift. Copesul and the other companies located in the Southern Complex are supported by the Southern Complex's Mutual Plan of Emergency (*Plano de Auxílio Mútuo do Pólo*). Copesul's commitment to safety includes the operation of a training center for its safety crews that simulates emergencies typical to the petrochemical industry. Similar systems are employed at the facilities of Ipiranga Petroquímica and our Polyolefins Unit in the Southern Complex.

We have obtained OSHAS 18001 certification of our Basic Petrochemical Unit and Copesul. This certification relates to our employee health and safety management system.

### ***Quality Control***

Our quality control management uses ISO 9001/00, an internationally recognized quality control standard, and ISO 14001, an internationally recognized environmental control standard, as its base. We have instituted systematic improvement processes in our operational areas, focusing on integrating production, maintenance, inventory management, customer satisfaction and profitability.

We have obtained ISO 9001 certifications for all of our products. We have also obtained ISO 14001 certifications for all of our industrial plants. These certifications take into account both the quality of our products and the quality of our operating procedures.

## Property, Plant and Equipment

Our properties consist primarily of petrochemical production facilities in Camaçari in the State of Bahia, in Triunfo in the State of Rio Grande do Sul, in Maceió in the State of Alagoas and in São Paulo in the State of São Paulo. Our principal executive offices are located in São Paulo in the State of São Paulo, and we have an administrative support office in the City of Rio de Janeiro. We also have equity interests in investments located in other parts of the country. We own all our production facilities, but we generally rent our administrative offices.

The following table sets forth our properties at December 31, 2007 by location of facilities, products produced and size of plant.

Type of Product or Service	Location of Facilities	Size of Plant
		(in hectares (1))
Basic petrochemicals	Camaçari	65.5
Basic petrochemicals	Triunfo	152.8
Waste disposal	Marechal Deodoro	34.3
Polyethylene	Camaçari	24.5
Caustic soda/EDC/chlorine	Maceió	15.0
PVC/caustic soda/chlorine	Camaçari	12.6
Polyethylene	Triunfo	30.5
Polypropylene	Triunfo	10.0
Caprolactam	Camaçari	8.1
PVC	Marechal Deodoro	7.0
PET(2)	Camaçari	6.2
PVC	Vila Prudente/Capuava	3.2

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

(2) On May 16, 2007, we temporarily closed our PET plant.

The descriptions of each of our business units above contain detailed charts showing the location, primary products, annual production capacity and historical annual production for each of our company's production facilities.

We believe that all of our production facilities are in good operating condition. At December 31, 2007, the consolidated net book value of our property, plant and equipment was R\$8,404.1 million. Without giving effect to the proportional consolidation of our jointly controlled companies, the net book value of our property, plant and equipment was R\$8,002.8 million.

Certain of our properties located in the Northeastern Complex (including our DMT plant and all of the equipment located in this plant) and two of our polyolefins plants in the Southern Complex are mortgaged or pledged to secure certain of our financial transactions.

## Insurance

Braskem carries insurance for its plants against material damage and consequent business interruption through all risks policies with a total replacement value of US\$6.1 billion. Our insurance coverage is underwritten in the Brazilian insurance market by large Brazilian insurance companies. Approximately 83% of our insurance coverage is reinsured

in the international insurance market. Our existing all risks policies are in force until November 30, 2008 and are renewed annually.

The material damage insurance provides insurance coverage for losses due to accidents resulting from fire, explosion and machinery breakdown, among others. This coverage has a maximum indemnification limit of US\$1.9 billion per event (combined material damage and business interruption coverage) and has deductibles of up to US\$5 million depending on the plant. The business interruption coverage provides insurance for losses resulting from interruptions due to any material damage covered by the policy. This coverage is calculated to insure against losses up to US\$956.9 million due to shutdowns extending beyond 60 days. The losses are covered until the plant and production are fully re-established, with maximum indemnity periods ranging from 12 to 24 months.

Copesul carries insurance with the same terms and conditions as Braskem with a total replacement value of US\$2.3 billion, a maximum indemnification limit of US\$1.6 billion per event (combined material damage and business interruption coverage) and a deductible of up to US\$10 million. The business interruption coverage contracted by Copesul insures against losses of up to US\$ 490.7 million for an indemnity period of 24 months.

Ipiranga Petroquímica carries property damage insurance to cover its plants and business interruptions with a total replacement value of US\$509.2 million, a maximum indemnification limit of US\$500 million per event (combined material damage and business interruption coverage), and a deductible of US\$750,000. The business interruption coverage contracted by Ipiranga Petroquímica insures against losses of up to US\$204 million for an indemnity period of 18 months.

We also have a third-party liability policy, which covers losses for damages caused to third parties from our operations, including sudden environmental pollution, up to a limit of US\$60 million per loss or occurrence in the case of Braskem, US\$35 million in the case of Copesul and R\$50 million in the case of Ipiranga Petroquímica.

In addition to these policies, we maintain other insurance policies for specific risks, including directors and officers liability coverage, marine and transportation insurance, automotive insurance and other kinds of coverages that are not covered by our all risks policies.

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

### **Antitrust Matters**

Under Brazilian Law No. 8,884/94, any transaction that results in a concentration of market share equal to or greater than 20.0% of any relevant market or that involves any company or group of companies with annual gross sales of R\$400.0 million or more must be submitted to and approved by the Brazilian antitrust authorities, which consist of three entities:

- CADE, an independent agency consisting of a president and six members;
- Economic Law Office of the Ministry of Justice (*Secretaria de Direito Econômico*), or SDE; and
- SEAE, which reviews transactions from an economic viewpoint.

CADE is the antitrust authority responsible for reviewing and authorizing transactions that may lead to economic concentration. SEAE and SDE analyze the economic and legal implications of mergers and acquisitions under Brazilian antitrust law. As part of the antitrust review process, SDE, SEAE, the attorney general of CADE and the Brazilian federal public prosecutor each render preliminary opinions, which are delivered to the members of CADE. The members of CADE then render a final decision.

The Ipiranga Transaction is subject to the final approval of the Brazilian antitrust authorities. However, Brazilian law permits us to consummate these transactions prior to receiving this final approval, unless CADE issues a writ of prevention blocking a transaction or requires the parties to enter into an agreement permitting the effects of the transaction to be reversed which, by its terms, delays the consummation of the transaction. Our company, together with Ultrapar and Petrobras, submitted the terms and conditions of the Ipiranga Transaction for review by the Brazilian antitrust authorities in April 2007.

In April 2007, CADE issued a writ of prevention relating to the Ipiranga Transaction, which, among other things, prevented our exercise of strategic management control over Ipiranga Química and Ipiranga Petroquímica. In issuing the writ of prevention, CADE stated that the purpose of the writ of prevention was to guarantee that the Ipiranga Transaction could be reversed in the event that CADE so determined following its review of the Ipiranga Transaction. In April 2007, CADE revoked this writ of prevention upon the agreement of our company to execute the Reversibility Agreement designed to preserve the reversibility of the Ipiranga Transaction. Under the Reversibility Agreement, we agreed to preserve all of the assets acquired in the Ipiranga Transaction until CADE makes a final determination with respect to the Ipiranga Transaction, and we are permitted to effectively own and manage these assets pending this final determination.

Although the terms and conditions of the Ipiranga Transaction were submitted to the Brazilian antitrust authorities in four separate filings reflecting the separate markets affected by the Ipiranga Transaction, on September 19, 2007, CADE decided that the four filings should be analyzed and submitted for approval together.

SEAE issued a favorable opinion with respect to the Ipiranga Transaction in February 2008. Approval of this transaction by CADE remains pending.

Although we believe that the Petrobras Transaction is not subject to the final approval of the Brazilian antitrust authorities, because the Petrobras Transaction is a follow-on transaction to the Ipiranga Transaction and does not involve any change of control of our company or Petrobras, we and Petrobras submitted the terms and conditions of the Petrobras Transaction to the Brazilian antitrust authorities in December 2007.

The SEAE and the SDE issued favorable opinions with respect to the Petrobras Transaction in April 2008. Approval of this transaction by CADE remains pending.

There can be no assurances that the Brazilian antitrust authorities will approve the Ipiranga Transaction as currently structured, agree with our analysis of the Petrobras Transaction, or that these authorities will not impose additional conditions on these transactions.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS.**

None.

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

*The following discussion of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements at December 31, 2007 and 2006 and for the three years ended December 31, 2007 included in this annual report, as well as with the information presented under Introduction and Item 3. Key Information Selected Financial Information.*

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

The discussion and analysis of our financial condition and results of operations has been organized to present the following:

- a brief overview of our company and the principal factors that influence our results of operations, financial condition and liquidity;
- a review of our financial presentation and accounting policies, including our critical accounting policies;
- a discussion of the principal factors that influence our results of operations;
- a discussion of our results of operations for the years ended December 31, 2007, 2006 and 2005;



- a discussion of developments since the end of 2007 that may materially affect our results of operations, financial condition and liquidity;
- a discussion of our liquidity and capital resources, including our working capital at December 31, 2007, our cash flows for the years ended December 31, 2007, 2006 and 2005, and our material short-term and long-term indebtedness at December 31, 2007;
- a discussion of our off-balance sheet arrangements;
- a discussion of our capital expenditures and our contractual commitments; and
- a qualitative and quantitative discussion of market risks that we face.

## Overview

We are the leading petrochemical company in Latin America, based on average annual production capacity in 2007. We are also the third largest Brazilian-owned private sector industrial company, based on net sales revenue in 2006 (the most recent year for which comparative information is currently available). We recorded net sales revenue of R\$17,679.4 million and net income of R\$547.6 million in 2007. We produce a diversified portfolio of petrochemical products in our 19 plants in Brazil and have a strategic focus on polyethylene, polypropylene and PVC. We were the first Brazilian company with integrated first and second generation petrochemical production facilities.

Our results of operations have been significantly influenced by (1) beginning in the second quarter of 2007, the effects of the Ipiranga Transaction and our consolidation of the assets, liabilities and results of operations of Ipiranga Química, Ipiranga Petroquímica and Copesul as from April 1, 2007, and (2) to a lesser extent, beginning in the second quarter of 2006, the effect of the Politeno Acquisition on April 6, 2006 and our full consolidation of the assets, liabilities and results of operations of Politeno and the inclusion of Politeno's results in our Polyolefins segment as from April 1, 2006. In addition, our results of operations for the years ended December 31, 2007, 2006 and 2005 have been influenced, and our results of operations will continue to be influenced, by a variety of factors, including:

- the growth of Brazilian GDP, which grew by 5.4% in 2007, 3.7% in 2006 and 2.3% in 2005, which affects the demand for our products and, consequently, our domestic sales volume;
- the expansion of global production capacity for the products that we sell and the growth rate of the global economy;
- the international market price of naphtha, our principal raw material, expressed in dollars, which increased by 60.5% in 2007, 5.1% in 2006 and 35.7% in 2005 and which has increased the cost of producing our products;
- increases in the average domestic prices of our principal thermoplastic products expressed in dollars as a result of our ability to pass through our increased raw material costs;
- our capacity utilization rates, which increased for many of our products during 2007 as a result of higher demand for our products, increased efficiency at many of our production facilities and fewer scheduled maintenance stoppages;
- the appreciation of the Brazilian *real* against the U.S. dollar by 17.2% in 2007, 8.7% in 2006 and 11.8% in 2005, which has affected the amounts as expressed in *reals* of our net sales revenues, our cost of sales and services rendered and some of our operating and other expenses that are denominated in or linked to U.S.



dollars, and has affected our financial expenses as a result of our significant U.S. dollar-denominated liabilities that require us to make principal and interest payments in U.S. dollars;

- the level of our outstanding indebtedness, the decline of benchmark interest rates in Brazil during 2007, 2006 and 2005, which has reduced our interest expenses on our *real*-denominated floating rate debt, and the prevailing LIBOR rate, which affects our interest expenses on our dollar-denominated floating rate debt;
- inflation rates in Brazil, which were 7.9% in 2007, 3.8% in 2006 and 1.2% in 2005 as measured by the General Price Index Internal Availability, and the effects of inflation on our operating expenses denominated in *reais* and our *real*-denominated debt that is indexed to take into account the effects of inflation or bears interest at rates that are partially adjusted for inflation;
- the results of operations of those companies in which we have or had minority equity interests, such as Copesul, Politeno and Petroflex, a portion of which are or were consolidated into our results of operations as required by Brazilian GAAP; and
- the tax policies adopted by, and resulting tax obligations to, the Brazilian government and the governments of the Brazilian states in which we operate.

Our financial condition and liquidity is influenced by a variety of factors, including:

- our ability to generate cash flows from our operations;
- prevailing Brazilian and international interest rates and movements in exchange rates, which affect our debt service requirements;
- our ability to continue to be able to borrow funds from Brazilian and international financial institutions and to sell our debt securities in the Brazilian and international securities markets, which is influenced by a number of factors discussed below; and
- our capital expenditure requirements, which consist primarily of maintenance of our operating facilities, expansion of our production capacity and research and development activities.

## **Financial Presentation and Accounting Policies**

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

We have prepared our consolidated financial statements at December 31, 2007 and 2006 and for the three years ended December 31, 2007 in accordance with Brazilian GAAP, which differs in certain respects from U.S. GAAP.

Our consolidated financial statements have been prepared in accordance with Instruction 247. Instruction 247 requires our company to proportionally consolidate jointly controlled companies that are not our subsidiaries.

Prior to March 31, 2006, we proportionally consolidated the results of Politeno in our consolidated financial statements. As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of our Company, we have fully consolidated Politeno's results in our consolidated financial statements and included Politeno's results in our Polyolefins segment as from April 1, 2006.

Prior to March 31, 2007, including for the first three months of 2007, we proportionally consolidated the results of Copesul in our consolidated financial statements. As a result of the Ipiranga Transaction, we have fully consolidated Copesul's results in our consolidated financial statements and included Copesul's results as a separate segment as from April 1, 2007.

Prior to November 30, 2007, we proportionally consolidated the results of Petroflex in our consolidated financial statements. As a result of our entering into an agreement in December 2007 to sell our interests in Petroflex, we accounted for our interest in Petroflex in our Brazilian GAAP financial statements using the equity method as from December 1, 2007.

**Reclassifications**

Our consolidated financial statements included in this annual report reflect reclassifications in 2005 of some items to provide for a better comparison among 2006 and 2005. For more information about these reclassifications, see Introduction Financial Statements.

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

We have implemented an organizational structure that we believe reflects our business activities and corresponds to our principal products and production processes. We now have seven business units and report our results by seven corresponding segments to reflect this organizational structure:

- *Basic petrochemicals* This segment includes our production and sale of basic petrochemicals at the Northeastern Complex and our supply of utilities to second generation producers, including some producers owned or controlled by our company.
- *Copesul* This segment includes the operations of Copesul, which consist of the production and sale of basic petrochemicals at the Southern Complex, and our supply of utilities to second generation producers, including some producers owned or controlled by our company. This segment began reporting as from April 1, 2007 as a result of the Ipiranga Transaction.
- *Polyolefins* This segment includes the production and sale of polyethylene and polypropylene by our company, excluding the operations of Ipiranga Petroquímica.
- *Ipiranga Petroquímica* This segment includes the operations of Ipiranga Petroquímica, which consist of the production and sale of polyethylene and polypropylene. This segment began reporting as from April 1, 2007 as a result of the Ipiranga Transaction.
- *Vinyls* This segment includes our production and sale of PVC, caustic soda and EDC.
- *Business development* This segment includes our production and sale of other second generation petrochemical products, such as PET and caprolactam.
- *Ipiranga Química* This segment includes the operations of Ipiranga Petroquímica, which consist of the distribution of products manufactured by Ipiranga Petroquímica and other domestic and international companies. This segment began reporting as from April 1, 2007 as a result of the Ipiranga Transaction.

We evaluate and manage business segment performance based on information generated from our statutory accounting records, which are maintained in accordance with Brazilian GAAP, and, accordingly, the segment data included in this annual report is presented under Brazilian GAAP. We have included a reconciliation of the operating results of our segments to our consolidated results under Results of Operations below.

In June 2008, we began the implementation of a new organizational structure under which we will have four business units and report our results by four corresponding segments to reflect this organizational structure:

- *Basic petrochemicals* This segment will include our production and sale of basic petrochemicals at the Northeastern Complex and the Southern Complex, and our supply of utilities to second generation producers, including some producers owned or controlled by our company. This segment will include the operations of our former basic petrochemicals segment and our former Copesul segment.

- *Polymers* This segment includes the production and sale of second generation products, including polyethylene, polypropylene and PVC, by our company. This segment will include the operations of our former pololefins segment, our former Ipiranga Petroquímica segment, our former vinyls segment, our former business development segment and our former Ipiranga Química segment.

- *International* This segment includes the development of our petrochemicals operations outside of Brazil, and will include our interests in Propilsur, Polimerica and our joint venture with Petróleos de Perú Petroperú S.A.
- *New businesses* This segment includes the development of new businesses and technologies in Brazil, including our investment in the new polyethylene plant that we plan to construct to produce resins using sugar cane ethanol.

### ***Critical Accounting Policies***

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

- *Provision for doubtful accounts.* We record a provision for doubtful accounts in an amount considered sufficient to cover estimated losses on the realization of the receivables, taking into account our loss experience. Management established that in the end of each month, the provision should correspond to the average of the last 12 months of the following sum: (i) 50% of the amount of the overdue accounts receivables aged from 90 to 180 days; (ii) 100% of the amount of the overdue accounts receivables aged from 180 days on and (iii) 100% of the amount of the accounts receivables in recovery by the legal department.
- *Impairment and depreciation and amortization of permanent assets:* Current accounting practice requires use of undiscounted cash flow in order to evaluate any impairment on long-lived assets, for which discounted cash flow should be used whenever circumstances under undiscounted cash flow indicate impairment. We perform annual cash flow studies to determine if the accounting value of our assets, primarily our property, plant and equipment, goodwill and other intangible assets, is compatible with the profitability resulting from the respective business units. If the cash flows are lower than the accounting value, we record a provision for impairment of the asset's value. In order to estimate future cash flows, we must make various assumptions about matters that are highly uncertain, including future production and sales, product prices (which we estimate based on current and historical prices, price trends and related factors), future taxes payable and operating costs. All cash flows have been assembled by using current variables and discounted considering Braskem weighted average cost of capital - WACC, which is calculated by applying capital asset pricing model in order to determine the cost of equity and the cost of raising new long-term debt at marginal rate of corporate one to determine the effective cost of debt. We regularly recognize expenses related to the depreciation of our property, plant and equipment and to the amortization of our deferred charges, goodwill and other intangible assets. The rates of depreciation or amortization are based on our or on third-party estimates of the useful lives of the fixed assets or otherwise over the periods during which these assets can be expected to provide benefits to us.
- *Valuation of investments.* We record long-term investments at cost or under the equity accounting method, depending on our participation in voting capital and the degree of influence that we exercise over the operations of the companies involved. We evaluate the fair value of investments for impairment whenever the performance of the underlying entity indicates that impairment may exist. In such cases, the fair value of the investments is estimated principally based on discounted estimated cash flows using assumptions. Arriving at assumptions and estimates concerning these cash flows is a complex and often subjective process involving estimation of future revenues, costs and taxes.

- *Valuation of derivative instruments.* We use swaps, non-deliverable forwards, non-deliverable options and other derivative instruments to manage risks from changes in foreign exchange and interest rates. We record these instruments at their estimated fair market value based on market quotations for similar instruments, and based on standard mark-to-market practices, which take into account reliable market curves for interest rates, foreign exchange rates and volatility.
- *Pension plans.* For defined benefit plans that we sponsor, we calculate our funding obligations based on calculations performed by independent actuaries using assumptions that we provide about interest rates, investment returns, levels of inflation, mortality rates and future employment levels. These assumptions directly impact our liability for accrued pension costs and the amounts we record as pension costs. In June 2005, Braskem announced that it intends to withdraw as a sponsor of its defined benefit plans. Unrecognized actuarial gains and losses are amortized either over the estimated future service period of employees or over the estimated period of the plan final settlement, whichever is less.

- *Deferred taxes.* We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities using prevailing tax rates. We regularly review any deferred tax assets for recoverability and reduce their carrying value, as required, based on our historical taxable income, projected future taxable income and the expected timing of any reversals of existing temporary differences. If one of our subsidiaries operates at a loss or is unable to generate sufficient future taxable income, or if there is a material change in the actual effective tax rates or the time period within which the underlying temporary differences become taxable or deductible, we evaluate the need to reduce partially or completely the carrying value of our deferred tax assets.
- *Contingencies.* We are currently involved in numerous judicial and administrative proceedings, as described under “Item 8. Financial Information” and in notes 9, 16, 17 and 21 to our consolidated financial statements. We record accrued liabilities for contingencies that we deem probable of creating an adverse effect on the result of operations or financial condition. We believe that these contingencies are properly recognized in our financial statements. We are also involved in judicial and administrative proceedings that are aimed at obtaining or defending our legal rights with respect to taxes that we believe to be unconstitutional or otherwise not required to be paid by our company. We believe that these proceedings will ultimately result in tax credits or benefits, which we do not recognize in our financial statements until the contingency has been resolved. When, based on favorable but appealable court decisions, we use tax credits or benefits in dispute to offset current tax obligations, we establish a provision equal to the amount used and maintain the provision until a final decision on those credits or benefits. Our provisions include interest on the tax obligations we have offset with disputed credits or benefits at the interest rate defined in the relevant tax law.

## Principal Factors Affecting Our Results of Operations

### *Effects of the Ipiranga Transaction*

On March 18, 2007, we entered into the Ipiranga Investment Agreement with Ultrapar and Petrobras. On the same date, Ultrapar and the controlling shareholders of RPI, CBPI and DPPI entered into the Purchase Agreement, with our company and Petrobras as intervening parties. As a result of the Ipiranga Transaction:

- we own, directly and indirectly, shares of Copesul representing 62.7% of the total and voting share capital of Copesul; and
- we own shares of Ipiranga Química representing 60% of its total share capital and voting share capital, which in turn owns all of the total share capital and voting share capital of Ipiranga Petroquímica.

Upon the final completion of the fourth phase of the Ipiranga Transaction, we will own shares of RPI representing 33.3% of total share capital and voting share capital of RPI.

As a result of the Ipiranga Transaction, we have fully consolidated the results of Copesul and its subsidiaries and consolidated the results of Ipiranga Química and its subsidiaries, including Ipiranga Petroquímica, into our financial statements as from April 1, 2007. We have accounted for each of Copesul, Ipiranga Química and Ipiranga Petroquímica as separate segments in our financial statements as from the same date. In addition, we have accounted for our interest in the results of RPI under the equity method in our financial statements as from April 1, 2007.

The total purchase price to our company of the shares of Ipiranga Química that we have acquired and the shares of RPI that we will acquire from Ultrapar in the Ipiranga Transaction was R\$1,489.1 million. In addition, we paid R\$1,418.5 million for the Copesul shares not owned by our company, Ipiranga Petroquímica, Petroquisa or Triunfo and R\$117.9 million for the shares of Ipiranga Petroquímica not owned by Ipiranga Química.





We financed the Ipiranga Transaction through borrowings of US\$1,200.0 million under our Acquisition Credit Agreement, US\$312.5 million under an export prepayment agreement with PIFCo and US\$61.0 million under two short-term financing transactions.

For additional information regarding the Ipiranga Transaction, see Item 4. Information on the Company Ipiranga Transaction.

### ***Growth of Brazil's Gross Domestic Product and Domestic Demand for Our Products***

Sales in Brazil represented 76.2% of our net sales revenue in 2007. As a Brazilian company with substantially all of our operations in Brazil, we are significantly affected by economic conditions in Brazil. Our results of operations and financial condition have been, and will continue to be, affected by the growth rate of GDP in Brazil because our products are used in the manufacture of a wide range of consumer and industrial products.

Because of our significant market share in many of the Brazilian markets in which our petrochemical products are sold, fluctuations in Brazilian demand for polyethylene, polypropylene and PVC affect our production levels and net sales revenue. GDP in Brazil grew at an estimated compound average annual rate of 2.8% from 1998 through 2007. From 1998 through 2007, the consumption volumes in Brazil of polyethylene, polypropylene and PVC increased at compound average annual rates of 4.4%, 7.9% and 3.3%, respectively.

In 2005, GDP in Brazil increased by 2.3%. In 2005, Brazilian consumption volumes of polyethylene decreased by 1.7%, polypropylene increased by 2.9% and PVC increased by 2.4%, respectively, compared to 2004.

In 2006, GDP in Brazil increased by 3.7%. In 2006, Brazilian consumption volumes of polyethylene increased by 11.4%, polypropylene increased by 4.6% and PVC increased by 10.5% compared to 2005.

In 2007, GDP in Brazil increased by 5.4%. In 2007, Brazilian consumption volumes of polyethylene increased by 7.1%, polypropylene increased by 10.3% and PVC increased by 14.5%, respectively, compared to 2006.

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

Our management believes that there has been a trend in Brazil during the last several years toward the use of plastics as substitutes for more traditional materials, such as steel, aluminum, glass and paper. Our management anticipates that this trend will continue to stimulate the domestic demand for petrochemical products suitable for use in a variety of applications, including construction, industrial processes, agriculture and packaging. However, trends in the substitution of materials depend on many factors beyond our control, and the current beliefs of our management may prove to be incorrect.

### ***Cyclicalities Affecting the Petrochemical Industry***

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

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

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

- during periods of reduced demand, the high fixed cost structure of the capital intensive petrochemicals industry generally leads producers to compete aggressively on price in order to maximize capacity utilization;
- significant capacity additions, whether through plant expansion or construction, can take two to three years to implement and are therefore necessarily based upon estimates of future demand; and
- as competition in petrochemical products is generally focused on price, being a low-cost producer is critical to improved profitability. This favors producers with larger plants that maximize economies of scale, but construction of plants with high capacity may result in significant increases in capacity that can outstrip demand growth.

Rio Polímeros, a Brazilian petrochemical company, commenced operations of a major petrochemical plant in Brazil in 2005. The maximum annual capacity of this plant is 520,000 tons of ethylene, 75,000 tons of propylene and 540,000 tons of polyethylene. In addition:

- in April 2008, our jointly controlled company Paulínia, commenced operations of a polypropylene plant that has an initial annual production capacity of 350,000 tons of polypropylene;
- in 2006, (1) Copesul expanded its annual ethylene production capacity by 65,000 tons and its annual propylene production capacity by 49,000 tons in January; (2) Ipiranga Petroquímica expanded its annual polypropylene production capacity by 30,000 tons in January; (3) Suzano expanded its polypropylene annual production capacity by 60,000 tons in July; and (4) we increased our annual HDPE production capacity by 30,000 tons in September and our annual isoprene production capacity by 8,800 tons in November; and
- in 2005, (1) Solvay expanded its annual PVC production capacity by 30,000 tons in December; and (2) we increased our annual polyethylene production capacity by 30,000 tons in October and our annual PVC production capacity by 50,000 tons in December.

Based on historical growth of Brazilian domestic demand for polyethylene, polypropylene and PVC, we believe that this additional capacity, other than the capacity of the Paulínia plant, had been absorbed by the domestic market by the end of 2007. We cannot assure you, however, that the propylene production capacity of the Paulínia plant will be fully absorbed by the domestic market or that satisfactory export opportunities will be available for products not sold domestically. In the event that this additional production is not absorbed domestically or sold in export markets, there may be resulting pressure on prices for the affected products, which could adversely affect our net sales revenues, gross margins and overall results of operations.

### ***Effects of Fluctuations in Naphtha Prices***

Fluctuations in the international market price of naphtha have significant effects on our costs of goods sold and the prices that we are able to charge our customers for our first and second generation products.

### ***Effects on Cost of Sales***

Naphtha is the principal raw material used by our Basic Petrochemicals Unit and Copesul and, indirectly, in our other business units. Purchases of naphtha represented 83.1% of the total cost of sales and services rendered of our Basic Petrochemicals Unit and 88.9% of the total cost of sales and services rendered of Copesul in 2007. Naphtha represented 76.3% of our direct and indirect consolidated cost of sales and services rendered in 2007, both directly and indirectly through the cost of basic petrochemicals that we purchased from Copesul during the first quarter of 2007.

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

Because the primary raw materials of our Polyolefins, Ipiranga Petroquímica and Vinyls Units, principally ethylene and propylene, are first generation products produced by our Basic Petrochemicals Unit and Copesul, fluctuations in the Amsterdam-Rotterdam-Antwerp market price for naphtha result in similar fluctuations in the cost of the primary raw materials of these units.

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

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

#### *Effects on Prices of Our Products*

Prior to 2005, our Basic Petrochemicals Unit used a margin sharing system for all of our ethylene customers, including our other business units. In 2005, we determined the prices that we charged our ethylene customers, other than our two largest ethylene customers, by reference to international market prices. In 2006, we negotiated with our remaining ethylene customers that used the margin sharing system to terminate the margin sharing system of ethylene pricing and to institute a market pricing system.

The prices that we charge some of our customers for propylene are based on our ethylene prices and the ratio of the European contract price for propylene to the European contract price for ethylene. Over the past several years, this ratio has increased. For the remainder of our customers, our prices for propylene are based on the European contract price and prevailing prices set by U.S. Gulf producers. We are applying this market pricing methodology to a growing number of our customers. The prices that we charge for butadiene and para-xylene are based on the United States contract price for these products. The prices that we charge for benzene and ortho-xylene are based on the contract prices for these products in the United States and Europe. Because European producers of basic petrochemical products primarily use naphtha as a raw material, changes in the European contract prices are strongly influenced by fluctuations in international market prices for naphtha. As our cost structures are similar to the cost structures of European producers, to the extent that our prices are based on the European contract prices for our products, the prices that we charge for these products are significantly influenced by international market prices for naphtha.

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

The international market prices of our petrochemical products have fluctuated significantly, and we believe that they will continue to do so. Significant increases in the international market prices of our petrochemical products and,

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

**Capacity Utilization**

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

The table below sets forth capacity utilization rates with respect to the production facilities for some of our principal products for the years ended December 31, 2007, 2006 and 2005.

	<b>Year Ended December 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Ethylene	94%(1)	87%	91%
Polyethylene	91(2)	89(3)	94(4)
Polypropylene	97(2)	97	94
PVC	91	86	95(5)

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- (1) Giving effect to our consolidation of the results of Copesul as from April 1, 2007.
  - (2) Giving effect to our consolidation of the results of Ipiranga Petroquímica as from April 1, 2007
  - (3) Without giving effect to a 30,000 ton increase of our annual production capacity in September 2006.
  - (4) Without giving effect to a 30,000 ton increase of our annual production capacity in November 2005.
  - (5) Without giving effect to a 50,000 ton increase of our annual production capacity in December 2005.

The utilization rate of our ethylene production capacity was adversely affected during 2006 as a result of operating difficulties that led to a non-programmed maintenance shutdown of the Olefins 1 unit of our Basic Petrochemicals Unit for 13 days.

**Effect of Export Levels on Our Financial Performance**

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

- high costs of transporting products to and within Brazil;
- warehousing, and other logistics costs; and
- tariffs and duties.

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

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

In 2007, 23.8% of our net sales revenue was derived from export sales of our products as compared with 25.6% of our net sales revenue in 2006. Net sales revenues derived from export sales increased by 26.6% in 2007 as a result of the implementation of our strategy to increase our presence in foreign markets, which has led to the establishment of



sales offices in Argentina and The Netherlands, enabling us to provide our international costumers with better service through our staff and local distribution centers.

In 2007, exports to other countries in the Americas accounted for 68.4% of our export sales, with the remainder of our exports sold in Europe, which accounted for 26.7% of our export sales, and the Far East, which accounted for 4.9% of our export sales. Aggregate exports of polyethylene, polypropylene and PVC to Argentina increased by 22.8% in 2007, reflecting improvements in the Argentine economy.

Our ability to export to other South American countries is a function of the level of economic growth in these countries and other economic conditions, including prevailing inflation rates. We believe that significant growth in the global economy would likely lead to increased global demand and international market prices for our products, and consequently increased domestic prices for our products. In addition, increased global demand for our products would enhance our ability to export our products in the event that the Brazilian economy does not similarly expand. Conversely, slow or negative growth of the global economy would have the opposite effects on our company.

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

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

- a substantial portion of our net sales revenue is linked to U.S. dollars;
- our costs for some of our raw materials, principally naphtha and certain catalysts required in our production processes, are incurred in U.S. dollars or are U.S. dollar-linked;
- we have operating expenses, and make other expenditures, that are denominated in or linked to U.S. dollars; and
- we have significant amounts of U.S. dollar-denominated liabilities that require us to make principal and interest payments in U.S. dollars.

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

The price of naphtha, our principal raw material, is linked to the U.S. dollar. Our naphtha purchase contracts with Petrobras provide that the prices that we pay to Petrobras for naphtha in any month are established based on the average Amsterdam-Rotterdam-Antwerp market price for naphtha in U.S. dollars during the previous month, converted into *reais* at the *real*/U.S. dollar exchange rate in effect on the last day of the previous month. Fluctuations in the *real* affect the cost of naphtha and other U.S. dollar-linked or imported raw materials.

When the *real* depreciates against the U.S. dollar, assuming naphtha costs and international market prices of our products remain constant in U.S. dollars, the production cost for our products increases and we generally attempt to increase the prices for our products in *reais* (to the extent possible in light of then-prevailing market conditions in Brazil), which may result in reduced sales volumes of our products. To the extent that our price increases are not sufficient to cover the increased costs for raw materials, our operating margin decreases. Conversely, when the *real* appreciates against the U.S. dollar, assuming naphtha costs and international market prices of our products remain constant in U.S. dollars, the production cost for our products decreases and we generally decrease the prices for our products in *reais*, which may result in increased sales volumes of our products. In periods of high volatility in the *real*/U.S. dollar exchange rate, there is usually a lag between the time that the U.S. dollar appreciates or depreciates

and the time that we are able to pass on increased or reduced costs in *reais* to our customers in Brazil. These pricing mismatches decrease when the *real*/U.S. dollar exchange rate is less volatile.

Our consolidated U.S. dollar-denominated indebtedness represented 70.1% of our outstanding indebtedness at December 31, 2007, excluding related party debt. As a result, when the *real* appreciates against the U.S. dollar:

- the interest costs on our U.S. dollar-denominated indebtedness decrease in *reais*, which positively affects our results of operations in *reais*;
- the amount of our U.S. dollar-denominated indebtedness decreases in *reais*, and our total liabilities and debt service obligations in *reais* decrease; and
- our financial expenses tend to decrease as a result of foreign exchange gains that we must record.

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

Any significant appreciation of the *real* against the U.S. dollar significantly decreases our financial expenses and our short-term and long-term indebtedness, as expressed in *reais*. Conversely, any significant depreciation of the *real* against the U.S. dollar significantly increases our financial expenses and our short-term and long-term indebtedness, as expressed in *reais*.

Export sales, which enable us to generate receivables payable in foreign currencies, tend to provide a hedge against a portion of our U.S. dollar-denominated debt service obligations, but they do not fully match them. Accordingly, we often enter into hedges to mitigate exchange rate fluctuations in our U.S. dollar-denominated indebtedness. To further mitigate our exposure to exchange rate risk, we try, where possible, to enter into trade finance loans for our working capital needs, which funding is generally available at a lower cost because it is linked to U.S. dollar exports. However, future U.S. dollars that we generate from exports may not be in an amount sufficient to cover all of our U.S. dollar trade finance liabilities.

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

At December 31, 2007, our total outstanding consolidated indebtedness on a consolidated basis, excluding related party debt, was R\$8,381.9 million. The level of our indebtedness results in significant financial expenses that are reflected in our statement of operations. Financial expenses consist of interest expense, exchange variations of U.S. dollar- and other foreign currency-denominated debt, foreign exchange losses or gains, and other items as set forth in note 23 to our consolidated financial statements. In 2007, we recorded total financial expenses of R\$180.1 million, of which R\$341.9 million consisted of interest expense and R\$203.8 million consisted of monetary variation on financing and related parties, that was more than offset by R\$1,073.1 million of foreign exchange gains. The interest rates that we pay depend on a variety of factors, including prevailing Brazilian and international interest rates and risk assessments of our company, our industry and the Brazilian economy made by potential lenders to our company, potential purchasers of our debt securities and the rating agencies that assess our company and its debt securities.

Standard & Poor's, Moody's and Fitch maintain ratings of our company and our debt securities. Standard & Poor's maintains a rating of our company on a local basis of *br AA+/Stable Outlook*, Moody's maintains a rating of our company on a local basis of *Aa2.br/Stable Outlook* and Fitch maintains a local rating for our company of *AA (bra)/Positive Outlook*. On a global basis, Standard & Poor's maintains a local currency rating for our company of *BB+ (stable)* and a foreign currency rating for our company of *BB+ (stable)*, Moody's maintains a local currency rating for our company of *Ba1* and a foreign currency rating for our company of *Ba1* and Fitch maintains a local currency rating for our company of *BB+/Positive Outlook* and a foreign currency rating for our company of *BB+/Positive Outlook*. Any ratings downgrades in the future would likely result in increased interest and other financial expenses relating to borrowings and debt securities and could adversely affect our ability to obtain such financing on satisfactory terms or in amounts required by us.

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

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

### ***Results of Operations of Jointly Controlled Companies***

As a result of the application of Instruction 247 to our consolidated financial statements, we are required to proportionally consolidate the results of jointly controlled companies that are not our subsidiaries. Consequently, our results of operations are subject to fluctuations that depend on the results of these jointly controlled companies. However, in evaluating our results of operations, cash flows and liquidity, our management relies on financial information that does not include the effects of proportional consolidation, principally because we have limited, if any, control over the operations and policies of the companies whose results we are required to proportionally consolidate with our own. In our discussion of our results of operations and our discussion of our liquidity and capital resources, we have provided supplemental information drawn from our accounting records with respect to our results of operations, working capital, cash flows and indebtedness without giving effect to this proportional consolidation to provide information that our management believes more accurately reflects the results of operations and financial position of our company.

We own 60% of the voting and total share capital of Paulínia. Paulínia has management that is independent from ours and a capital structure, including a level of indebtedness and corresponding level of financing costs, that is different from ours. As a result of the completion of the first phase of the Petrobras Transaction, we will fully consolidate the results of Paulínia into our financial statements as from April 1, 2008. See Item 4. Information on the Company Petrobras Transaction.

Prior to the Politeno Acquisition on April 6, 2006, we owned 35.0% of Politeno's voting share capital and 34.0% of its total share capital. As a result, at dates and for periods prior to April 6, 2006, we proportionally consolidated Politeno's results in our consolidated financial statements and did not include Politeno's results in our Polyolefins segment. Following the Politeno Acquisition on April 6, 2006, we owned 100% of the voting share capital and 96.2% of the total share capital of Politeno, and we have fully consolidated Politeno's results in our consolidated financial statements and included Politeno's results in our Polyolefins segment as from April 1, 2006. Politeno merged with and into Braskem on April 2, 2007.

Prior to March 31, 2007, we owned 29.5% of the voting share capital and total share capital of Copesul, and we proportionally consolidated the results of Copesul in our consolidated financial statements. As a result of the Ipiranga Transaction and our obtaining effective management control over the 29.5% of the share capital of Copesul then owned by Ipiranga Petroquímica, we have fully consolidated the results of Copesul and its subsidiaries into our financial statements and included Copesul's results as a separate segment in our financial statements as from April 1, 2007.

At December 31, 2007, we owned 33.5% of the total share capital of Petroflex, including 33.6% of its voting share capital. In April 2008, we sold all of our share capital in Petroflex to Lanxess Participações Ltda. for an aggregate price of R\$252.1 million. See Item 4. Information On The Company History and Development of Our Company Developments Since January 1, 2005 Acquisition of Additional Interest in Petroflex and Sale of Interest in Petroflex. Prior to November 30, 2007, we accounted for our interest in Petroflex in our Brazilian GAAP financial statements using the proportional consolidation method. As a result of our entering into an agreement in December 2007 to sell our interests in Petroflex, we accounted for our interest in Petroflex in our Brazilian GAAP financial statements using the equity method as from December 1, 2007. As a result of this transaction, Petroflex registered a non-operational gain of R\$115.6 million.

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

We are subject to a variety of generally applicable Brazilian federal and state taxes on our operations and results.



### *Tax Exemptions*

We are generally subject to Brazilian federal income tax at an effective rate of 25%, which is the standard corporate tax rate in Brazil. We have available certain federal tax exemptions based upon federal law that offers tax incentives to companies that locate their manufacturing operations in the Brazilian states of Bahia and Alagoas. These exemptions have been granted for varying lengths of time to each of our manufacturing plants located in these states.

We are exempt from corporate income tax on the profits arising from the sale of PVC manufactured at our Alagoas plant and PET manufactured at our plant in the Northeastern Complex until December 31, 2008. We expect that these tax exemptions will be renewed in 2009 for an additional 10-year period. In addition, we are entitled to pay only 25% of the statutory income tax rate on the profits arising from the sale of:

- polyethylene manufactured at one of our polyethylene plants in the Northeastern Complex and basic petrochemical products manufactured in the Northeastern Complex, until December 31, 2011;
- polyethylene manufactured at one of our polyethylene plants in the Northeastern Complex, caustic soda, chlorine and EDC produced at our plants in the Northeastern Complex and Alagoas, and caprolactam manufactured in the Northeastern Complex until December 31, 2012;
- PVC manufactured at our plant in the Northeastern Complex until December 31, 2013; and
- polyethylene manufactured at one of our polyethylene plants in the Northeastern Complex until December 31, 2016.

Each of our exemptions entitles us to pay only 87.5% of the statutory income tax rate on the profits arising from products manufactured at these plants for a period of one or more years after the dates set forth above.

Law No. 11,638/07 has recently changed the accounting rules applicable to tax exemptions. As from January 1, 2008, if we or any of our affected subsidiaries has taxable profit resulting from the operations at our Alagoas plant and in our plants in the Northeastern Complex, income tax expense is calculated without giving effect to the tax exemption or reduction (*i.e.*, the income tax benefit of the exemption or reduction will be deducted from income tax expense). The net income arising from the recording of such tax credit will be allocated to a tax incentive reserve established under Brazilian law. This reserve may be used only to increase capital or absorb losses which exceed retained earnings and profits reserves as defined in the Brazilian law. As a result, the eventual expiration of the income tax exemptions will adversely affect our net income in periods after the expiration. Prior to January 1, 2008, the net results arising from tax exemptions or reductions were directly recorded as a tax incentive reserve under our shareholders' equity.

Due to operating losses sustained by us in the past, we had R\$146.4 million of deferred tax assets arising from R\$585.8 million of tax loss carryforwards available at December 31, 2007. Income tax loss carryforwards available for offset in Brazil do not expire. However, the annual offset is limited to 30% of our adjusted net income. This limit also affects the CSLL.

Our export sales are currently exempt from PIS (a federal value-added tax), COFINS (a federal value-added tax), IPI (a federal value-added tax on industrial products) and the Tax on the Circulation of Merchandise and Services (*Imposto Sobre a Circulação de Mercadorias e Serviços*), or ICMS (a state value-added tax on sales and services), under generally available exemptions.

### *Tax Disputes*



We are currently involved in numerous tax proceedings. We have established provisions based on our obligations under current legislation, utilization of the contingent IPI tax credits, and our estimated costs of resolving other claims in which we believe we have a probable tax loss. The tax contingencies relate primarily to the CSLL, PIS, COFINS and IPI. If any of these legal proceedings is decided adversely to us, our results of operations or financial condition could be materially adversely affected. For more information on our tax proceedings, the amounts claimed by governmental authorities and the amounts we have reserved against some of these claims, see Item 8. Financial Information Legal Proceedings Tax Proceedings.

## Recent Developments

### *Credit Export Note Facility*

In January 2008, we entered into a credit export note facility in the amount of US\$150 million with a Brazilian financial institution. This facility bears interest at a rate of 7.3% per annum, payable semiannually in arrears commencing in August 2008. The principal amount of this facility matures in February 2020.

### *Fourth Phase of Ipiranga Transaction*

As part of the Ipiranga Transaction, in February 2008 Ultrapar delivered:

- shares representing 60% of the total share capital and voting share capital of Ipiranga Química to our company; and
- shares representing 40% of the total share capital and voting share capital of Ipiranga Química to Petrobras.

In February 2008, we paid to Ultrapar the final installment of the purchase price for the Ipiranga Transaction in the amount of R\$633.5 million, and we received the sixth and final disbursement under the Acquisition Credit Agreement in the aggregate amount of US\$251.2 million to fund this payment.

### *Sale of Interest in Petroflex*

In April 2008, we sold all of our share capital in Petroflex to Lanxess for an aggregate price of R\$252.1 million

### *Petrobras Transaction*

On May 30, 2008, Braskem completed the first phase of the Petrobras Transaction. In the first phase of the Petrobras Transaction, Petrobras and Petroquisa contributed the following assets to Braskem:

- 36.4% of the voting and outstanding share capital of Copesul;
- 40.0% of the voting and outstanding share capital of Ipiranga Química; and
- 40.0% of the voting and outstanding share capital of Paulínia.

In exchange for these assets, Braskem issued an aggregate of 46,903,320 common shares and 43,144,662 class A preferred shares to Petroquisa.

As a result of the completion of the first phase of the Petrobras Transaction, Petrobras owns, directly and indirectly, 23.1% of our total share capital, including 30.0% of our voting share capital, and Braskem owns, directly and indirectly:

- 99.2% of the outstanding share capital of Copesul;
- all of the outstanding share capital of Ipiranga Química, which in turn owns all of the outstanding share capital of Ipiranga Petroquímica; and
- all of the outstanding share capital of Paulínia.



The first phase of the Petrobras Transaction was implemented through an exchange of shares (*incorporação de ações*) in which shares of Braskem were issued to Petroquisa in exchange for shares of Grust Holdings S.A., a wholly-owned subsidiary of Petroquisa that, directly and indirectly, owns the interests in Copesul, Ipiranga Química, Ipiranga Petroquímica and Paulínia contributed to Braskem.

As a result of the completion of the first phase of the Petrobras Transaction, we will no longer record minority interests with respect to Copesul and Ipiranga Química. In addition, we will fully consolidate the results of Paulínia into our financial statements as from April 1, 2008.

### ***Fixed Rate Notes***

On June 5, 2008, we issued and sold US\$500.0 million aggregate principal amount of our 7.250% Notes due 2018. Interest on these notes is payable semi-annually in arrears in June and December of each year and these notes mature on June 5, 2018. We used the proceeds of this offering to repay a portion of the indebtedness outstanding under the Acquisition Credit Agreement.

### **Results of Operations**

The following discussion of our results of operations is based on our consolidated financial statements prepared in accordance with Brazilian GAAP.

Our results of operations for the year ended December 31, 2007 are not comparable to our results of operations for the year ended December 31, 2006 as a result of the Ipiranga Transaction. As a result of the Ipiranga Transaction, we have fully consolidated the results of Ipiranga Química, Ipiranga Petroquímica and Copesul and included these companies as separate segments as from April 1, 2007. Prior to April 1, 2007, we did not include the results of our Ipiranga Química and Ipiranga Petroquímica segments in our consolidated financial statements, we proportionally consolidated the results of Copesul in our consolidated financial statements to reflect our 29.5% interest in Copesul's voting and total share capital and we did not reflect any of the results of Copesul in any of our then-existing segments.

Prior to March 31, 2006, we proportionally consolidated the results of Politeno in our consolidated financial statements. As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of Our Company, we have fully consolidated Politeno's results in our consolidated financial statements and included Politeno's results in our Polyolefins segment as from April 1, 2006. Politeno merged with and into Braskem on April 2, 2007.

Prior to March 31, 2007, we proportionally consolidated the results of Copesul in our consolidated financial statements. As a result of the Ipiranga Transaction, three of our segments (Copesul, Ipiranga Petroquímica and Ipiranga Química) were created, and we have fully consolidated the results of Copesul and have consolidated the results of Ipiranga Química and Ipiranga Petroquímica in our consolidated financial statements as from April 1, 2007.

During 2007, we proportionally consolidated the results of three jointly controlled companies: Paulínia; Petroflex (through November 30, 2007); and Cetrel. During 2006 and 2005, we proportionally consolidated the results of four jointly controlled companies: Copesul, Paulínia, Petroflex, and Cetrel.

The discussion of the results of our business segments is based upon financial information reported for each of the segments of our business, as presented in the table below. There are certain differences between the concepts used by our company in preparing information about segments and the requirements of Brazilian GAAP as applied in the statutory financial statements. The principal differences are:

- investments in certain jointly controlled companies which are required to be proportionally consolidated under Brazilian GAAP are not considered as part of any segment for segment reporting purposes and are included under the columns titled "CVM 247" in the tables below; and

- operating income for segment reporting purposes does not consider the results of investments in associated companies and financial income and expenses, whereas such results and income and expenses are classified as operating items for statutory reporting purposes.

The following tables set forth the operating results of each of our segments and the reconciliation of these results of our segments to our consolidated results of operations. This segment information was prepared on the same basis as the information that our senior management uses to allocate resources among segments and evaluate their performance. We evaluate and manage the performance of our segments based on information generated from our statutory accounting records maintained in accordance with Brazilian GAAP and reflected in our consolidated financial statements. However, the operating income presented in the following tables does not include financial expenses, financial income and results from equity accounting.

### Year Ended December 31, 2007

	Net sales revenue	Cost of sales and services rendered	Gross profit	Selling, general and administrative expenses	Depreciation and amortization	Other expense (income), net	Operating income
(in millions of reais)							
Basic Petrochemicals	R\$7,220.7	R\$6,341.2	R\$879.5	R\$324.6	R\$1.4	R\$(15.9)	R\$569.4
Polyolefins	5,669.1	4,636.1	1,033.0	427.1	13.9	(14.4)	577.6
Vinyls	1,789.4	1,438.1	351.3	201.7	2.1	(25.9)	173.4
Business Development	489.7	510.3	(20.6)	16.5	0.0	22.8	(59.9)
Copesul	5,516.1	4,924.7	591.4	74.6	17.6	(10.1)	509.3
Ipiranga Petroquímica	1,551.4	1,232.5	318.9	85.1	5.7	26.0	202.1
Ipiranga Química	392.6	338.9	53.7	39.1	4.3	0.7	9.6
Total segments	22,629.0	19,421.8	3,207.2	1,168.7	45.0	12.0	1,981.5
Eliminations	(5,617.4)	(5,488.4)	(129.0)	32.8	432.0	(142.3)	(451.5)
Total prior to CVM 247	17,011.6	13,933.4	3,078.2	1,201.5	477.0	(130.3)	1,530.0
Effects of CVM 247	667.8	507.6	160.2	37.0	2.1	(1.2)	122.3
Consolidated	R\$17,679.4	R\$14,441.0	R\$3,238.4	R\$1,238.5	R\$479.1	R\$(131.5)	R\$1,652.3

### Year Ended December 31, 2006

	Net sales	Cost of sales and services	Gross profit	Selling, general and administrative expenses	Depreciation and amortization	Other expense	Operating income
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	revenue	rendered	Gross profit	expenses	amortization	(income), net	income
	(in millions of reais)						
Basic Petrochemicals	R\$6,883.6	R\$5,994.8	R\$888.8	R\$339.0	R\$0.4	R\$10.4	R\$539.0
Polyolefins	4,775.8	3,985.4	790.4	344.5	10.4	(22.5)	458.0
Vinyls	1,541.7	1,245.3	296.4	123.0	0.4	(35.1)	208.1
Business Development	483.1	545.7	(62.6)	26.0	0.1	(1.9)	(86.8)
Copesul							
Ipiranga Petroquímica							
Ipiranga Química							
Total segments	13,684.2	11,771.2	1,913.0	832.5	11.3	(49.1)	1,118.3
Eliminations	(1,965.2)	(1,889.6)	(75.6)	41.9	368.3	(107.8)	(378.0)
Total prior to CVM 247	11,719.0	9,881.6	1,837.4	874.4	379.6	(156.9)	740.3
Effects of CVM 247	1,273.7	910.5	363.2	77.1	5.4	(29.2)	309.9
Consolidated	R\$12,992.7	R\$10,792.1	R\$2,200.6	R\$951.5	R\$385.0	R\$(186.1)	R\$1,050.2

## Year Ended December 31, 2005

	Net sales revenue	Cost of sales and services rendered	Gross profit	Selling, general and administrative expenses			Other expense (income), net	Operating income
				Depreciation and amortization				
(in millions of reais)								
Basic Petrochemicals	R\$7,226.7	R\$6,138.5	R\$1,088.2	R\$250.3	R\$0.0	R\$(57.1)	R\$895.0	
Polyolefins	3,919.0	3,182.8	736.2	229.0	6.9	(53.0)	553.3	
Vinyls	1,794.1	1,271.9	522.2	89.2	0.8	(6.6)	438.8	
Business Development	569.0	552.9	16.1	18.2	0.3	(9.2)	6.8	
Copesul								
Ipiranga Petroquímica								
Ipiranga Química								
Total segments	13,508.8	11,146.1	2,362.7	586.7	8.0	(125.9)	1,893.9	
Eliminations	(1,894.2)	(1,827.6)	(66.6)	89.7	342.2	56.1	(554.6)	
Total prior to CVM 247								
Effects of CVM 247	11,614.6	9,318.5	2,296.1	676.4	350.2	(69.8)	1,339.3	
Consolidated	R\$13,075.1	R\$10,361.7	R\$2,713.4	R\$787.1	R\$355.6	R\$(22.8)	R\$1,593.5	

In the following discussion, references to increases or decreases in any period are made by comparison with the corresponding prior period, except as the context otherwise indicates.

*Year Ended December 31, 2007 Compared with Year Ended December 31, 2006*

## Consolidated Results

The following table sets forth consolidated financial information for the years ended December 31, 2007 and 2006.

	Year Ended December 31,	
	2007(1)	2006(2)
(in millions of reais)		
Net sales revenue	R\$17,679.4	R\$12,992.7
Cost of sales and services rendered	(14,441.0)	(10,792.1)



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Gross profit	3,238.4	2,200.6
Selling, general and administrative expenses	(1,238.5)	(951.5)
Depreciation and amortization	(479.1)	(385.0)
Other operating income, net	131.5	186.1
Results from equity accounting(3)	(107.3)	(28.8)
Financial expenses, net	(293.6)	(938.4)
Operating income	1,251.4	83.0
Non-operating expenses, net	(67.2)	7.1
Income before income tax and social contribution and minority interest	1,184.2	90.1
Income tax and social contribution	(377.0)	12.8
Income before profit sharing and minority interest	807.2	102.9
Profit sharing	(18.7)	
Minority interest	(240.9)	(1.6)
Net income	R\$ 547.6	R\$ 101.3

- (1) As a result of the Ipiranga Transaction, includes fully consolidated results of Copesul and consolidated results of Ipiranga Química and Ipiranga Petroquímica as from April 1, 2007.

- (2) As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of Our Company, includes fully consolidated results of Politeno for periods as from April 1, 2006. Politeno merged with and into Braskem on April 2, 2007.
- (3) Results from equity accounting comprises the following line items in our consolidated statement of operations: equity in the results, amortization of goodwill (negative goodwill), net, foreign exchange variation, and tax incentives and other.

#### *Net Sales Revenue*

Net sales revenue increased by 36.1% in 2007 primarily as a result of the following factors:

- the effects of the full consolidation of the results of Copesul in our financial statements as from April 1, 2007 compared to the effects of proportional consolidation of our 29.5% equity interest in Copesul in our financial statements for periods ended prior to April 1, 2007;
- the consolidation of the results of Ipiranga Química and its subsidiaries in our financial statements as from April 1, 2007; and
- an 18.7% increase in net sales revenue of our Polyolefins segment.

Without giving effect to the proportional consolidation of our jointly controlled entities and the effects of intercompany eliminations, the aggregate increase of net sales revenues of our consolidated subsidiaries in 2007 compared to 2006 that was related to the consolidation Ipiranga Química, Ipiranga Petroquímica and Copesul as from April 1, 2007 was R\$7,460.1 million.

Without giving effect to the proportional consolidation of our jointly controlled companies (Paulínia, Petroflex and Cetrel during 2007, and Copesul, Paulínia, Petroflex and Cetrel during 2006), our net sales revenue increased by 45.2% in 2007.

#### *Cost of Sales and Services Rendered and Gross Profit*

Cost of sales and services rendered increased by 33.8% in 2007, primarily as a result of the following factors:

- the effects of the full consolidation of the results of Copesul in our financial statements as from April 1, 2007 compared to the effects of proportional consolidation of our 29.5% equity interest in Copesul in our financial statements for periods ended prior to April 1, 2007;
- the consolidation of the results of Ipiranga Química and its subsidiaries in our financial statements as from April 1, 2007; and
- a 16.3% increase in cost of sales of our Polyolefins segment.

Without giving effect to the proportional consolidation of our jointly controlled entities and the effects of intercompany eliminations, the aggregate increase of cost of sales and services rendered of our consolidated subsidiaries in 2007 compared to 2006 that was related to the consolidation Ipiranga Química, Ipiranga Petroquímica and Copesul as from April 1, 2007 was R\$6,496.1 million.

Without giving effect to the proportional consolidation of our jointly controlled companies, our cost of sales and services rendered increased by 41.0% in 2007.

Gross profit increased by 47.2% in 2007. Without giving effect to the proportional consolidation of our jointly controlled companies, gross profit increased by 67.5% in 2007.

Gross profit as a percentage of net sales revenue, or gross margin, was 18.3% in 2007 compared to 16.9% in 2006. Without giving effect to the proportional consolidation of our jointly controlled companies, gross margin increased to 18.1% in 2007 compared to 15.7% in 2006.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased by 30.2% in 2007, primarily as a result of the following factors:

- the effects of the full consolidation of the results of Copesul in our financial statements as from April 1, 2007 compared to the effects of proportional consolidation of our 29.5% equity interest in Copesul in our financial statements for periods ended prior to April 1, 2007;
- the consolidation of the results of Ipiranga Química and its subsidiaries in our financial statements as from April 1, 2007;
- our consolidation of the results of Politeño for 12 months in 2007 as compared to nine months in 2006 as a result of the Politeño Acquisition on April 6, 2006; and
- the effects of high export volumes which contributed to significant increases in logistics and selling expenses.

Selling, general and administrative expenses represented 7.0% of net sales revenue in 2007 compared to 7.3% of net sales revenue in 2006.

Without giving effect to the proportional consolidation of our jointly controlled entities and the effects of intercompany eliminations, the aggregate increase of selling, general and administrative expense of our consolidated subsidiaries in 2007 compared to 2006 that was related to the consolidation Ipiranga Química, Ipiranga Petroquímica and Copesul as from April 1, 2007 was R\$198.8 million.

Without giving effect to the proportional consolidation of our jointly controlled companies, selling, general and administrative expenses increased by 37.4% in 2007, and selling, general and administrative expenses represented 7.1% of net sales revenue in 2007 compared to 7.5% of net sales revenue in 2006.

#### *Depreciation and Amortization*

Depreciation and amortization increased by 24.4% in 2007. Depreciation and amortization expenses were higher in 2007, primarily as a result of the following factors:

- the effects of the full consolidation of the results of Copesul in our financial statements as from April 1, 2007 compared to the effects of proportional consolidation of our 29.5% equity interest in Copesul in our financial statements for periods ended prior to April 1, 2007;
- the consolidation of the results of Ipiranga Química and its subsidiaries in our financial statements as from April 1, 2007; and
- the amortization of our investment in Formula Braskem, a program to implement a comprehensive integrated management system, beginning on October 1, 2006.

Without giving effect to the proportional consolidation of our jointly controlled companies, depreciation and amortization increased by 25.6% in 2007.

### *Other Operating Income, Net*

Other operating income, net declined by 29.3% in 2007. Without giving effect to the proportional consolidation of our jointly controlled companies, other operating income, net increased by 16.8% in 2007.

### *Results from Equity Accounting*

Results from equity accounting were an expense of R\$107.3 million in 2007 compared to an expense of R\$28.8 million in 2006, primarily as a result of the following factors:

- a R\$48.4 million increase in amortization of goodwill, principally as a result of the consolidation of the results of Ipiranga Química and its subsidiaries in our financial statements as from April 1, 2007; and
- a R\$17.1 million decline in tax incentives, primarily as a result of the expiration of certain ICMS tax benefits that were previously available to Copesul.

Without giving effect to the proportional consolidation of our jointly controlled companies, results from equity accounting were an expense of R\$27.9 million in 2007 compared to an expense of R\$166.7 million in 2006.

### *Financial Expenses, Net*

Financial expenses, net, declined by 68.7% in 2007, primarily as a result of (1) the effects of the *real*/U.S. dollar exchange rate on our U.S. dollar-denominated and U.S. dollar-indexed assets and liabilities, and (2) to a lesser extent, our recording of a R\$2.5 million net gain on derivative transactions in 2007 compared to a R\$47.8 million net loss on derivative transactions in 2006.

As a result of the 17.2% appreciation of the *real* against the U.S. dollar in 2007, we recorded:

- financial income of R\$1,073.1 million related to the exchange rate effect on our U.S. dollar-denominated and U.S. dollar-indexed liabilities; and
- financial expense of R\$350.4 million related to the exchange rate effect on our U.S. dollar-denominated assets.

As a result of the 8.7% appreciation of the *real* against the U.S. dollar in 2006, we recorded:

- financial income of R\$333.4 million related to the exchange rate effect on our U.S. dollar-denominated and U.S. dollar-indexed liabilities; and
- financial expense of R\$204.2 million related to the exchange rate effect on our U.S. dollar-denominated assets.

Without giving effect to the proportional consolidation of our jointly controlled companies, financial expenses, net declined by 68.6% in 2007.

### *Operating Income*

Operating income was R\$1,251.4 million in 2007 compared to R\$83.0 million in 2006, primarily as a result of the 47.2% increase in gross profit and a 68.7% decrease in financial expenses, net as a result of the significant

appreciation of the *real* against the U.S. dollar. Operating income represented 7.1% of net sales revenue in 2007 compared to 0.6% of net sales revenue in 2006.

Without giving effect to the proportional consolidation of our jointly controlled entities and the effects of intercompany eliminations, the aggregate increase of operating income of our consolidated subsidiaries in 2007 compared to 2006 that was related to the consolidation Ipiranga Química, Ipiranga Petroquímica and Copesul as from April 1, 2007 was R\$1,007.7 million.

Without giving effect to the proportional consolidation of our jointly controlled companies, operating income increased to R\$1,210.9 million in 2007 compared to operating loss of R\$21.7 million in 2006 and represented 7.1% of net sales revenue in 2007 compared to (0.2)% of net sales revenue in 2006.

#### *Non-Operating Income (Expense), Net*

Non-operating expense, net was R\$67.2 million in 2007 compared to non-operating income, net of R\$7.1 million in 2006. This change was primarily as a result of a R\$35.5 million investment loss as a result of the merger of EDSP58 with and into Copesul and a R\$19.7 million provision for losses recorded in 2007 related to the permanent closure of the DMT unit in our PET plant. Without giving effect to the proportional consolidation of our jointly controlled companies, non-operating expense, net was an expense of R\$56.6 million in 2007 compared to non-operating income, net of R\$8.1 million in 2006.

#### *Income Tax and Social Contribution*

Income tax and social contribution was an expense of R\$377.0 million in 2007 compared to a benefit of R\$12.8 million in 2006, primarily as a result of the full consolidation of the results of Copesul and the consolidation of the results of Ipiranga Química in our financial statements as from April 1, 2007. Without giving effect to the proportional consolidation of our jointly controlled companies, income tax and social contribution was an expense of R\$338.3 million in 2007 compared to a benefit of R\$97.0 million in 2006.

#### *Profit Sharing and Minority Interest*

Minority interest increased to R\$240.9 million in 2007 compared to R\$1.6 million in 2006, primarily as a result of the full consolidation of the results of Copesul and the consolidation of the results of Ipiranga Química in our financial statements as from April 1, 2007 and the significant minority interests in each of these companies. In addition, we recorded Copesul's profit sharing expense of R\$18.7 million in 2007 as a result of the full consolidation of the results of Copesul in our financial statements. Without giving effect to the proportional consolidation of our jointly controlled companies, minority interest and profit sharing was an expense of R\$240.9 million in 2007 compared to an expense of R\$1.6 million in 2006.

#### *Net Income*

We recorded net income of R\$547.6 million, or 3.1% of net sales revenue, in 2007 compared to net income of R\$101.3 million, or 0.8% of net sales revenue, in 2006.

#### *Business Segment Results*

The following table sets forth consolidated financial information for our business segments for the years ended December 31, 2007 and 2006. We have not included a comparative discussion of the results of the Copesul, Ipiranga Química and Ipiranga Petroquímica business segments as the operations of these business segments had not been acquired prior to December 31, 2006.

**Year Ended December 31,**

**2007**

**2006**

**(in millions of reais, except percentages)**



**Basic Petrochemicals**

Net sales revenue	R\$7,220.7	R\$6,883.6
Cost of sales and services rendered	(6,341.2)	(5,994.8)
Gross profit	879.5	888.8

	<b>Year Ended December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(in millions of reais, except percentages)</b>	
Operating income (1)	569.4	539.0
Gross margin (%)	12.2%	12.9%
Operating margin (%)	7.9%	7.8%
<b>Polyolefins(2)</b>		
Net sales revenue	R\$5,669.1	R\$4,775.8
Cost of sales	(4,636.1)	(3,985.4)
Gross profit	1,033.0	790.4
Operating income (1)	577.6	458.0
Gross margin (%)	18.2%	16.6%
Operating margin (%)	10.2%	9.6%
<b>Vinyls</b>		
Net sales revenue	R\$1,789.4	R\$1,541.7
Cost of sales	(1,438.1)	(1,245.3)
Gross profit	351.3	296.4
Operating income (1)	173.4	208.1
Gross margin (%)	19.6%	19.2%
Operating margin (%)	9.7%	13.5%
<b>Business Development</b>		
Net sales revenue	R\$489.7	R\$483.1
Cost of sales	(510.3)	(545.7)
Gross loss	(20.6)	(62.6)
Operating loss (1)	(59.9)	(86.8)
Gross margin (%)	(4.2)%	(13.0)%
Operating margin (%)	(12.2)%	(18.0)%
<b>Copesul(3)</b>		
Net sales revenue	R\$5,516.1	
Cost of sales and services rendered	(4,924.7)	
Gross profit	591.4	
Operating income (1)	509.3	
Gross margin (%)	10.7%	
Operating margin (%)	9.2%	
<b>Ipiranga Petroquímica(3)</b>		
Net sales revenue	R\$1,551.4	
Cost of sales	(1,232.5)	
Gross profit	318.9	
Operating income (1)	202.1	
Gross margin (%)	20.6%	
Operating margin (%)	13.0%	

**Ipiranga Química(3)**

Net sales revenue	R\$392.6
Cost of sales	(338.9)
Gross profit	53.7
Operating income (1)	9.6
Gross margin (%)	13.7%
Operating margin (%)	2.4%

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- (1) Operating income does not include financial income, financial expense and results from equity accounting.
  - (2) As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of Our Company, includes fully consolidated results of Politeno for periods as from April 1, 2006. Politeno merged with and into Braskem on April 2, 2007.
  - (3) As a result of the Ipiranga Transaction, includes fully consolidated results of Copesul and consolidated results of Ipiranga Química and Ipiranga Petroquímica as from April 1, 2007.

*Basic Petrochemicals*

*Net Sales Revenue.* Net sales revenue of the Basic Petrochemicals segment increased by 4.9% in 2007. Net sales revenue generated by sales of basic petrochemicals by our Basic Petrochemicals Unit to our other business units increased by 20.0% in 2007 to R\$2,727.0 million from R\$2,272.1 million in 2006, primarily as a result of our increased production of polyethylene, polypropylene and PVC due to the increased demand for these products. Net sales revenue generated by sales of basic petrochemicals to third parties declined by 0.5% in 2007 to R\$3,663.8 million from R\$3,681.3 million in 2006.

Net sales revenue generated by sales of utilities by the Basic Petrochemicals segment to our other segments increased by 10.5% in 2007 to R\$177.1 million from R\$160.3 million in 2006. Net sales revenue generated by sales of utilities to third parties declined by 6.2% in 2007 to R\$351.3 million from R\$374.5 million in 2006. Net sales revenue generated by sales of automotive gasoline declined by 23.8% in 2007 to R\$301.5 million from R\$395.4 million in 2006. Net sales revenue generated by export sales of the Basic Petrochemicals segment increased by 19.6% in 2007 to R\$1,189.8 million from R\$995.0 million in 2006, primarily as a result of our increased exports of para-xylene due to the availability of this product for export as a result of our temporary closure of our PET plant in May 2007.

Sales volume of automotive gasoline to third parties declined by 18.9% to approximately 310,800 cubic meters in 2007 from approximately 383,100 cubic meters in 2006, primarily as a result of our reallocation of the intermediate products used to produce automotive gasoline to the production of para-xylene and aromatic solvents which yield higher margins. Domestic sales volume of automotive gasoline to third parties declined by 19.3% in 2007, while export sales volume of automotive gasoline declined by 13.7%. The average domestic price for automotive gasoline declined by 5.7% to R\$947 per cubic meter in 2007 from R\$1,004 per cubic meter in 2006 and the average export price for automotive gasoline declined by 10.1% to R\$1,218 per cubic meter in 2007 from R\$1,354 per cubic meter in 2006.

The most significant factors contributing to the decline of net sales revenue generated by sales of basic petrochemicals to third parties were a R\$150.4 million, or 21.6%, decline in net sales revenue generated by sales of ethylene to third parties, and a R\$61.2 million, or 43.7%, decline in net sales revenue generated by sales of coperaf-1 to third parties. The effects of these declines were partially offset by a R\$62.1 million, or 34.0%, increase in net sales revenue generated by sales of para-xylene to third parties, as well as a R\$55.5 million, or 6.3%, increase in net sales revenue generated by sales of propylene to third parties.

Sales volume of ethylene to third parties declined by 20.6% to approximately 244,300 tons in 2007 from approximately 307,900 tons in 2006, primarily as a result of our consolidation of the results of Politeno for 12 months in 2007 as compared to nine months in 2006 as a result of the Politeno Acquisition on April 6, 2006. Sales of approximately 82,000 tons of ethylene to Politeno in the first quarter of 2006 were accounted for as sales to third parties. Our average price for ethylene declined by 2.5% to R\$2,209 per ton in 2007 from R\$2,266 per ton in 2006.

Sales volume of coperaf-1 to third parties declined by 41.0% to approximately 50,000 tons in 2007 from approximately 84,800 tons in 2006, primarily as a result of our increased internal use of coperaf-1 as a raw material in our production of other basic petrochemicals during a portion of 2007 when sales of these basic petrochemicals

generated greater margins than sales of coperaf-1. Domestic sales volume of coperaf-1 to third parties declined by 25.2% in 2007, while export sales volume of coperaf-1 declined by 82.2% . The average domestic price for coperaf-1 declined by 7.8% to R\$1,605 per ton in 2007 from R\$1,740 per ton in 2006 and the average export price for coperaf-1 declined by 13.2% to R\$1,229 per ton in 2007 from R\$1,416 per ton in 2006.

Sales volume of para-xylene to third parties increased by 53.5% to approximately 121,400 tons in 2007 from approximately 79,100 tons in 2006, primarily as a result of the increased availability of para-xylene for sale to third parties following the temporary closure of our PET plant in May 2007 and an increase in our production of para-xylene. We made no sales of para-xylene to third parties in the domestic market in 2007, primarily due to the declining demand by PET producers in Brazil for this product as a result of the substitution of lower cost imported polyester fiber for PET as well as the increased demand for this product by our Mexican customers. Export sales volume of para-xylene to third parties increased by 214.8% in 2007. The average export price for para-xylene declined by 8.6% to were R\$2,014 per ton in 2007 from R\$2,204 per ton in 2006.

Sales volume of propylene to third parties increased by 5.3% to approximately 459,100 tons in 2007 from approximately 436,000 tons in 2006, primarily as a result of increased domestic demand for propylene and a competitive opportunity available to our company due to delays in deliveries of propylene from some of Petrobras refineries to their customers. Domestic sales volume of propylene to third parties increased by 12.1% in 2007, principally due to increased domestic demand for propylene and our reallocation of some of our production from the export market to the domestic market, in which we receive higher margins, while export sales volume of propylene declined by 15.1%. The average domestic price for propylene declined by 0.6% to R\$2,094 per ton in 2007 from R\$2,106 per ton in 2006, while the average export price for propylene increased by 3.8% to R\$1,895 per ton in 2007 from R\$1,825 per ton in 2006.

*Cost of Sales and Services Rendered and Gross Profit.* Cost of sales and services rendered of the Basic Petrochemicals segment increased by 5.8% in 2007. This increase was primarily attributable to the increase in sales volume in 2007. The effect of the increase in sales volume was partially offset by the decline in the average cost of naphtha to R\$1,303 per ton in 2007 from R\$1,252 per ton in 2006, which resulted principally from the appreciation of the *real* against the dollar. Naphtha accounted for 83.1% of the Basic Petrochemicals segment's cost of sales in 2007 and 86.6% in 2006.

Gross profit of the Basic Petrochemicals segment declined by 1.0% in 2007 and gross margin declined to 12.2% in 2007 compared to 12.9% in 2006.

*Operating Income.* Operating income of the Basic Petrochemicals segment (which excludes financial income, financial expense and results from equity accounting) increased by 5.6% in 2007, principally as a result of (1) R\$15.9 million in other operating income, net, in 2007, primarily as a result of the reclassification of certain revenue, primarily sales of scrap and non-operational products in December 2007, compared to R\$10.4 million in other operating expense, net in 2006, and (2) a R\$14.4 million decrease in selling general and administrative expenses, primarily as a result of the non-recurrence of losses incurred under certain commodities hedging contracts that we entered into in 2006. These effects were partially offset by a R\$9.4 million decline in gross profit. Operating margin of the Basic Petrochemicals segment in 2007 was 7.9% compared to 7.8% in 2006.

### *Polyolefins*

*Net Sales Revenue.* Net sales revenue of the Polyolefins segment increased by 18.7% in 2007. This increase was primarily attributable to a 23.1% increase in net sales revenue generated by sales of polyethylene, as well as an 11.3% increase in net sales revenue generated by sales of polypropylene. Net sales revenue generated by export sales of the Polyolefins segment increased by 9.3% to R\$1,391.3 million in 2007 from R\$1,272.8 million in 2006.

Sales volume of polyethylene increased by 9.3% to approximately 426,900 tons in 2007 from approximately 390,500 tons in 2006, primarily as a result of our consolidation of the results of Politeno for 12 months in 2007 as compared to nine months in 2006 as a result of the Politeno Acquisition on April 6, 2006. Domestic sales volume of polyethylene increased by 20.1% in 2007, principally as a result of increased domestic demand, and export sales

volume of polyethylene increased by 9.3% . The average domestic price for polyethylene increased by 8.1% to R\$3,546 per ton in 2007 from R\$3,279 per ton in 2006, while the average export price for polyethylene increased by 1.2% to R\$2,774 per ton in 2007 from R\$2,741 per ton in 2006.

Sales volume of polypropylene increased by 7.9% to approximately 571,600 tons in 2007 from approximately 529,900 tons in 2006, principally due to increased capacity utilization rates at our propylene plants. Domestic sales volume of polypropylene increased by 9.1% in 2007, principally due to increased domestic demand, while export sales volume of polypropylene increased by 0.4% . The average domestic price for polypropylene increased by 3.0% to R\$3,444 per ton in 2007 from R\$3,344 per ton in 2006, while the average export price for polypropylene increased by 2.5% to R\$2,681 per ton in 2007 from R\$2,614 per ton in 2006.

*Cost of Sales and Gross Profit.* Cost of sales of the Polyolefins segment increased by 16.3% in 2007, primarily as a result of a 13.1% increase in the total sales volume of our Polyolefins Unit as a result of our consolidation of the results of Politeo for 12 months in 2007 as compared to nine months in 2006. Our Polyolefins Unit's average cost for ethylene increased by 9.6% in 2007, and our Polyolefins Unit's average cost for propylene increased by 1.9% in 2007.

Gross profit of the Polyolefins segment increased by 30.7% in 2007, and gross margin increased to 18.2% in 2007 compared to 16.6% in 2006.

*Operating income.* Operating income of the Polyolefins segment (which excludes financial income, financial expense and results from equity accounting) increased by 26.1% in 2007, principally as a result of a R\$242.6 million increase in gross profit, the effects of which were partially offset by (1) a 24.0% increase in selling, general and administrative expenses, primarily due to our consolidation of the results of Politeo for 12 months in 2007 as compared to nine months in 2006 as a result of the Politeo Acquisition on April 6, 2006, and an increase in logistics expenses principally due to the increase in export sales, and (2) R\$14.4 million in other operating expense, net, in 2007, principally composed of selling expenses that were reclassified as other operating expenses, primarily in December 2007, compared to R\$22.5 million in other operating income, net in 2006, principally composed of non-recurring revenue recovery of R\$13.1 million in connection with the reversal of a PIS tax provision in 2006. Operating margin of the Polyolefins segment in 2007 was 10.2% compared to 9.6% in 2006.

### *Vinyls*

*Net Sales Revenue.* Net sales revenue of the Vinyls segment increased by 16.1% in 2007. This increase was primarily attributable to a 20.7% increase in net sales revenue generated by domestic sales of PVC. Net sales revenue generated by export sales of this segment increased by 25.8% to R\$151.3 million in 2007 from R\$120.2 million in 2006.

Sales volume of PVC increased by 16.5% to approximately 504,000 tons in 2007 from approximately 432,800 tons in 2006, principally as a result of an increase in opportunities to sell PVC due to a global imbalance in the supply and demand for PVC. Domestic sales volume of PVC increased by 16.1% in 2007, principally due to an increase in domestic demand, while export sales volume of PVC increased by 20.5%, principally due to increased global demand for PVC that outpaced increased production. The average domestic price for PVC increased by 3.9% to R\$2,616 per ton in 2007 from R\$2,518 per ton in 2006, while the average export price for PVC increased by 0.9% to R\$2,000 per ton in 2007 from R\$1,982 per ton in 2006.

*Cost of Sales and Gross Profit.* Cost of sales of the Vinyls segment increased by 15.5% in 2007, primarily as a result of the increased volume of sales of this segment and a 4.4% increase in the average price of ethylene.

Gross profit of the Vinyls segment increased by 18.5% in 2007, while gross margin increased to 19.6% in 2007 from 19.2% in 2006.

*Operating Income.* Operating income of the Vinyls segment (which excludes financial income, financial expense and results from equity accounting) declined by 16.7% in 2007, primarily as a result of a 64.0% increase in selling, general and administrative expenses as a result of increased accruals for profit sharing and increased storage and distribution expenses, which was partially offset by a R\$54.9 million increase in gross profit. The operating margin of the Vinyls segment declined to 9.7% in 2007 from 13.5% in 2006.

### *Business Development*



*Net Sales Revenue.* Net sales revenue of our Business Development segment increased by 1.4% in 2007. This increase was primarily attributable to the 5.2% increase in net sales revenue generated by sales of caprolactam in 2007, the effects of which were partially offset by a 4.6% decline in net sales revenue generated by sales of PET in 2007. Net sales revenue generated by export sales of this segment increased to R\$128.7 million in 2007 from R\$120.9 million in 2006.

Sales volume of caprolactam increased by 3.4% to approximately 45,000 tons in 2007 from approximately 43,500 tons in 2006. Domestic sales volume of caprolactam decreased by 29.0% primarily as a result of the shutdown of the plant of one of our domestic customers in June 2006, while export sales volume of caprolactam increased by 50.4% in 2007, primarily as a result of our reallocation of our production to the export market following this plant closure. The average export price for caprolactam increased by 2.4% to R\$4,478 per ton in 2007 from R\$4,374 per ton in 2006, and the average domestic price for caprolactam increased by 6.3% to R\$5,266 per ton in 2007 from R\$4,954 per ton in 2006.

Sales volume of PET declined by 3.7% to approximately 61,600 tons in 2007 from approximately 64,000 tons in 2006. Domestic sales volume of PET increased by 19.3% in 2007 primarily as a result of our successful efforts to persuade our domestic PET customers to substitute our products for imported products that they had been consuming, while exports sales volume of PET declined to approximately 1,300 tons in 2007 from approximately 13,400 tons in 2006, primarily as a result of the reduced volume of PET available to export as a result of the recovery of our domestic sales. The average domestic price for PET declined by 3.4% to R\$2,915 per ton in 2007 from R\$3,019 per ton in 2006, while the average export price for PET increased by 4.9% to R\$2,774 per ton in 2007 from R\$2,644 per ton in 2006.

*Cost of Sales and Gross Loss.* Cost of sales of the Business Development segment declined by 6.5% in 2007. Gross loss of the Business Development segment decreased to a gross loss of R\$20.6 million in 2007 from a gross loss of R\$62.6 million in 2006, resulting in a negative gross margin of 4.2% in 2007 compared to a negative gross margin of 13.0% in 2006.

*Operating Loss.* Operating loss of the Business Development segment (which excludes financial income, financial expense and results from equity accounting) declined by 31.0%, principally as a result of the R\$42.0 million decline in gross loss described above, the effects of which were partially offset by R\$22.8 million in other operating expenses, net, in 2007, primarily as a result of the reclassification of some of our selling expenses as other operating expenses, particularly in June 2007, compared to R\$1.9 million in other operating income, net in 2006. Operating margin of the Business Development segment was (12.2)% in 2007 compared to an operating margin of (18.0)% in 2006.

### *Copesul*

*Net Sales Revenue.* Net sales revenue of the Copesul segment was R\$5,516.1 million in the nine months ended December 31, 2007 (the period in 2007 in which we have fully consolidated the results of Copesul in our financial statements). Net sales revenue generated by sales of basic petrochemicals by the Copesul segment to our other segments was R\$2,670.3 million, representing 48.4% of the net sales revenue of this segment. Net sales revenue generated by sales of basic petrochemicals to third parties was R\$1,713.2 million, representing 31.1% of the net sales revenue of this segment.

Net sales revenue generated by sales of condensate was R\$788.7 million, representing 14.3% of the net sales revenue of this segment. Net sales revenue generated by sales of utilities to third parties was R\$92.9 million, representing 1.7% of the net sales revenue of this segment. Net sales revenue generated by sales of automotive gasoline was R\$251.0 million, representing 4.6% of the net sales revenue of this segment. Net sales revenue generated by export sales of the Copesul segment was R\$865.4 million, representing 15.7% of the net sales revenue of this segment.

Sales to third parties of the Copesul segment primarily consisted of:

- net sales of condensate of R\$743.8 million, representing 13.5% of the net sales revenue of this segment, a significant portion of which was sold to RPI, which refined condensate into naphtha for resale to our Copesul

business unit;

- net sales of benzene of R\$487.4 million, representing 8.8% of the net sales revenue of this segment; and
- net sales of ethylene of R\$440.7 million, representing 8.0% of the net sales revenue of this segment.

Sales volume of condensate to third parties was approximately 746,400 tons in the nine months ended December 31, 2007. Our average price for condensate was R\$1,057 per ton in the nine months ended December 31, 2007. Sales volume of benzene to third parties was approximately 236,100 tons in the nine months ended December 31, 2007. Our average price for benzene was R\$2,064 per ton in the nine months ended December 31, 2007. Sales volume of ethylene to third parties was approximately 191,900 tons in the nine months ended December 31, 2007. Our average price for ethylene was R\$2,297 per ton in the nine months ended December 31, 2007.

*Cost of Sales and Services Rendered and Gross Profit.* Cost of sales and services rendered of the Copesul segment was R\$4,924.7 million in the nine months ended December 31, 2007. The average cost of naphtha, which represented 88.9% of the cost of sales and services rendered of the Copesul segment, was R\$1,314 per ton in the nine months ended December 31, 2007.

Gross profit of the Copesul segment was R\$591.4 million in the nine months ended December 31, 2007 and gross margin was 10.7% in the nine months ended December 31, 2007.

*Operating Income.* Operating income of the Copesul segment (which excludes financial income, financial expense and results from equity accounting) was R\$509.3 million in the nine months ended December 31, 2007. Operating margin of the Copesul segment in the nine months ended December 31, 2007 was 9.2% .

#### *Ipiranga Petroquímica*

*Net Sales Revenue.* Net sales revenue of the Ipiranga Petroquímica segment was R\$1,551.4 million in the nine months ended December 31, 2007 (the period in 2007 in which we have consolidated the results of Ipiranga Petroquímica in our financial statements). Net sales revenue from sales of polyethylene were R\$1,179.2 million, representing 76.0% of the net sales revenue of this segment in the nine months ended December 31, 2007, and net sales revenue from sales of polypropylene were R\$372.2 million, representing 24.0% of the net sales revenue of this segment. Net sales revenue generated by export sales of the Ipiranga Petroquímica segment was R\$410.8 million in the nine months ended December 31, 2007.

Sales volume of polyethylene was approximately 350,700 tons in the nine months ended December 31, 2007. Domestic sales volume of polyethylene was approximately 226,300 tons, and export sales volume of polyethylene was approximately 124,400 tons. The average domestic price for polyethylene was R\$3,749 per ton in the nine months ended December 31, 2007, while the average export price for polyethylene was R\$2,658 per ton in the nine months ended December 31, 2007.

Sales volume of polypropylene was approximately 111,000 tons in the nine months ended December 31, 2007. Domestic sales volume of polypropylene was approximately 78,700 tons in the nine months ended December 31, 2007, while export sales volume of polypropylene was approximately 32,300 tons. The average domestic price for polypropylene was R\$3,713 per ton in the nine months ended December 31, 2007, while the average export price for polypropylene was R\$2,479 per ton in the nine months ended December 31, 2007.

*Cost of Sales and Gross Profit.* Cost of sales of the Ipiranga Petroquímica segment was R\$1,232.5 million in the nine months ended December 31, 2007. The Ipiranga Petroquímica segment's average cost for ethylene was R\$2,303 per ton during the nine months ended December 31, 2007, and the Ipiranga Petroquímica segment's average cost for propylene was R\$2,230 per ton during the nine months ended December 31, 2007.

Gross profit of the Ipiranga Petroquímica segment was R\$318.9 million in the nine months ended December 31, 2007, and gross margin was 20.6% in the nine months ended December 31, 2007.

*Operating Income.* Operating income of the Ipiranga Petroquímica segment (which excludes financial income, financial expense and results from equity accounting) was R\$202.1 million in the nine months ended December 31, 2007. Operating margin of the Ipiranga Petroquímica segment in the nine months ended December 31, 2007 was 13.0% .

*Ipiranga Química*

*Net Sales Revenue.* Net sales revenue of the Ipiranga Química segment was R\$392.6 million in the nine months ended December 31, 2007 (the period in 2007 in which we have consolidated the results of Ipiranga Química in our financial statements). Net sales revenue from sales of solvents was R\$136.4 million, representing 34.7% of the net sales revenue of this segment in the nine months ended December 31, 2007, net sales revenue from sales of polymers was R\$106.3 million, representing 27.1% of the net sales revenue of this segment, and net sales revenue from sales of general purpose chemicals was R\$41.1 million, representing 38.2% of the net sales revenue of this segment. Sales volume of solvents was approximately 62,000 tons in the nine months ended December 31, 2007, sales volume of polymers was approximately 26,900 tons, and sales volume of general purpose chemicals was approximately 56,800 tons.

*Cost of Sales and Gross Profit.* Cost of sales of the Ipiranga Química segment was R\$338.9 million in the nine months ended December 31, 2007. Gross profit of the Ipiranga Química segment was R\$53.7 million in the nine months ended December 31, 2007, and gross margin was 13.7% in the nine months ended December 31, 2007.

*Operating Income.* Operating income of the Ipiranga Química segment (which excludes financial income, financial expense and results from equity accounting) was R\$9.6 million in the nine months ended December 31, 2007. Operating margin of the Ipiranga Química segment in the nine months ended December 31, 2007 was 2.4% .

***Year Ended December 31, 2006 Compared with Year Ended December 31, 2005****Consolidated Results*

The following table sets forth consolidated financial information for the years ended December 31, 2006 and 2005.

	<b>Year Ended December 31,</b>	
	<b>2006(1)</b>	<b>2005</b>
	<b>(in millions of reais)</b>	
Net sales revenue	R\$ 12,992.7	R\$ 13,075.1
Cost of sales and services rendered	(10,792.1)	(10,361.7)
Gross profit	2,200.6	2,713.4
Selling, general and administrative expenses	(951.5)	(787.1)
Depreciation and amortization	(385.0)	(355.6)
Other operating income, net	186.1	22.8
Results from equity accounting(2)	(28.8)	(109.8)
Financial expenses, net	(938.4)	(709.4)
Operating income	83.0	774.3
Non-operating expenses, net	7.1	(25.2)
Income before income tax and social contribution and minority interest	90.1	749.1
Income tax and social contribution	12.8	(177.3)
Income before minority interest	102.9	571.8

Minority interest	(1.6)	54.0
Net income	R\$ 101.3	R\$ 625.8

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- (1) As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of Our Company, includes fully consolidated results of Politeno for periods as from April 1, 2006.
- (2) Results from equity accounting comprises the following line items in our consolidated statement of operations: equity in the results, amortization of goodwill (negative goodwill), net, foreign exchange variation and tax incentives and other.

*Net Sales Revenue*

Net sales revenue declined by 0.6% in 2006, primarily as a result of a 4.7% decline in net sales of our Basic Petrochemicals segment, a 14.1% decline in net sales of our Vinyls segment, a 12.8% decline in the contribution to our net sales revenue by our jointly controlled companies, and a 15.1% decline in net sales of our Business Development segment. The effects of these declines were partially offset by a 21.9% increase in net sales of our Polyolefins segment. Without giving effect to the proportional consolidation of our jointly controlled companies, our net sales revenue increased by 0.9% in 2006.

*Cost of Sales and Services Rendered and Gross Profit*

Cost of sales and services rendered increased by 4.2% in 2006, principally due to a 25.2% increase in the cost of sales of our Polyolefins segment primarily related to the Politeno Acquisition. Without giving effect to the proportional consolidation of our jointly controlled companies, our cost of sales and services rendered increased by 6.0% in 2006.

As a result, gross profit declined by 18.9% in 2006. Without giving effect to the proportional consolidation of our jointly controlled companies, gross profit declined by 20.0% in 2006.

Gross profit as a percentage of net sales revenue, or gross margin, for 2006 was 16.9% compared to 20.8% in 2005. Without giving effect to the proportional consolidation of our jointly controlled companies, gross margin decreased to 15.7% for 2006 compared to 19.8% in 2005.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased by 20.9% in 2006, primarily as a result of (1) a R\$30 million increase in distribution logistics and storage expenses, primarily as a result of increased geographic diversity of our customers, (2) a R\$25 million increase in export expenses and a R\$5 million increase in fixed costs, primarily as a result of our increased export sales and our establishment of sales offices in Argentina and The Netherlands, (3) a R\$16 million increase in the provision for doubtful accounts, primarily due to an adjustment to the provision for doubtful accounts at Politeno to align Politeno's provision with our criteria for this provision, and (4) R\$15 million in non-recurring expenses relating to the integration of Politeno and restructuring of the Polyolefins, PET and caprolactam businesses.

Selling, general and administrative expenses represented 7.3% of net sales revenue in 2006 compared to 6.0% of net sales revenue in 2005. Without giving effect to the proportional consolidation of our jointly controlled companies, selling, general and administrative expenses increased by 29.3% in 2006, and selling, general and administrative expenses represented 7.5% of net sales revenue in 2006 compared to 5.8% of net sales revenue in 2005.

*Depreciation and Amortization*

Depreciation and amortization increased by 8.3% in 2006, primarily as a result of the increases in property, plant and equipment as a result of (1) the merger of Polialden with our company on May 31, 2006, (2) the reclassification of programmed maintenance shutdown expenses as property, plant and equipment on January 1, 2006, and (3) our capital expenditures in connection with the implementation of Formula Braskem. Without giving effect to the proportional consolidation of our jointly controlled companies, depreciation and amortization increased by 8.4% in 2006.



### *Other Operating Income, Net*

Other operating income, net increased to R\$186.1 million in 2006 compared to R\$22.8 million in 2005, primarily as a result of (1) a non-recurring revenue recovery of R\$112.0 million in connection with the reversal of a tax provision for PIS/COFINS as a result of a favorable decision of the Brazilian Federal Supreme Court in certain suits that we had brought challenging the constitutionality of Law No. 9,718/98, and (2) a R\$41.5 million increase in rental of facilities and assignment of right of use, primarily as a result of our contribution of our polypropylene production process technology to Paulínia. Without giving effect to the proportional consolidation of our jointly controlled companies, other operating income, net increased by 124.8% in 2006.

### *Results from Equity Accounting*

Results from equity accounting declined by 73.8% in 2006, primarily as a result of a decline of 62.1% in amortization of (goodwill) negative goodwill, net, principally as a result of the elimination of the amortization of goodwill relating to Polialden as a result of the merger of Polialden with our company on May 31, 2006, as well as the realization of negative goodwill in the amount of R\$53.0 million in 2006. The effects of this decline were partially offset by a 47.7% decline in tax incentives, primarily as a result of the expiration of certain tax incentives relating to technology utilized by Copesul. Without giving effect to the proportional consolidation of our jointly controlled companies, results from equity accounting increased by 164.6% in 2006.

### *Financial Expenses, Net*

Financial expenses, net, increased by 32.3% in 2006, primarily as a result of (1) a R\$117.8 million increase in taxes and charges on financial transactions, primarily as a result of the increase in debt in foreign currency in 2006, and (2) a R\$100.4 million increase in losses on operational and financial derivatives transactions, primarily as a result of losses incurred under certain commodity hedging contracts and exchange rate hedges that we entered into in 2006. The effects of these increases were partially offset by the effect of the real/U.S. dollar exchange rate on our U.S. dollar-denominated and U.S. dollar-indexed assets and liabilities. As a result of the 8.7% appreciation of the *real* against the U.S. dollar in 2006, we recorded:

- financial income of R\$333.4 million related to the exchange rate effect on our U.S. dollar-denominated and U.S. dollar-indexed liabilities; and
- financial expense of R\$204.2 million related to the exchange rate effect on our U.S. dollar-denominated assets.

As a result of the 11.8% appreciation of the *real* against the U.S. dollar in 2005, we recorded:

- financial income of R\$556.9 million related to the exchange rate effect on our U.S. dollar-denominated and U.S. dollar-indexed liabilities; and
- financial expense of R\$288.8 million related to the exchange rate effect on our U.S. dollar-denominated assets.

Without giving effect to the proportional consolidation of our jointly controlled companies, financial expenses, net increased by 39.2% in 2006.

### *Operating Income*

Operating income decreased by 89.3% in 2006. Operating income represented 0.6% of net sales revenue in 2006 compared to 5.9% of net sales revenue in 2005. Without giving effect to the proportional consolidation of our jointly

controlled companies, operating loss was R\$21.7 million in 2006 compared to operating income of R\$735.1 million in 2005, and represented (0.2)% of net sales revenue in 2006 compared to 6.3% of net sales revenue in 2005.

*Non-Operating Income (Expense), Net*

Non-operating income, net was R\$7.1 million in 2006 compared to non-operating expense, net of R\$25.2 million in 2005, primarily as a result of non-recurring expenses of R\$22.4 million incurred in 2005 principally related to environmental remediation that we performed at our Alagoas plant. Without giving effect to the proportional consolidation of our jointly controlled companies, non-operating income, net was R\$8.1 million in 2006 compared to non-operating expense, net of R\$24.7 million in 2005.

*Income Tax and Social Contribution*

Income tax and social contribution was a benefit of R\$12.8 million in 2006 compared to an expense of R\$177.3 million in 2005, primarily as a result of our reduced taxable income in 2006 and a R\$75.9 million increase in our deferred income tax asset as a result of our merger with Polialden. Furthermore, our aggregate tax loss carryforwards increased by R\$51.9 million in 2006 compared to a decrease in our aggregate tax loss carryforwards of R\$24.7 million in 2005. Without giving effect to the proportional consolidation of our jointly controlled companies, income tax and social contribution was a benefit of R\$97.0 million in 2006 compared to an expense of R\$87.7 million in 2005.

*Minority Interest*

Minority interest resulted in a loss of R\$1.6 million in 2006 compared to a gain of R\$54.0 million in 2005, primarily as a result of the elimination of the minority interest in Polialden as a result of our merger with Polialden on May 31, 2006. Without giving effect to the proportional consolidation of our jointly controlled companies, minority interest was a loss of R\$1.6 million in 2006 compared to a gain of R\$54.0 million in 2005.

*Net Income*

We recorded net income of R\$101.3 million, or 0.8% of net sales revenue, in 2006 compared to net income of R\$625.8 million, or 4.8% of net sales revenue, in 2005.

*Business Segment Results*

The following table sets forth consolidated financial information for our business segments for the years ended December 31, 2006 and 2005.

	<b>Year Ended December 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>(in millions of reais, except percentages)</b>	
<b>Basic Petrochemicals</b>		
Net sales revenue	R\$6,883.6	R\$7,226.7
Cost of sales and services rendered	(5,994.8)	(6,138.5)
Gross profit	888.8	1,088.2
Operating income (1)	539.0	895.0
Gross margin (%)	12.9%	15.1%
Operating margin (%)	7.8%	12.4%

**Polyolefins(2)**

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Net sales revenue	R\$4,775.8	R\$3,919.0
Cost of sales	(3,985.4)	(3,182.8)
Gross profit	790.4	736.2
Operating income (1)	458.0	553.3
Gross margin (%)	16.6%	18.8%
Operating margin (%)	9.6%	14.1%

	<b>Year Ended December 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>(in millions of reais, except percentages)</b>	
<b>Vinyls</b>		
Net sales revenue	R\$1,541.7	R\$1,794.1
Cost of sales	(1,245.3)	(1,271.9)
Gross profit	296.4	522.2
Operating income (1)	208.1	438.8
Gross margin (%)	19.2%	29.1%
Operating margin (%)	13.5%	24.5%
<b>Business Development</b>		
Net sales revenue	R\$483.1	R\$569.0
Cost of sales	(545.7)	(552.9)
Gross profit (loss)	(62.6)	16.1
Operating income (loss)(1)	(86.8)	6.8
Gross margin (%)	(13.0)%	2.8%
Operating margin (%)	(18.0)%	1.2%

(1) Operating income does not include financial income, financial expense and results from equity accounting.

(2) As a result of the Politeno Acquisition described under Item 4. Information On The Company History and Development of Our Company, includes fully consolidated results of Politeno for periods as from April 1, 2006.  
*Basic Petrochemicals*

*Net Sales Revenue.* Net sales revenue of the Basic Petrochemicals segment declined by 4.7% in 2006. Significant factors contributing to this decline were:

- a R\$572.0 million, or 45.0%, decline in net sales revenue generated by domestic sales of ethylene to third parties;
- a R\$126.6 million, or 12.5%, decline in net sales revenue generated by sales of propylene to third parties;
- a R\$100.4 million, or 35.5%, decline in net sales revenue generated by sales of para-xylene to third parties;
- a R\$86.3 million, or 11.3%, decline in net sales revenue generated by sales of benzene to third parties.

Net sales revenue generated by sales of basic petrochemicals by our Basic Petrochemicals segment to our other segments increased by 28.9% in 2006 to R\$2,272.1 million from R\$1,763.0 million in 2005, principally due to the reclassification of ethylene sales to Politeno as internal sales for the period after April 6, 2006, the date of the Politeno Acquisition, and net sales revenue generated by sales of utilities by our Basic Petrochemicals segment to our other segments increased by 16.0% in 2006 to R\$160.3 million from R\$138.2 million in 2005. Net sales revenue generated by sales of utilities to third parties increased by 5.9% in 2006 to R\$374.5 million from R\$353.6 million in 2005. Net sales revenue generated by export sales of the Basic Petrochemicals segment declined by 6.1% in 2006 to R\$995.0 million from R\$1,059.9 million in 2005.

Domestic sales volume of ethylene to third parties declined by 47.0% to approximately 307,900 tons in 2006 from approximately 581,100 in 2005 principally due to (1) the reclassification of ethylene sales to Politeno as internal sales for the period after April 6, 2006, the date of the Politeno Acquisition, (2) reduced demand by second generation

producers in the Northeastern Complex as a result of operational problems experienced by several of our customers, and (3) a non-programmed maintenance shutdown of our Olefins 1 unit during December 2006 for 13 days, as a result of which we were able to postpone the next scheduled maintenance shutdown of this unit by 12 months. The average domestic price for ethylene increased by 3.8% to R\$2,270 per ton in 2006 from R\$2,187 per ton in 2005.

Sales volume of propylene to third parties declined by 9.1% to approximately 436,000 tons in 2006 from approximately 479,500 tons in 2005. Domestic sales volume of propylene to third parties declined 20.0% principally due to (1) reduced demand by second generation producers in the Northeastern Complex as a result of operational problems experienced by several of our customers, and (2) a non-programmed maintenance shutdown of our Olefins 1 unit during December 2006 for 13 days, while export sales volume of propylene increased by 53.6%, principally due to our strategic decision to increase our exports of propylene despite the lower margins available in the international market rather than lower our capacity utilization rate in response to the reduced domestic demand for propylene. The average domestic price for propylene declined by 0.9% to R\$2,106 per ton in 2006 from R\$2,124 per ton in 2005, and the average export price for propylene declined 11.4% to R\$1,825 per ton in 2006 from R\$2,059 per ton in 2005.

Sales volume of para-xylene to third parties declined by 36.9% to approximately 79,100 tons in 2006 from approximately 125,400 tons in 2005. Domestic sales volume of para-xylene to third parties declined 67.7% principally due to the reduced production of polyester fiber in Brazil as end users substituted less expensive polyester fiber for domestically produced polyester fiber. In response to this decline we exported approximately 38,600 tons of para-xylene, a significant portion of which was sold to Mexican customers. The average domestic price for para-xylene increased by 6.6% to R\$2,406 per ton in 2006 from R\$2,256 per ton in 2005, and the average export price for para-xylene was R\$2,307 per ton in 2006.

Sales volume of benzene to third parties declined by 11.1% to approximately 340,100 tons in 2006 from approximately 382,500 tons in 2005, primarily due to (1) a non-programmed maintenance shutdown of our Olefins 1 unit during December 2006 for 13 days, and (2) a change in the mix of products produced in 2006 that effectively reduced our benzene production capacity during 2006. Domestic sales volume of benzene to third parties increased 7.5%, principally due to the increased demand by domestic producers of nylon fiber, while export sales volume of benzene declined by 21.7%, principally due to the reduced availability of benzene available for export as a result of increased domestic demand. The average domestic price for benzene declined by 10.0% to R\$1,971 per ton in 2006 from R\$2,190 per ton in 2005 and the average export price for benzene increased 6.5% to R\$2,010 per ton in 2006 from R\$1,887 per ton in 2005.

*Cost of Sales and Services and Gross Profit.* Cost of sales and services rendered of the Basic Petrochemicals segment declined by 2.3% in 2006. This decline was primarily attributable to the lower volume of production of our Basic Petrochemicals segment, the effects of which were partially offset by the increase in the average cost of naphtha during 2006. Naphtha accounted for 86.6% of the Basic Petrochemicals segment's cost of sales in 2006 and 86.6% in 2005.

Gross profit of the Basic Petrochemicals segment decreased by 18.3% in 2006 and gross margin decreased to 12.9% in 2006 compared to 15.1% in 2005.

*Operating Income.* Operating income of the Basic Petrochemicals segment (which excludes financial income, financial expense and results from equity accounting) decreased by 39.8% in 2006, principally as a result of (1) the decline in gross profit of this segment, (2) a 35.4% increase in selling, general and administrative expenses, principally as a result of losses incurred under certain commodity hedging contracts that we entered into in 2006, and (3) our incurrence of other operating expenses, net of R\$10.4 million in 2006 compared to other operating income, net of R\$57.1 million in 2005, primarily due to non-recurring sales of iron scrap in 2005 and our recovery of an account receivable in 2005 in the amount of R\$18.6 million that we had previously written off. Operating margin of the Basic Petrochemicals segment was 7.8% in 2006 compared to 12.4% in 2005.

### *Polyolefins*

*Net Sales Revenue.* Net sales revenue of the Polyolefins segment increased by 21.9% in 2006. This increase was primarily attributable to:



- a 34.6% increase in net sales revenue generated by sales of polyethylene, led by (1) a 50.1% increase in net sales revenue generated by sales of LLDPE, (2) a 41.2% increase in net sales revenue generated by sales of LDPE, and (3) to a lesser extent, net sales revenue of R\$61.6 million generated by sales of EVA, which we have sold since the Politeno Acquisition on April 6, 2006; and
- a 4.2% increase in net sales revenue generated by sales of polypropylene, principally as a result of the higher volume sold and higher prices compared to 2005.

Net sales revenue generated by export sales of the Polyolefins segment increased by 31.0% to R\$1,272.8 million in 2006 from R\$971.5 million in 2005.

Sales volume of polypropylene increased by 2.4% to approximately 529,900 tons in 2006 from approximately 517,500 tons in 2005. Domestic sales volume of polypropylene increased by 7.9% in 2006, principally due to the expansion of production by some of our customers, while export sales volume of polypropylene declined by 21.4%, principally due to the reduced availability of polypropylene available for export as a result of increased domestic demand. The average domestic price for polypropylene in 2006 remained stable at R\$3,344 per ton, while the average export price for polypropylene stated in *reais* increased by 5.1% to R\$2,614 per ton in 2006 from R\$2,487 per ton in 2005.

Sales volume of polyethylene increased by 29.6% to approximately 995,200 tons in 2006 from approximately 768,200 tons in 2005. Domestic sales volume of polyethylene increased by 20.4% in 2006 and export sales volume of polyethylene increased by 46.9% in 2006, principally due to the effects of the Politeno Acquisition. The average domestic price for polyethylene increased by 6.7% to R\$3,279 per ton in 2006 from R\$3,072 per ton in 2005, while the average export price for polyethylene stated in *reais* increased by 0.6% to R\$2,741 per ton in 2006 from R\$2,725 per ton in 2005.

*Cost of Sales and Gross Profit.* Cost of sales of the Polyolefins segment increased by 25.2% in 2006 compared to 2005, primarily as a result of (1) the increased volume of sales of polyolefins products driven by the Politeno Acquisition, and (2) the increased cost of the feedstocks used by this segment. Our average cost for ethylene increased by 5.9% during 2006, and our average cost for propylene increased by 6.9% during 2006.

Gross profit of the Polyolefins segment increased by 7.4% in 2006, while gross margin declined to 16.6% in 2006 compared to 18.8% in 2005.

*Operating Income.* Operating income of the Polyolefins segment (which excludes financial income, financial expense and results from equity accounting) decreased by 17.2% in 2006, primarily as a result of (1) a 50.4% increase in selling, general and administrative expenses, principally due to higher expenses as a result of the Politeno Acquisition, and (2) a 57.6% decrease in other operating income, net. These effects were partially offset by the increase in this segment's gross profit. Other operating income, net, in 2005 included a gain of R\$58.2 million related to the contribution of our polypropylene production process technology to Paulínia and other operating income, net included our recovery of additional corporate income tax in the amount of R\$13.1 million in 2006. Operating margin of the Polyolefins segment decreased to 9.6% in 2006 compared to 14.1% in 2005.

### *Vinyls*

*Net Sales Revenue.* Net sales revenue of the Vinyls segment declined by 14.1% in 2006. This decline was primarily attributable to a 7.4% decline in net sales revenue generated by sales of PVC, a 22.7% decline in net sales revenue generated by sales of caustic soda and a 45.1% decline in net sales revenue generated by export sales of EDC. Net sales revenue generated by export sales of this segment declined by 45.6% to R\$120.2 million in 2006 from R\$220.9 million in 2005.

Sales volume of PVC declined by 2.1% to approximately 432,800 tons in 2006 from approximately 441,900 tons in 2005, principally due to the effects of a general maintenance shutdown of our PVC plant in Camaçari that was carried in May 2006 and lasted 14 days. Domestic sales volume of PVC increased by 5.7% in 2006, mainly to the growth of domestic demand, while export sales volume of PVC declined by 48.6%, principally due to the reduced availability of PVC available for export as a result of increased domestic demand. The average domestic price for PVC decreased by 8.3% to R\$2,518 per ton in 2006 from R\$2,747 per ton in 2005, while the average export price for PVC increased by 7.0% to R\$1,982 per ton in 2006 from R\$1,852 per ton in 2005.

Export sales volume of EDC declined by 14.8% to approximately 104,100 tons in 2006 from approximately 122,200 tons in 2005, primarily as a result of the expiration of a long-term supply agreement with Sojitz Corporation (formerly known as Nissho Iwai Corporation), or Sojitz, during 2006 the effects of which were partially offset by our increase in spot market sales of EDC. The average export price for EDC declined by 35.5% to R\$507 per ton in 2006 from R\$786 per ton in 2005.

Domestic sales volume of caustic soda declined by 7.0% to approximately 423,900 tons in 2006 from approximately 455,600 tons in 2005, principally due to our reduced production volume of caustic soda in 2006 as a result of temporary operational problems experienced by our Alagoas caustic soda plant. The average domestic price for caustic soda declined by 14.4% to R\$844 per ton in 2006 from R\$986 per ton in 2005.

*Cost of Sales and Gross Profit.* Cost of sales of the Vinyls segment declined by 2.1% in 2006 compared to 2005, primarily as a result of our reduced volume of sales, the effects of which were partially offset by increases in the prices of ethylene and electric power.

Gross profit of the Vinyls segment declined by 43.2% in 2006, while gross margin decreased to 19.2% in 2006 from 29.1% in 2005.

*Operating Income.* Operating income of the Vinyls segment (which excludes financial income, financial expense and results from equity accounting) declined by 52.6% in 2005, primarily as a result of the decline in gross profit of this segment and, to a lesser extent, a 37.9% increase in selling, general and administrative expenses, principally as a result of some additional delivery expenses and an increase on our allowance for doubtful accounts. The operating margin of the Vinyls segment declined to 13.5% in 2006 from 24.5% in 2005.

### *Business Development*

*Net Sales Revenue.* Net sales revenue of our Business Development segment declined by 15.1% in 2006. This decline was primarily attributable to a 5.5% decline in net sales revenue generated by sales of PET during 2006 and a 21.1% decline in net sales revenue generated by sales of caprolactam during 2006. Net sales revenue generated by export sales of this segment increased to R\$120.9 million in 2006 from R\$87.8 million in 2005.

Sales volume of PET increased by 5.9% to approximately 64,000 tons in 2006 from approximately 60,400 tons in 2005, primarily as a result of an increase in export sales to the European market. Domestic sales volume of PET decreased by 10.6% in 2006 primarily as a result of the increase in imports of PET into Brazil from Asia, while export sales volume of PET increased by approximately 250% as a result of our development of customers in foreign markets. The average domestic price for PET declined by 14.9% to R\$3,019 per ton in 2006 from R\$3,547 per ton in 2005, while the average export price for PET declined by 2.9% to R\$2,644 per ton in 2006 from R\$2,723 per ton in 2005.

Sales volume of caprolactam declined by 9.9% to approximately 43,500 tons in 2006 from approximately 48,300 tons in 2005. Domestic sales volume of caprolactam decreased by 22.0% in 2006 primarily as a result of the permanent closure of a plant by one of our customers, while export sales volume of caprolactam increased by 16.5% due to our strategic decision to increase our exports of caprolactam despite the lower margins available in the international market rather than lower our capacity utilization rate in response to the reduced domestic demand for caprolactam. The average domestic price for caprolactam declined by 17.1% to R\$4,954 per ton in 2006 from R\$5,975 per ton in 2005, and the average export price for caprolactam declined by 13.5% to R\$4,374 per ton in 2006 from R\$5,059 per ton in 2005.

*Cost of Sales and Gross Loss.* Cost of sales of the Business Development segment decreased by 1.3% in 2006.



Gross loss of the Business Development segment was R\$62.6 million in 2006 compared to gross profit of R\$16.1 million in 2005, resulting in a gross margin of (13.0)% in 2006 compared to 2.8% in 2005.

*Operating Income (Loss).* Operating loss of the Business Development segment (which excludes financial income, financial expense and results from equity accounting) was R\$86.8 million in 2006 compared to operating income of R\$6.8 million in 2005, principally as a result of the incurrence of a gross loss by this segment in 2006. Operating margin of the Business Development segment was (18.0)% in 2006 compared to 1.2% in 2005.

## **Liquidity and Capital Resources**

Our principal cash requirements consist of the following:

- working capital requirements;
- the servicing of our indebtedness;
- capital expenditures related to investments in operations, construction of new plant facilities, and maintenance and expansion of plant facilities;
- funds required for potential acquisitions of equity interests in other petrochemical producers; and
- dividends on our shares, including in the form of interest attributable to shareholders equity.

Our principal sources of liquidity have traditionally consisted of the following:

- cash flows from operating activities;
- short-term and long-term borrowings; and
- sales of debt securities in domestic and international capital markets.

During 2007, cash flow generated by operations was used primarily for investing activities, for working capital requirements and to service our outstanding debt obligations. At December 31, 2007, our consolidated cash and cash equivalents and other investments amounted to R\$2,258.6 million, including R\$91.9 million that has been included in our consolidated financial statements due to the effects of proportional consolidation and to which we do not generally have access because we jointly control our proportionally consolidated companies with third parties. At December 31, 2007, we had working capital of R\$673.4 million. Without giving effect to the proportional consolidation of our jointly controlled companies, we had working capital of R\$636.5 million at December 31, 2007.

### ***Projected Sources and Uses of Cash***

We anticipate that we will be required to spend approximately R\$9,726.7 million to meet our short-term contractual obligations and commitments and budgeted capital expenditures in 2008, without giving effect to proportional consolidation. We expect that we will meet these cash requirements through a combination of cash generated from operating activities and cash generated by financing activities, including new debt financings and the refinancing of our existing short-term indebtedness as it becomes due.

We anticipate that we will be required to spend approximately R\$16,369.8 million to meet our long-term contractual obligations and commitments and budgeted capital expenditures through 2010, without giving effect to proportional consolidation. We anticipate that we will meet these cash requirements through a combination of: (1) cash generated from operating activities; (2) cash generated by financing activities, including new debt financings and the refinancing of our indebtedness as it becomes due; and (3) dividends received from our subsidiaries and jointly controlled companies.



We have commitments from several financial institutions to provide us with financing in the future, including:

- a commitment from an domestic financial institution to lend us an aggregate principal amount of up to R\$113.0 million for use in connection with our capital expenditure program; and
- a commitment from the Brazilian National Bank for Economic and Social Development (*Banco Nacional de Desenvolvimento Econômico e Social*), or BNDES, to lend us an aggregate principal amount of R\$151.0 million for use in connection with our capital expenditure program.

These commitments are subject to conditions precedent which we believe that we will be able to satisfy in connection with any amounts drawn under these facilities. We pay commitment fees to these financial institutions in connection with their commitments.

## **Cash Flows**

### *Cash Flows from Operating Activities*

Net cash provided by operating activities was R\$2,393.8 million in 2007, R\$405.3 million in 2006 and R\$1,719.4 million in 2005. Without giving effect to the proportional consolidation of our jointly controlled companies, net cash used by operating activities was R\$2,343.2 million in 2007, R\$115.7 million in 2006 and R\$2,109.1 million in 2005.

The most significant factors in the generation of our consolidated cash flows from operating activities in 2007 consisted of the following:

- our net income of R\$547.6 million;
- a R\$493.8 million decrease in our trade accounts receivable which resulted primarily from the effects of our sale of the subordinated quotas of Chemical Credit Rights Investment Fund II (*Chemical II Fundo de Investimento em Direitos Creditórios*) in March 2007 as a result of which we no longer consolidate this fund on our balance sheet and we no longer sell trade receivables to this fund;
- a R\$313.5 million increase in taxes recoverable, primarily as a result of the consolidation of the results of Copesul, Ipiranga Química and Ipiranga Petroquímica in our consolidated financial statements as from April 1, 2007 as a result of the Ipiranga Transaction;
- a R\$286.2 million increase in suppliers which resulted primarily from our consolidation of amounts due to suppliers from Copesul and Ipiranga Petroquímica as a result of the Ipiranga Transaction and the increase in the price of naphtha; and
- the R\$253.9 million decrease in other investments which resulted primarily from the maturity of some of our financial investments, the proceeds of which were not reinvested.

These positive factors contributing to our cash flows from operations were partially offset by the effect of the R\$556.4 million decrease in our liabilities for taxes and contributions payable which resulted primarily from (1) payments that we made to the Brazilian tax authorities under adverse rulings in certain suits brought by our company requesting the acknowledgement of IPI tax credits for certain purchases of raw materials by OPP Química, Trikem and Polialden, and (2) the reversal of a provision for PIS and COFINS taxes as a result of favorable rulings in certain suits brought by our company challenging the change to the methodology of assessing these taxes.

The most significant factors in the generation of our consolidated cash flows from operating activities in 2006 were:

- our net income of R\$101.3 million; and

- longer payment terms for imported raw materials under our raw material financing arrangements, resulting in a R\$415.0 million increase in our liabilities to suppliers.



These positive factors contributing to our cash flows from operations were partially offset by the effects of R\$462.5 million increase in our taxes recoverable resulting from: (1) an increase in our ICMS credit balance as a result of our consolidation of Politeño following the Politeño Acquisition, and (2) the recognition of PIS and COFINS's extemporaneous credit on our inputs and services used in our productive process.

The most significant factors in the generation of our consolidated cash flows from operating activities in 2005 were:

- our net income of R\$625.8 million; and
- longer payment terms for imported raw materials under our raw material financing arrangements, resulting in a R\$485.1 million increase in our liabilities to suppliers.

These positive factors contributing to our cash flows from operations were partially offset by the effects of a R\$130.3 million increase in our taxes recoverable resulting primarily from our increased level of exports in 2005.

#### *Cash Flows Used in Investing Activities*

Investing activities used net cash of R\$3,577.1 million in 2007, R\$1,213.1 million in 2006 and R\$1,048.0 million in 2005. Without giving effect to the proportional consolidation of our jointly controlled companies, investing activities used net cash of R\$3,282.6 million in 2007, R\$992.7 million in 2006 and R\$973.5 million in 2005.

During 2007, investing activities for which we used cash on a consolidated basis primarily consisted of (1) additions to property, plant and equipment, including our proportional share of the cost of the property, plant and equipment of Paulínia, investments in equipment replacement and additions to equipment related to the implementation of our Formula Braskem program, (2) payments to Ultrapar under the Ipiranga Investment Agreement and payments made for the 7.6% of the total share capital of Ipiranga Petroquímica not owned by Ipiranga Química, and (3) payments in connection with the merger of EDSP58 into Copesul and the merger of EDSP67 into Ipiranga Petroquímica. In addition, we used R\$263.0 million to perform maintenance on our plants during scheduled shutdowns during 2007 and R\$129.4 million in our safety, health and environmental programs.

During 2006, investing activities for which we used cash on a consolidated basis primarily consisted of (1) the payment of R\$237.5 million, representing the portion of the purchase price that was due upon the closing of the Politeño Acquisition, (2) additions to equipment related to the increase of our annual polyethylene production capacity in the Northeastern Complex by 30,000 tons and the increase of our annual isoprene production capacity by 8,800 tons, and (3) additions to equipment related to the implementation of our Braskem+ and Formula Braskem programs. In addition, we used R\$150.0 million to perform maintenance on our plants during scheduled shutdowns during 2006 and R\$152.0 million in our safety, health and environmental programs.

During 2005, investing activities for which we used cash on a consolidated basis primarily consisted of additions to equipment related to the increase of our annual PVC production capacity at our Alagoas PVC plant by 50,000 tons, the increase of our annual polyethylene production capacity in the Northeastern Complex by 30,000 tons and capital expenditures that increased our annual polyethylene production capacity in the Northeastern Complex by 30,000 tons when completed in 2006. In addition, we used R\$150.0 million to perform maintenance on our plants during scheduled shutdowns during 2005 and R\$150.0 million in our safety, health and environmental programs.

#### *Cash Flows from Financing Activities*

Financing activities provided net cash of R\$1,526.3 million in 2007 and R\$219.2 million in 2006, and used net cash of R\$329.7 million in 2005. Without giving effect to the proportional consolidation of our jointly controlled

companies, financing activities provided net cash of R\$1,283.6 million in 2007 and R\$375.9 million in 2006, and used net cash of R\$754.4 million in 2005.

During 2007, our principal sources of long-term borrowed funds consisted of (1) US\$953.2 million aggregate principal amount borrowed under the Acquisition Credit Agreement, (2) US\$150.0 million aggregate principal amount borrowed under our prepayment credit export facility, and (3) US\$125.0 million aggregate principal amount borrowed under two credit export note facilities.

During 2007, we used cash to prepay (1) US\$125.0 million under our syndicated secured export prepayment facility due 2009, and (2) R\$155.1 million under our 12<sup>th</sup> issue of debentures.

During 2006, our principal sources of long-term borrowed funds consisted of issuances of our 9.00% Perpetual Bonds in an aggregate principal amount of US\$200.0 million, our 8.00% Notes due 2017 in an aggregate principal amount of US\$275.0 million, our 14<sup>th</sup> issue of debentures in an aggregate principal amount of R\$500.0 million, and borrowings under a credit export note facility in an aggregate amount of US\$78.0 million.

During 2006, we used cash:

- to repay R\$3,613.8 million of our short-term debt, principally debt denominated in foreign currencies, including US\$772.0 million under advances on export contracts (*Adiantamentos sobre Contratos de Exportação*), US\$114.1 million under our export prepayment agreements, US\$19.5 million under our raw materials financing arrangements, and US\$178.4 million under our working capital facilities;
- to repurchase R\$150.0 million aggregate principal amount of our 12<sup>th</sup> issue of debentures; and
- to repurchase US\$184.6 million aggregate principal amount of our 12.50% Senior Notes due 2008.

During 2005, our principal sources of long-term borrowed funds consisted of:

- issuances of our 9.75% Perpetual Bonds in an aggregate principal amount of US\$150.0 million, our 9.375% Senior Notes due 2015 in an aggregate principal amount of US\$150.0 million, our 13<sup>th</sup> issue of debentures in an aggregate principal amount of R\$300.0 million, and quotas (i.e., shares) by Chemical Credit Rights Investment Fund II in the aggregate amount of R\$400.0 million; and
- loans of US\$111.7 million under two syndicated credit agreements and US\$45.0 million under a pre-export finance facility.

During 2005, we used cash to repay:

- R\$2,338.8 million of our short-term debt, principally debt denominated in foreign currencies, including US\$247.3 million under advances on export contracts (*Adiantamentos sobre Contratos de Exportação*), US\$213.8 million under our export prepayment agreements, US\$146.7 million under our raw materials financing arrangements, and US\$65.0 million of 9.25% notes due 2005 issued under our medium-term note program; and
- R\$617.2 million of our long-term debt, including US\$150 million of our 9.375% Senior Notes due 2015 and US\$100 million of our 10.625% Notes due 2007.

We also repaid R\$124.7 million of borrowings under four loan agreements with Copesul Trading International Inc., a related party, during 2005.

On April 12, 2005, we paid a distribution of R\$204.2 million, including R\$170.0 million that was paid in the form of interest attributable to shareholders' equity and R\$34.2 million that was paid in the form of dividends. On April 18, 2006, we paid a distribution of R\$325.7 million, including R\$270.0 million that was paid in the form of interest attributable to shareholders' equity and R\$55.7 million that was paid in the form of dividends. On April 9, 2007, we paid dividends in the aggregate amount of R\$36.9 million. On April 17, 2008, we paid dividends in the aggregate

amount of R\$278.5 million.

Unless our board of directors deems it inconsistent with our financial position, payment of dividends is mandatory under our by-laws and also is required under agreements with two of our shareholders and, consequently, may give rise to a significant cash requirements in future periods. Without giving effect to the proportional consolidation of our jointly controlled companies, we recorded dividend payments and interest attributable to shareholders equity of R\$43.8 million in 2007, R\$344.1 million in 2006 and R\$209.3 million in 2005 in our consolidated financial statements.

On May 3, 2006, we announced that our board of directors had authorized a share repurchase program under which we were authorized to repurchase up to 13,896,133 class A preferred shares and up to 1,400,495 common shares at market prices over the São Paulo Stock Exchange at any time and from time to time prior to October 31, 2006. We repurchased 13,131,054 of our class A preferred shares under our share repurchase program for a total purchase price of R\$182.0 million. On March 6, 2008, we announced that our shareholders had authorized the cancellation of 16,595,000 of our class A preferred shares that were held in treasury with a book value of R\$244.5 million.

On February 19, 2008, we announced that our board of directors had authorized a share repurchase program under which we are authorized to repurchase up to 19,862,411 class A preferred shares at market prices over the São Paulo Stock Exchange at any time and from time to time between March 7, 2008 and March 6, 2009 for a total purchase price of up to R\$252.3 million. As of June 27, 2008, we have repurchased 1,669,000 of our class A preferred shares under our share repurchase program for an aggregate purchase price of R\$22.0 million.

### ***Indebtedness and Financing Strategy***

At December 31, 2007, our total outstanding indebtedness on a consolidated basis was R\$8,381.9 million, consisting of R\$1,180.0 million of short-term indebtedness, including current portion of long-term indebtedness (or 14.1% of our total indebtedness), and R\$7,201.9 million of long-term indebtedness (or 85.9% of our total indebtedness). At December 31, 2007, we had no outstanding indebtedness to related parties on a consolidated basis. Without giving effect to the proportional consolidation of our jointly controlled companies, at December 31, 2007, our total outstanding indebtedness was R\$8,101.0 million, consisting of R\$1,176.0 million of short-term indebtedness, including current portion of long-term indebtedness, and R\$6,925.0 million of long-term indebtedness.

On a consolidated basis, our *real*-denominated indebtedness at December 31, 2007 was R\$2,503.5 million (29.9%), and our foreign currency-denominated indebtedness was R\$5,878.4 million (70.1%). Without giving effect to the proportional consolidation of our jointly controlled companies, our *real*-denominated indebtedness at December 31, 2007 was R\$2,260.3 million, and our foreign currency-denominated indebtedness was R\$5,840.5 million.

Our financing strategy has been to continue to extend the average maturity of our outstanding indebtedness, including by repaying short-term debt through longer-term borrowings and issuing longer-term debt securities, including the notes offered hereby, in order to increase our liquidity levels and improve our strategic, financial and operational flexibility. Our financing strategy over the next several years involves maintaining adequate liquidity and a debt maturity profile that is compatible with our anticipated cash flow generation and anticipated capital expenditures. In addition, we do not expect our capital expenditures to affect adversely the quality of our debt leverage ratios or our disciplined approach to capital allocation.

#### ***Short-Term Indebtedness***

Our consolidated short-term debt, including debentures and current portion of long-term debt, but excluding related party debt, was R\$1,180.0 million at December 31, 2007. Without giving effect to the proportional consolidation of our jointly controlled companies, our short-term debt was R\$1,176.0 million at December 31, 2007.



We maintain short-term finance lines denominated in *reais* with a number of financial institutions in Brazil. Although we have no committed lines of credit with these financial institutions, we believe that we will continue to be able to obtain sufficient credit to finance our working capital needs based on current market conditions. At December 31, 2007, the consolidated outstanding balance under our working capital lines denominated in *reais* was R\$128.8 million. Without giving effect to the proportional consolidation of our jointly controlled companies, the outstanding balance under our working capital lines denominated in *reais* was R\$128.8 million.

In addition, we have incurred import financing for raw materials from various domestic and international institutions. These advances have a maturity of less than one year and bear interest at 5.65% in 2007. These financings are generally evidenced by promissory notes. At December 31, 2007, our consolidated outstanding advances under our import financing arrangements totaled R\$20.4 million (US\$11.5 million). Without giving effect to the proportional consolidation of our jointly controlled companies, our outstanding advances under our import financing arrangements at December 31, 2007 totaled R\$20.4 million (US\$11.5 million).

### *Long-Term Indebtedness*

The following table sets forth selected information with respect to our principal outstanding long-term debt instruments at December 31, 2007.

<b>Instrument</b>	<b>Outstanding Principal Amount at December 31, 2007</b>	<b>Final Maturity</b>	<b>Principal Covenants</b>
<b>Debentures:</b>			
14 <sup>th</sup> Issue of Debentures	R\$517.8 million	September 2011	Financial ratios
13 <sup>th</sup> Issue of Debentures	R\$302.6 million	June 2010	Financial ratios
<b>Medium-Term Notes:</b>			
12.50% Notes due 2008	US\$92.4 million	November 2008	Financial ratios, limitations on liens, dividends, indebtedness, related party transactions, investments and mergers
11.75% Notes due 2014	US\$264.7 million	January 2014	Financial ratios, limitations on liens, dividends, indebtedness, related party transactions, investments and mergers
<b>Other Fixed-Rate Notes:</b>			
8.250% Notes due 2024	US\$150.0 million	June 2024	Limitations on liens
9.375% Notes due 2015	US\$250.0 million	June 2015	Limitations on liens, related party transactions and mergers
9.75% Perpetual Bonds	US\$150.0 million		Limitations on liens, related party transactions and mergers
9.00% Perpetual Bonds	US\$200.0 million		Limitations on liens, related party transactions and mergers
8.00% Notes due 2017		January 2017	

	US\$275.0 million		Limitations on liens, related party transactions and mergers
Bank Credit Facilities:			
Acquisition Credit Agreement:			Limitations on liens, related party transactions and mergers
1st tranche	US\$333.9 million	April 2009	
2nd tranche	US\$163.4 million	October 2009	
3rd tranche	US\$311.2 million	October 2009	
4th tranche	US\$50.5 million	October 2009	
5th tranche	US\$101.0 million	October 2009	
Secured Credit Agreement (construction financing)	R\$152.7 million	June 2016	Limitations on liens and asset sales
Syndicated Credit Agreement	US\$54.5 million	March 2012	Financial ratios, limitations on liens, related party transactions, mergers and asset sales
Syndicated Credit Agreement	US\$57.2 million	June 2012	Financial ratios, limitations on liens, related party transactions, mergers and asset sales
Export Finance Facilities:			
Export Prepayment Credit facility			Limitations on liens, related party transactions and mergers
1st tranche	US\$107.5 million	October 2009	



<b>Instrument</b>	<b>Outstanding Principal Amount at December 31, 2007</b>	<b>Final Maturity</b>	<b>Principal Covenants</b>
2nd tranche	US\$205.0 million	October 2009	
Export Credit Facility	US\$48.3 million	May 2010	
Export Prepayment Agreement	US\$95.0 million	June 2013	Limitations on liens, related party transactions and mergers
Export Prepayment Agreement	US\$150.0 million	November 2013	Limitations on liens
Export Prepayment Agreement	US\$150.0 million	April 2014	Limitations on liens
Export Prepayment Agreement	US\$75.0 million	July 2014	Limitations on liens
Credit Export Note Facility	US\$50.0 million	March 2018	Limitations on liens
Credit Export Note Facility	US\$78.0 million	May 2018	Financial ratios
Credit Export Note Facility	US\$75.0 million	May 2019	Limitations on liens

Some of our debt instruments require that we comply with financial covenants, the most restrictive of which are as follows:

- net debt to EBITDA less than or equal to 4.50 to 1.0 at the end of and for each fiscal quarter until maturity; and
- EBITDA to net financial expenses greater than or equal to 1.5 to 1.0 at the end of and for each fiscal quarter until maturity.

Under our debentures, EBITDA is calculated differently than under our medium-term note program and is defined as operating income less financial expenses, taxes, depreciation and amortization, plus dividends and interest attributable to shareholders equity paid to us by our unconsolidated associated companies. In contrast to EBITDA as calculated under the medium-term note program covenant, the calculation of EBITDA under our debentures for purposes of these ratios does not eliminate the effect of proportional consolidation under Instruction 247. For more detailed information, see footnote 6 to the table presented under Item 3. Key Information Selected Financial Information.

For the fiscal year ended December 31, 2007, we reported the following financial ratios to our creditors:

- net debt to EBITDA of 1.93 to 1.0 under our debentures;
- net debt to EBITDA of 1.93 to 1.0 under our medium-term note program and the other financial instruments requiring that we calculate net debt to EBITDA; and
- EBITDA to net financial expenses of 13.18 to 1.0 under the financial instruments requiring us to calculate this ratio.

Accordingly, we were in compliance with these financial covenants at December 31, 2007, and we believe that we will be able to comply with these financial covenants for the foreseeable future. In addition, we believe that our compliance with these financial covenants will not adversely affect our ability to implement our financing plans.

Many of these instruments also contain other covenants that restrict, among other things, the ability of our company and most of our subsidiaries to:

- incur additional indebtedness;
- incur liens;
- issue guarantees;
- issue or sell share capital of subsidiaries;

- pay dividends or make certain other restricted payments;
- consummate certain asset sales;
- enter into certain transactions with affiliates; or
- merge or consolidate with any other person or sell or otherwise dispose of all or substantially all of our assets.

In addition, the instruments governing a substantial portion of our indebtedness contain cross-default or cross-acceleration clauses, such that the occurrence of an event of default under one of these instruments could trigger an event of default under other indebtedness or enable the creditors under other indebtedness to accelerate that indebtedness.

At December 31, 2007, R\$523.9 million of our *real*-denominated debt and R\$77.9 million of our foreign currency-denominated debt (in each case, excluding related party debt) was secured. In order to secure this debt, we have pledged certain of our property and equipment and certain of our accounts receivable. The security arrangements for our secured debt vary depending on the transaction.

The following discussion briefly describes certain of our significant financing transactions. We have assumed the obligations of predecessor companies, including, among others, OPP Química (and its predecessor OPP Petroquímica) and Trikem, under these financing transactions as a result of the mergers of these companies with and into our company.

*14<sup>th</sup> Issue of Debentures.* On September 1, 2006, we issued our 14<sup>th</sup> issue of unsecured non-convertible debentures in a single series of 50,000 debentures, each with a par value of R\$10,000. The principal amount of these debentures is payable in full on September 1, 2011, and these debentures bear interest at a rate of 103.5% of the CDI rate per annum payable semi-annually in arrears in March and September of each year.

*13<sup>th</sup> Issue of Debentures.* On June 1, 2005, we issued our 13<sup>th</sup> issue of unsecured non-convertible debentures in a single series of 30,000 debentures, each with a par value of R\$10,000. The principal amount of these debentures is payable in full on June 1, 2010, and these debentures bear interest at a rate of 104.1% of the CDI rate per annum payable semi-annually in arrears in June and December of each year.

*Medium-Term Note Program.* On July 16, 2003, we established a medium-term note program permitting us to issue up to US\$500.0 million aggregate principal amount of notes with maturities of up to five years from date of issuance. On December 16, 2003, we amended our medium-term note program to increase the maximum aggregate principal amount that we are permitted to issue to US\$1.0 billion and to extend the maximum maturity of the notes issued under the program to 10 years from the date of issuance. We have two series of outstanding notes under the program.

Between November 5, 2003 and November 26, 2003, we issued and sold US\$275.0 million aggregate principal amount of our 12.50% Notes due 2008. Interest on these notes is payable semi-annually in arrears in May and November of each year and these notes mature on November 5, 2008. On October 2, 2006, we repurchased US\$184.6 million aggregate principal amount of these notes that were tendered to us in a tender offer we made for these notes.

On January 22, 2004, we issued and sold US\$250.0 million in aggregate principal amount of our 11.75% Notes due 2014 under the medium-term note program. Interest on these notes is payable semi-annually in arrears in January and July of each year and these notes mature on January 22, 2014.

*Fixed Rate Notes.* On June 25, 1997, we issued and sold US\$150.0 million aggregate principal amount of our 9.0% Notes due 2007. Interest on these notes is payable semi-annually in arrears in June and December of each year. In June 2007, we entered into a supplemental trust deed amending the trust deed governing our 9% notes due 2007 to

permit us to redeem these notes in whole, but not in part, at any time prior to their maturity at a purchase price

equal to 100% of their principal amount plus accrued and unpaid interest to the redemption date. In June 2007, we entered into a second supplemental trust deed amending the trust deed governing our 9% notes due 2007 that reduced the interest rate on these notes to 8.250% and extended their maturity date until June 25, 2024.

On July 24, 1997, Trikem issued and sold US\$250.0 million aggregate principal amount of its 10.625% Notes due 2007. We assumed the obligations of Trikem under these notes as a result of the merger of Trikem with and into our company on January 15, 2004. On July 24, 2005, we repurchased these notes and amended and restated their terms. As amended and restated, these notes bear interest at the rate of 9.375% per annum, payable semi-annually in arrears in June and December of each year and mature on June 1, 2015. On August 24, 2005, we exchanged US\$150.0 million aggregate principal amount of these notes for US\$150.0 million aggregate principal amount of outstanding notes issued by one of subsidiaries on June 1, 2005 and guaranteed by our company.

On June 17, 2005, we issued and sold US\$150.0 million aggregate principal amount of our 9.75% Perpetual Bonds. Interest on these bonds is payable quarterly in arrears in March, June, September and December of each year. We may, at our option, redeem these bonds, in whole but not in part, at 100% of their principal amount plus accrued interest and additional amounts, if any, on any interest payment date on or after June 17, 2010.

On April 28, 2006, we issued and sold US\$200.0 million aggregate principal amount of our 9.00% Perpetual Bonds. Interest on these bonds is payable quarterly in arrears in January, April, July and October of each year. We may, at our option, redeem these bonds, in whole or in part, at 100% of their principal amount plus accrued interest and additional amounts, if any, on any interest payment date on or after April 28, 2011, provided that, if we redeem these bonds in part, at least US\$100 million aggregate principal amount of these bonds must remain outstanding following any partial redemption.

On September 26, 2006, we issued and sold US\$275.0 million aggregate principal amount of our 8.00% Notes due 2017. Interest on these notes is payable semi-annually in arrears in January and July of each year and these notes mature on January 26, 2017.

*Bank Credit Facilities.* In April 2007, we entered into the Acquisition Credit Agreement with three financial institutions in the aggregate amount of US\$1.2 billion to finance the Ipiranga Transaction. In April 2007, we received the first disbursement under the Acquisition Credit Agreement in the aggregate amount of US\$330.0 million to fund the first payment due under the Ipiranga Investment Agreement. In October 2007, we received the second and third disbursements under the Acquisition Credit Agreement in the aggregate amount of US\$468.8 million to fund a portion of the purchase price under the Copesul Tender Offer. In October 2007, we received the fourth and fifth disbursements under the Acquisition Credit Agreement in the aggregate amount of US\$150.0 million to fund a portion of the purchase price paid by Ultrapar in tender offers for the common shares of RPI, DPPI or CBPI. In February 2008, we received the sixth and final disbursement under the Acquisition Credit Agreement in the aggregate amount of US\$251.2 million to fund the final payment due as part of the Ipiranga Transaction. Each disbursement under the Acquisition Credit Agreement bears interest at the rate of LIBOR plus 0.35% per annum until the first anniversary of such disbursement and thereafter at the rate of LIBOR plus 0.55% per annum, payable in arrears. The principal amount of each disbursement under the Acquisition Credit Agreement is payable on or prior to the second anniversary of such disbursement. The Acquisition Credit Agreement includes limitations on our ability to incur liens, enter into related party transactions or merge with certain other entities. At December 31, 2007, the outstanding principal amount under this credit agreement was US\$960.0 million.

On June 30, 2004, we entered into a secured credit agreement in the aggregate amount of R\$152.7 million to finance capital expenditures in certain of our plants located in the Northeastern Complex and in Alagoas that we made in 2004 and 2005. The loans under this credit agreement are secured by a first mortgage on our PVC plant located in São Paulo and our chloro-soda plant located in the Northeastern Complex, as well as by a purchase-money security

interest in machinery and equipment that we have and will purchase with the proceeds of this loan. Under this credit agreement, we were required to invest up to R\$65.4 million of our own funds in accordance with an investment schedule as a condition precedent to disbursements of the loans. The loans under this credit agreement bear interest at the rate of 9.78% per annum, payable quarterly in arrears through June 30, 2008 and thereafter monthly in arrears through June 30, 2016. The principal amount of these loans is payable in 96 equal monthly installments, commencing on July 30, 2008. At December 31, 2007, the outstanding principal amount under this credit agreement was R\$152.7 million.

On March 24, 2005, we borrowed the Japanese yen equivalent of US\$50.0 million under a syndicated credit agreement dated March 8, 2005. The proceeds of this loan were required to be used for capital expenditures related to our Braskem+ program. This loan bears interest at the rate of six-month Tokyo Inter-Bank Offered Rate plus 0.95% per annum, payable semi-annually in arrears. Principal on this loan is payable in 11 equal installments beginning in March 2007 with a final maturity date in March 2012. In connection with this loan, we entered into a swap contract in the total amount of this debt, which effectively modifies the interest rate to 101.59% of the CDI rate. The maturities, currency, rates and amounts of the swap contract correspond to the terms of the loan. Ninety-five percent of the commercial risk of this loan and 97.5% of the political risk of this loan are supported by insurance from Nippon Export and Investment Insurance, for which we paid a lump-sum premium in yen. At December 31, 2007, the outstanding principal amount under this credit agreement was US\$54.5 million.

On September 20, 2005, we borrowed the Japanese yen equivalent of US\$60.0 million under a syndicated credit agreement dated June 30, 2005. The proceeds of this loan were required to be used for capital expenditures related to the Braskem+ program. This loan bears interest at the rate of six-month Tokyo Inter-Bank Offered Rate plus 0.95% per annum, payable semi-annually in arrears. Principal on this loan is payable in 11 equal installments beginning in June 2007 with a final maturity date in June 2012. In connection with this loan, we entered into a swap contract in the total amount of this debt, which effectively modifies the interest rate to 104.4% of the CDI rate. The maturities, currency, rates and amounts of the swap contract correspond to the terms of the loan. Ninety-five percent of the commercial risk of this loan and 97.5% of the political risk of this loan are supported by insurance from Nippon Export and Investment Insurance, for which we paid a lump-sum premium in yen. At December 31, 2007, the outstanding principal amount under this credit agreement was US\$57.3 million.

*Export Prepayment Facilities.* In September 2007, EDSP58 entered into an export prepayment credit facility with PIFCo under which EDSP58 is permitted to borrow an aggregate principal amount of up to US\$323.0 million. As a result of the merger of EDSP58 with and into Copesul in December 2007, the PIFCo export prepayment credit facility became a direct obligation of Copesul. The loans under this facility may be disbursed in up to 10 disbursements. Each disbursement under this facility bears interest, payable in arrears, at the rate of LIBOR plus 0.35% per annum until the first anniversary of such disbursement and thereafter at the rate of LIBOR plus 0.55% per annum. The principal amount of each disbursement under the PIFCo export prepayment facility is payable on or prior to the second anniversary of such disbursement. In October 2007, EDSP58 borrowed an aggregate of US\$312.5 million under this facility to fund a portion of the purchase price of the shares tendered in the Copesul Tender Offer that was part of the Ipiranga Transaction. At December 31, 2007, the outstanding principal amount under this export prepayment credit facility was US\$312.5 million.

In May 2005, Ipiranga Petroquímica entered into an export credit facility in the amount of US\$60.0 million with a Brazilian financial institution. As a result of the consolidation of the results of Ipiranga Petroquímica in our financial statements as from April 1, 2007, this indebtedness is included in our consolidated indebtedness. This facility bears interest at a rate of LIBOR plus 1.65% per annum, payable in arrears. The principal amount of this facility is payable in monthly payments commencing in June 2007 through maturity in May 2010. At December 31, 2007, the outstanding principal amount under this export credit facility was US\$48.3 million.

In July 2006, Ipiranga Petroquímica entered into an export prepayment agreement in the amount of US\$95.0 million with a Brazilian financial institution. As a result of the consolidation of the results of Ipiranga Petroquímica in our financial statements as from April 1, 2007, this indebtedness is included in our consolidated indebtedness. This facility is secured by certain of export receivables of Ipiranga Petroquímica and certain shares of Coepsul, and bears interest at a rate of LIBOR plus 1.00% per annum, payable in arrears. The principal amount of this facility is payable in monthly payments commencing in August 2009 through maturity in June 2013. At December 31, 2007, the outstanding principal amount under this export prepayment agreement was US\$95.0 million.

In November 2007, Ipiranga Petroquímica entered into an export prepayment agreement in the amount of US\$150.0 million with a Brazilian financial institution. This facility bears interest at a rate of LIBOR plus 1.40% per annum, payable in arrears. The principal amount of this facility is payable in monthly payments commencing in December 2011 through maturity in November 2013. At December 31, 2007, the outstanding principal amount under this export prepayment agreement was US\$150.0 million.



In April 2007, we entered into an export prepayment agreement in the amount of US\$150.0 million with a Brazilian financial institution. The loan under this agreement bears interest at a rate of LIBOR plus 0.77% per annum, payable semiannually in arrears commencing in October 2007. The principal amount of this loan is payable in three semiannual payments commencing in April 2013. At December 31, 2007, the outstanding principal amount under this export prepayment agreement was US\$150.0 million.

In July 2006, Ipiranga Petroquímica entered into an export prepayment agreement in the amount of US\$75.0 million with a Brazilian financial institution. As a result of the consolidation of the results of Ipiranga Petroquímica in our financial statements as from April 1, 2007, this indebtedness is included in our consolidated indebtedness. This facility bears interest at a rate of LIBOR plus 0.78% per annum, payable in arrears. The principal amount of this facility is payable in monthly payments commencing in August 2009 through maturity in July 2014. At December 31, 2007, the outstanding principal amount under this export prepayment agreement was US\$75.0 million.

*Export Credit Note Facilities.* In April 2007, we entered into a credit export note facility in the amount of US\$50.0 million with a Brazilian financial institution. This facility bears interest at a rate of 7.87% per annum, payable semiannually in arrears commencing in October 2007. The principal amount of this facility matures in March 2018. At December 31, 2007, the outstanding principal amount under this credit export note facility was US\$50.0 million.

In November 2006, we entered into an export credit note facility in the amount of US\$78.0 million with a Brazilian financial institution. This facility is secured by certain of our export receivables and bears interest at a rate of 8.1% per annum, payable semiannually in arrears commencing on May 10, 2007. The principal amount of this facility matures on May 10, 2018. At December 31, 2007, the outstanding principal amount under this facility was US\$78.0 million.

In May 2007, we entered into a credit export note facility in the amount of US\$75.0 million with a Brazilian financial institution. This facility bears interest at a rate of 7.85% per annum, payable semiannually in arrears commencing in November 2007. The principal amount of this facility matures in May 2019. At December 31, 2007, the outstanding principal amount under this credit export note facility was US\$75.0 million.

*BNDES Development Loans.* On June 24, 2005, we entered into two credit facilities with BNDES under which BNDES disbursed loans in an aggregate principal amount of approximately R\$336.2 million. The proceeds of the first credit facility were R\$84.2 million, which we used to finance capital expenditures related to (1) the 50,000 ton increase in the annual production capacity of our Alagoas PVC plant, and (2) a project to use polypropylene in the disposable plastics market. The proceeds of the second credit facility were R\$252.0 million, which we used to finance capital expenditures related to (1) the 100,000 ton increase in the annual production capacity of one of our polypropylene plants located in the Southern Complex, and (2) quality, productivity, environmental, health and safety projects at our plants.

On December 13, 2006, we entered into a third credit facility with BNDES under which BNDES disbursed loans in an aggregate principal amount of approximately R\$48.4 million. The proceeds of the third credit facility were used to finance capital expenditures related to (1) the construction of a new salt well in Maceió, Alagoas to supply our Vinyls unit, and (2) the replacement of some equipment at our PVC plant in the Northeastern Complex.

These credit facilities are secured by a mortgage on one of our plants located in the Southern Complex (including the land on which this plant is located, as well as certain of the equipment, machinery and improvements in this plant). Amounts under the first credit facility were disbursed in two tranches, and amounts under the second and third credit facility were disbursed in three tranches. The first tranches of the first and second credit facilities in an aggregate principal amount of R\$12.6 million and R\$37.8 million, respectively, bear interest at the UMBNDES rate, which is set by BNDES for its loans in foreign currency, plus a margin of 4% per annum. The other tranches of these credit facilities bear interest at the TJLP rate plus a margin of 4% per annum. Interest is payable on the first credit facility

quarterly from July 15, 2005 through July 15, 2007 and monthly thereafter through maturity. The outstanding principal amount of the first credit facility is payable in 48 equal, successive monthly installments beginning on August 15, 2007. Interest is payable on the first and second tranches of the second credit facility quarterly from July 15, 2005 through January 15, 2007 and monthly thereafter through maturity. The outstanding principal amount of the first and second tranches of the second credit facility is payable in 48 equal, successive monthly installments beginning on February 15, 2007. Interest is payable on the third tranche of the second credit facility quarterly from July 15, 2005 through July 15, 2008 and monthly thereafter through maturity. The outstanding principal amount of the third tranche of the second credit facility is payable in 42 equal, successive monthly installments beginning on August 15, 2008.

At December 31, 2007, the outstanding principal amount under the first of these credit facilities was R\$74.1 million, the outstanding principal amount under the second of these credit facilities was R\$210.1 million, and the outstanding principal amount under the third of these credit facilities was R\$46.2 million.

*FINEP Credit Facility.* On March 8, 2005, we entered into a credit facility with Financiadora de Estudos e Projetos, or FINEP, a technology funding institution of the Ministry of Science and Technology of Brazil, in an aggregate principal amount of R\$84.9 million, that was disbursed in installments, beginning on March 15, 2005, with the final disbursement expected in the end of April 2008. We were required to use the proceeds disbursed under this credit facility for capital expenditures at the Braskem Center for Innovation and Technology operated by our Polyolefins Unit, the research and development pilot plant of our Vinyls Unit, and the research center of our Vinyls Unit. Under this credit facility, we are required to invest at least R\$9.4 million of our own funds in these projects. The loans bear interest at the TJLP rate plus 5% per annum, payable quarterly in arrears commencing on June 15, 2005. However, we may be required to pay interest at only the TJLP, depending on the financial condition and liquidity of the National Scientific and Technological Development Fund (*Fundo Nacional de Desenvolvimento Científico e Tecnológico*) at any given time. The principal amount under this credit facility is payable in 61 equal monthly installments beginning on March 15, 2007, with a final maturity date of March 15, 2012. At December 31, 2007, the outstanding principal amount under this credit facility was R\$64.1 million. Our obligation to make payments under this credit facility is guaranteed by a surety bond.

### **Off-Balance Sheet Arrangements**

We do not currently have any transactions involving off-balance sheet arrangements.

### **Contractual Commitments**

#### *Contractual Commitments*

The following table summarizes significant contractual obligations and commitments at December 31, 2007 that have an impact on our liquidity:

**Payments Due by Period**

	<b>Less than One Year</b>	<b>One to Three Years</b>	<b>Three to Five Years</b>	<b>More than Five Years</b>	<b>Total</b>
	(in millions of reais)				
Loans and financings	R\$1,068.4(1)	R\$2,972.4	R\$633.7	R\$2,795.8	R\$7,470.3
Debtentures	111.6(1)	300.0	500.0		911.6
Interest on loans, financings and debtentures (2)	481.6	538.7	273.9	292.5	1,586.7
Purchase obligations (3)	5,910.8	9,526.3	9,122.5	9,122.5	33,682.1
Ipiranga Investment Agreement	633.5				633.5
Pension plan contributions (4)		35.7			35.7
Other long-term liabilities		139.1			139.1
<b>Total contractual obligations</b>	<b>8,205.9</b>	<b>13,512.2</b>	<b>10,530.1</b>	<b>12,210.8</b>	<b>44,459.0</b>
<b>Exclusion of proportional consolidation:</b>					
Loans, financings and debtentures	3.9(1)	83.3	193.7		280.9
Interest on loans, financings and debtentures(2)	2.0	3.7	2.5	1.1	9.3
<b>Total contractual obligations, excluding the effects of proportional consolidation</b>	<b>R\$8,200.0</b>	<b>R\$13,425.2</b>	<b>R\$10,333.9</b>	<b>R\$12,209.7</b>	<b>R\$44,168.8</b>

(1) Includes interest accrued at December 31, 2007.

(2) Consists of estimated future payments of interest on our loans, financings and debtentures, calculated based on interest rates and foreign exchange rates applicable at December 31, 2007 and assuming (i) that all amortization payments and payments at maturity on our loans, financings and debtentures will be made on their scheduled payment dates, and (ii) that our perpetual bonds are redeemed on the first permitted redemption date.

(3) Consists of purchase commitments for raw material and electric power pursuant to binding obligations which include all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Based upon the applicable purchase prices at December 31, 2007.

(4) Consists of a final disbursement by our company to two defined benefit pension plans in an amount that we estimate will be assessed by the *Secretaria da Previdencia Complementar* (Secretariat for Complementary Pensions) based on projections which we have obtained from independent actuaries. In June 2005, we announced that we intend to withdraw as a sponsor of these two defined benefit pension plans.

We are also subject to contingencies with respect to tax, labor, distributors and other claims and have made provisions for accrued liability for legal proceedings related to certain tax claims of R\$1,039.7 million at December 31, 2007. The tax contingencies relate primarily to COFINS, PIS, IPI, federal income tax and the CSLL. See Item 8. Financial Information Legal Proceedings and notes 9, 16, 17 and 21 to our consolidated financial statements.

**U.S. GAAP Reconciliation**

Our net income in accordance with Brazilian GAAP was R\$547.6 million in 2007, R\$101.3 million in 2006, and R\$625.8 million in 2005. Under U.S. GAAP, we would have reported net income of R\$1,089.1 million in 2007, R\$161.6 million in 2006 and R\$741.2 million in 2005.

Our shareholders' equity in accordance with Brazilian GAAP was R\$5,757.0 million at December 31, 2007, R\$4,311.9 million at December 31, 2006 and R\$4,535.8 million at December 31, 2005. Under U.S. GAAP, we would have reported shareholders' equity of R\$5,031.9 million at December 31, 2007, R\$2,966.8 million at December 31, 2006 and R\$2,918.4 million at December 31, 2005.

The principal differences between Brazilian GAAP and U.S. GAAP that affected our net income in 2007, 2006 and 2005, as well as shareholders' equity at December 31, 2007 and 2006, are described in note 31 to our audited consolidated financial statements included elsewhere in this annual report. The major differences relate to the accounting treatment of the following items:

- supplementary inflation restatement of permanent assets and shareholders equity in 1996 and 1997;
- capitalized interest;
- deferred charges and other intangible assets;
- impairment;
- business combinations and goodwill;
- transactions giving rise to distributions to shareholders;
- guarantees;
- pension plan;
- earnings per share;
- comprehensive income;
- deferred taxes;
- tax incentives;
- dividends;
- proportional consolidation of jointly controlled entities;
- classification of statement of operations and balance sheet items;
- segment reporting; and
- derivatives.

For a discussion of the principal differences between Brazilian GAAP and U.S. GAAP as they relate to our financial statements and a reconciliation of net income and shareholders equity, see note 31 to our audited consolidated financial statements included elsewhere in this annual report.

**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****Directors and Senior Management**

Our board of directors (*conselho de administração*) and our board of executive officers (*diretoria*) are responsible for operating our business.

**Board of Directors of Braskem**

Our by-laws provide for a board of directors of eleven members and eleven alternate members. During periods of absence or temporary unavailability of a regular member of our board of directors, the corresponding alternate member substitutes for the absent or unavailable regular member. Our board of directors is a decision-making body responsible for, among other things, determining policies and guidelines for our business and our wholly-owned subsidiaries and controlled companies. Our board of directors also supervises our board of executive officers and monitors its implementation of the policies and guidelines that are established from time to time by the board of directors. Under the Brazilian Corporation Law, our board of directors is also responsible for hiring independent accountants.

The members of our board of directors are elected at general meetings of shareholders for two-year terms and are eligible for reelection. The terms of all current members expire at our annual shareholders meeting in 2010. Members of our board of directors are subject to removal at any time with or without cause at a general meeting of shareholders. Although our by-laws do not contain any citizenship or residency requirements for members of our board of directors, the members of our board of directors must be shareholders of our company. Our board of directors is presided over by the president of the board of directors, and, in his absence, the vice president of the board of directors. The president and the vice president of our board of directors are elected at a general meeting of shareholders from among the members of our board of directors, serve for one-year terms and are eligible for reelection.

Our board of directors ordinarily meets four times a year and extraordinarily when a meeting is called by the president, the vice president or any two other members of our board of directors. Decisions of our board of directors require a quorum of a majority of the directors and are taken by majority vote, subject to the veto rights of Petrobras and Petroquisa over resolutions of our board of directors relating to certain matters under the Petrobras Shareholders Agreement. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements.

The following table sets forth certain information with respect to the current members of our board of directors and their alternates:

<b>Name</b>	<b>Member Since</b>	<b>Position Held</b>	<b>Age</b>
Pedro Augusto Ribeiro Novis	August 15, 2001	President of the Board	61
Ruy Lemos Sampaio	July 20, 2006	Alternate	58
Alvaro Fernandes da Cunha Filho	November 6, 1997	Vice President of the Board	59
Marcos Luiz Abreu de Lima	March 31, 2005	Alternate	68
José de Freitas Mascarenhas	August 15, 2001	Board Member	66
Guilherme Simões de Abreu	March 4, 2002	Alternate	56
Arão Dias Tisser	March 26, 2008	Board Member	32

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Paulo Pinheiro de Castelo Branco	May 30, 2008	Alternate	60
Newton Sergio de Souza	August 15, 2001	Board Member	55
Cláudio Melo Filho	October 3, 2005	Alternate	40
Alvaro Pereira Novis	August 15, 2001	Board Member	64
Marcos Wilson Spyer Rezende	September 29, 2002	Alternate	60
Francisco Teixeira de Sá	May 24, 2001	Board Member	59
Lúcio José Santos Júnior	August 15, 2001	Alternate	42
Francisco Pais	May 30, 2008	Board Member	52
Rogério Gonçalves Mattos	September 29, 2002	Alternate	52



Name	Member Since	Position Held	Age
		Board	
Edmundo José Correia Aires	April 29, 2003	Member	50
Márcio Domingues de Andrade	May 30, 2008	Alternate	41
		Board	
Antonio Britto Filho	July 20, 2006	Member	58
Rubio Fernal Ferreira e Sousa	April 7, 2006	Alternate	56
		Board	
José Mauro Mettrau Carneiro da Cunha	July 31, 2007	Member	58
Yukihiro Funamoto	April 7, 2006	Alternate	36

The following is a summary of the business experience, areas of expertise and principal outside business interests of our current directors and their alternates. Except as otherwise set forth below, the business address of (1) each of our current directors is Avenida das Nações Unidas, 4777, São Paulo, SP CEP 05477-000, Brazil and (2) each of our alternate directors is the same as the business address of the director for which he or she is an alternate.

#### **Directors**

*Pedro Augusto Ribeiro Novis.* Mr. Novis was elected to our board of directors as a nominee of Odebrecht. He has been a member of our board of directors since August 2001 and was elected president of our board of directors in March 2002. He has served as a member of the board of directors of Odebrecht since October 1997 and as the chief executive officer of Odebrecht since January 2002. In addition, Mr. Novis serves in various capacities with other companies in the Odebrecht Group. He has been with the Odebrecht Group since 1968. He holds a law degree from the Universidade Federal da Bahia. Mr. Novis is a cousin of Mr. Alvaro Pereira Novis.

*Alvaro Fernandes da Cunha Filho.* Mr. Cunha Filho was elected to our board of directors as a nominee of Odebrecht and has been a member of our board of directors since 1997. He is currently the vice president of our board of directors and the president of Valora Participações Ltda. Mr. Cunha Filho served as vice president of the board of directors of Norquisa from 1997 through 1999, and from 2001 through 2003 as a member of the board of directors of Norquisa. He has also occupied several executive positions in subsidiaries and affiliates of Odebrecht. Mr. Cunha Filho holds a bachelor's degree in civil engineering and a master's degree in economics from the Universidade Federal da Bahia.

*José de Freitas Mascarenhas.* Mr. Mascarenhas has been a member of our board of directors as a nominee of Odebrecht since 2001. He has been an executive officer of Odebrecht since September 2001 and serves in various capacities with other companies in the Odebrecht Group. He also has served as vice president of CNI - Confederação Nacional das Indústrias since October 1985, as president of the Brazilian Association of Chemical Industry and Derivative Products since May 1993, and as president of Federação das Indústrias do Estado da Bahia - FIEB from 1992 until 2002. He is also a member of the Board of the MBC - Movimento Brasil Competitivo (Brazilian Competitiveness Council). Mr. Mascarenhas holds a bachelor's degree in civil engineering from Universidade Federal da Bahia. Mr. Mascarenhas' business address is Avenida Luiz Viana Filho, 2841, Salvador, BA CEP 41730-900, Brazil.

*Arão Dias Tisser.* Mr. Tisser was elected as alternate member of our board of directors on March 26, 2008 as a nominee of Petroquisa, and became a member of our board of directors on May 30, 2008 after the resignation of Mr. Luis Fernando Cirne Lima. He has been the management coordinator of holdings in petrochemical centers for

Petrobras since 2004, and has worked in commercial management of naphtha and industrial raw materials for Petrobras from February 2001 to October 2004. He is an alternate member of the board of directors of Triunfo. Mr. Tisser holds a bachelors degree in Civil Engineering from Universidade Federal do Rio de Janeiro UFRJ and has a master degree in engineering from COPPE/UFRJ. Mr. Tisser s business address is Av. República do Chile, 65, Rio de Janeiro, RJ, CEP 20031-912, Brazil.

*Newton Sergio de Souza.* Mr. Souza has been a member of our board of directors as a nominee of Odebrecht since 2001. He has been the general counsel and an executive officer of Odebrecht since May 1997 and an executive officer of Norquisa since April 2003. He also serves in several executive positions in subsidiaries and affiliates of Odebrecht. Mr. Souza served as the president of the board of directors of Companhia de Concessões Rodoviárias CCR. He was also a visiting lawyer at the law firm Dechert, Price & Rhoads (Philadelphia), a senior lawyer at the law firm Pinheiro Neto Advogados from 1976 through 1982 and a senior counsel of Latin America and Caribbean Division of the World Bank (Washington D.C.) from 1982 through 1987. Mr. Souza holds a law degree from Pontifícia Universidade Católica do Rio de Janeiro and an LL.M. from the University of Pennsylvania.

*Alvaro Pereira Novis.* Mr. Novis has been a member of our board of directors as a nominee of Odebrecht since 2001. He has been the chief financial officer and an executive officer of Odebrecht since July 1998 and a board member of AMCHAM Brasil since 2003. He also serves in various capacities with other companies in the Odebrecht Group. In 1980, he was elected managing director of Banco Iochpe de Investimentos, where he became president in 1995 upon its association with Bankers Trust Company. Mr. Novis holds a bachelor's degree in economics from the Universidade do Rio de Janeiro and a master's degree in Public Administration from Fundação Getúlio Vargas. Mr. Novis is a cousin of Pedro Augusto Ribeiro Novis.

*Francisco Teixeira de Sá.* Mr. Sá has been a member of our board of directors as a nominee of the Mariani Group since 2001. He served as a member of the board of directors of Norquisa from April 2001 through April 2005 and served as president of the board of directors of Norquisa from April 2001 through April 2003. He is also president of Pronor Petroquímica S.A., or Pronor. Mr. Sá served as engineering and production manager of Dow Química S.A. from 1973 through 1984. He holds a bachelor's degree in chemical engineering from the Universidade Federal da Bahia. Mr. Sá's business address is Quadra 3 do SESFI, Cia Sul, Simões Filho, BA CEP 43780-000, Brazil.

*Francisco Pais.* Mr. Pais was elected as a member of our board of directors on May 30, 2008 as a nominee of Petroquisa. From 1981 to 1986 he managed a hydroelectric structure recovery project in the Geotechnical area at Light S.A., and since 1987, he has served in a variety of capacities, including as assistant to the executive services officer, at Petrobras. From 1998 to 2002, he served as member of the fiscal council of the Ricardo Franco Foundation at the Military Engineering Institute, or IME. Currently, he is a member of the board of directors of Procurement Negócios Eletrônicos, and since 2006, he has served as chairman of the board of directors of Copenor S.A., both of which are affiliates of Petrobras. Mr. Pais holds a bachelor's degree in civil engineering from the IME and an MBA degree specializing in economic and corporate law from the Fundação Getúlio Vargas.

*Edmundo Jose Correia Aires.* Mr. Aires has been an alternate member of our board of directors as a nominee of Petroquisa since August 15, 2001. He has been the partnership manager of Petroquisa since 2001. Previously, Mr. Aires occupied several executive positions with Petroquisa and Petrobras beginning in 1980. Mr. Aires holds a bachelor's degree in chemical engineering from the Universidade Federal do Rio de Janeiro.

*Antonio Britto Filho.* Mr. Britto Filho has been a member of our board of directors since July 2006. He was the chief executive officer of Calçados Azaléia S.A. from 2003 to 2006. He also served as governor of the State of Rio Grande do Sul from 1995 to 1998, Minister of Social Security from 1992 to 1993 and as a congressman of the State of Rio Grande do Sul from 1987 to 1995. Mr. Britto Filho has a bachelor's degree in journalism from the Universidade Federal do Rio Grande do Sul and a bachelor's degree in Law from the Universidade Luterana do Brasil. Mr. Britto Filho's business address is Rua Florida 1970 Brooklin, São Paulo SP, CEP 04565-907, Brazil.

*José Mauro Mettrau Carneiro da Cunha.* Mr. Cunha has been a member of our board of directors as a nominee of BNDES Participações S.A. BNDESPAR, or BNDESPAR, since July 31, 2007. Mr. Cunha is currently the president of the board of directors of Tele Norte Leste (Telemar) and member of the boards of directors of Lupatech and Log-In. Mr. Cunha served as vice president executive officer of strategic planning of Braskem from 2003 to 2005. Mr. Cunha has held a variety of positions at BNDES, having served as vice president and responsible for industrial operations, legal department and fiscal subjects from 1998 to 2002. Mr. Cunha holds a bachelor's degree in mechanical engineering from the Faculdade de Engenharia da Universidade Católica de Petrópolis and a master's degree in Industrial Projects and Transportation from the COPPE/UFRJ Universidade Federal do Rio de Janeiro. Mr. Cunha's business address is General Garzon, 22/508, Jardim Botânico Rio de Janeiro, RJ CEP 22470-010, Brazil.

#### ***Alternate Directors***

*Ruy Lemos Sampaio.* Mr. Sampaio has been an alternate member of our board of directors since July 20, 2006. He has been the investment officer of Odebrecht since August 2002. Previously, Mr. Sampaio occupied several executive positions within the Odebrecht Group beginning in 1985. Mr. Sampaio holds a bachelor's degree of business administration from the Universidade Federal da Bahia and an MBA degree from Michigan State University.

*Marcos Luiz Abreu de Lima.* Mr. Lima has been an alternate member of our board of directors as a nominee of Odebrecht since March 31, 2005. Mr. Lima has been an executive officer of CNO since 1999, chief executive officer of Odebrecht Administradora e Corretora de Seguros Ltda. since 1980 and is a member of the fiscal council of Fundação Odebrecht. Mr. Lima holds bachelor's degrees in accounting, management and economics from the Universidade Católica de Belo Horizonte and a post-graduate degree in auditing and organization development, in addition to insurance and surety bonds. Mr. Lima's business address is Av. Luiz Viana Pinto, 2841, 1st Floor Salvador, Bahia, Brazil.

*Guilherme Simões de Abreu.* Mr. Abreu has been an alternate member of our board of directors as a nominee of Odebrecht since March 4, 2002. He has been the assistant to the president of Odebrecht since 2002 and an officer of Odeprev Odebrecht Previdência since 1998. Previously, Mr. Abreu occupied several executive positions with Odebrecht beginning in 1986. Mr. Abreu holds a bachelor's degree in business administration from the Universidade Federal da Bahia.

*Paulo Pinheiro de Castelo Branco.* Mr. Castelo Branco was elected as an alternate member of our board of directors on May 30, 2008 as a nominee of Petroquisa. He is a senior equipment engineer from Petrobras supply business area and currently serves as assistant to the executive supply officer at Petrobras. Since 1972, he has served in several executive positions at Petrobras. He holds a bachelor's degree in mechanical engineering and an MBA degree in marketing from the Federal University of Rio de Janeiro (UFJR), and an MBA in controllership from the University of São Paulo (USP).

*Cláudio Melo Filho.* Mr. Melo has been an alternate member of our board of directors as a nominee of Odebrecht since October 3, 2005. He has been the new business, development and representation director of Odebrecht since 2004. Mr. Melo served as financial manager and contract manager in several projects in Brazil and Angola for CNO from 1990 to 2004. Mr. Melo holds a bachelor's degree in business administration from the Universidade de Brasília and a post-graduate degree in financial administration from Fundação Getúlio Vargas.

*Marcos Wilson Spyer Rezende.* Mr. Rezende has been an alternate member of our board of directors as a nominee of Odebrecht since September 29, 2002. He has been the vice president of institutional relations of the Odebrecht Group since 2002. Mr. Rezende served as a journalist in various capacities for newspapers and television stations from 1972 through 2002. Mr. Rezende holds a bachelor's degree in sociology and politics from the Universidade Federal de Minas Gerais and in social communication from the Faculdade Casper Líbero/PUC São Paulo.

*Lúcio José Santos Júnior.* Mr. Santos has been an alternate member of our board of directors as a nominee of the Mariani Group since August 15, 2001. He has been the chief financial officer of Engepack Embalagens S.A., or Engepack, since 2002. He has been superintendent officer of Pronor since 2001 and a member of the board of directors of Pronor since 2002. Mr. Santos served as chief financial officer of Nitrocarbono from 1996 through 2002. Mr. Santos holds a bachelor's degree in economics from the Pontifícia Universidade Católica do Rio de Janeiro and a post graduate degree in finance from Ibmec Instituto Brasileiro de Mercado de Capitais.

*Rogério Gonçalves Mattos.* Mr. Mattos has been an alternate member of our board of directors as a nominee of Petroquisa since September 29, 2002. Mr. Mattos has occupied several executive positions with Petrobras since 1979. He has been the manager of business development of Petrobras since 1998 and a member of the fiscal council of the pension fund of Petrobras (*Fundação Petrobras de Seguridade Social Petros*), or Petros, since 2003. He holds a bachelor's degree in chemical engineering from the Universidade Federal do Rio de Janeiro and a bachelor's degree in economics from the Universidade Estadual do Rio de Janeiro. Mr. Mattos also attended a senior executive program at the Harvard Business School.

*Márcio Domingues de Andrade.* Mr. Andrade was elected as an alternate member of our board of directors on May 30, 2008 as a nominee of Petroquisa. Since 2006, he has served on Petrobras' management team and from 2001 to 2006 was manager of the planning area and forest fund of Brascan's Group. From 2000 to 2001, he was an associate at Santander Private Equity F.I.A, and from 1998 to 1999, he served as assistant to the vice-president of controllership at Banco Bozano. He was an associate at Fundo Bozano, Simonsen-Advent from 1996 through 1998 and served as a production manager at Banco Real from 1990 through 1994. Since 2003, he has served as member of the board of directors of Tafisa Brasil S.A., and from 1996 to 1998, he sat on the board of directors of several companies of Fundo Bozano, Simonsen-Advent's portfolio. Mr. Andrade holds a bachelor's degree in economics and an MBA from the Federal University of Rio de Janeiro (UFJR).

*Rubio Fernal Ferreira e Sousa.* Mr. Ferreira e Sousa has been an alternate member of our board of directors as a nominee of Odebrecht since April 7, 2006. He has been a business development manager of Odebrecht since 1989. Mr. Ferreira e Sousa holds a bachelor's degree of engineering from Universidade Federal de Minas Gerais.

*Yukihiro Funamoto.* Mr. Funamoto has been an alternate member of our board of directors since April 7, 2006. He has been an executive officer of Sojitz do Brasil S.A. since June 2004. From September 2000 until June 2004, he worked in the energy and chemical project department of the investment group of Nissho Iwai Corporation. Mr. Funamoto began working for Nissho Iwai Corporation in April 1997. Mr. Funamoto holds a bachelor's degree of social sciences from Rikkyo University, Tokyo.

### Board of Executive Officers of Braskem

Our board of executive officers is our executive management body. Our executive officers are our legal representatives and are responsible for our internal organization and day-to-day operations and the implementation of the general policies and guidelines established from time to time by our board of directors.

Our by-laws require that the board of executive officers consist of a chief executive officer and between three and nine additional members, each responsible for business areas that our board of directors assigns to them. The members of our board of executive officers, other than our chief executive officer, have no formal titles (other than the title of executive officer or *Diretor*) but have the informal titles set forth in the table below.

The members of our board of executive officers are elected by our board of directors for two-year terms, corresponding to the terms of the members of our board of directors, and are eligible for reelection. The current term of all of our executive officers ends at our annual shareholders' meeting in 2010. Our board of directors may remove any executive officer from office at any time with or without cause. According to the Brazilian Corporation Law, executive officers must be residents of Brazil but need not be shareholders of our company. Our board of executive officers holds meetings when called by our chief executive officer.

The following table lists the current members of our board of executive officers:

Name	Year of Appointment	Position Held	Age
José Carlos Grubisich Filho	2002	Chief Executive Officer	51
Carlos José Fadigas de Souza Filho	2007	Vice President Executive Officer, Chief Financial Officer and Director of Investor Relations	38
Luiz de Mendonça	2002	Vice President Executive Officer	45
Mauricio Roberto de Carvalho Ferro	2002	Vice President Executive Officer and General Counsel	42
Roberto Prisco Paraíso Ramos	2002	Vice President Executive Officer	61
Luis Fernando Sartini Felli	2006	Vice President Executive Officer	42

Summarized below is information regarding the business experience, areas of expertise and principal outside business interests of our current executive officers. The business address of each of our current executive officers is Avenida das Nações Unidas, 4777, São Paulo, SP CEP 05477-000, Brazil.

*José Carlos Grubisich Filho.* Mr. Grubisich is currently our chief executive officer. He is also currently the president of the board of directors of Copesul. He was the chief executive officer of OPP Química and the president of the board of directors of OPP Química. From 2000 to 2001, Mr. Grubisich served as vice president of Rhodia Fine Organics worldwide and was a member of the executive committee of the Rhône Poulenc Group. Prior to 2000, he served as vice president of Rhodia S.A. (currently known as Rhodia Brasil Ltda., a member of the Rhône Poulenc Group) for Brazil and Latin America. Mr. Grubisich holds a bachelor's degree in chemical engineering from Escola Superior de Química Oswaldo Cruz and completed an Advanced Management Program at INSEAD France.



*Carlos José Fadigas de Souza Filho.* Mr. Fadigas is currently one of our vice president executive officers, our chief financial officer and director of investor relations. He is also a member of the board of directors of Copesul, Ipiranga Química and Ipiranga Petroquímica. He was also a member of the board of directors of Politeño prior to its merger into Braskem and a member of the board of directors of Companhia Petroquímica Paulista CPP prior to its merger into Paulínia. Prior to joining our company, Mr. Fadigas was the chief financial officer of CNO since 2002. Mr. Fadigas held a variety of positions at OPP and Trikem from 1993 to 2002, and held a variety of positions at Citibank from 1990 to 1992. Mr. Fadigas holds a bachelor's degree in business administration from Universidade de Salvador UNIFACS and an MBA from the Institute for Management Development in Switzerland.

*Luiz de Mendonça.* Mr. Mendonça is currently one of our vice president executive officers and head of our Polyolefins Unit. He is also a member of the board of directors of Copesul, Ipiranga Química and Paulínia. He was also a member of the board of directors of Politeño prior to its merger into Braskem and a member of the board of directors of Companhia Petroquímica Paulista CPP prior to its merger into Paulínia. Mr. Mendonça was an executive officer (Superintendent) of Polialden, and a member of the board of directors of Polialden until our merger with Polialden on May 31, 2006. Mr. Mendonça also worked for 15 years at Rhodia S.A., where he served as general manager of production, supply, finance and marketing, as an officer in the chemical division (Latin America) and as vice president of Rhodia U.S.A. Mr. Mendonça holds a bachelor's degree in production engineering from Escola Politécnica da Universidade de São Paulo and an MBA degree from INSEAD France.

*Mauricio Roberto de Carvalho Ferro.* Mr. Ferro is currently our vice president executive officer and general counsel and a member of the board of directors of Ipiranga Petroquímica and Copesul. He was also the vice president of the board of directors of Politeño prior to our merger with Politeño, an alternate member of the board of directors of Petroflex until the sale of our interest in Petroflex in April 2008, and a member of the board of directors of Polialden until our merger with Polialden. He served as a lawyer at the law firm of Carlos Eduardo Paladini Cardoso in 1989 and as a lawyer at the law firm of Bulhões Pedreira, Bulhões Carvalho e Advogados Associados from 1991 until 1995. Mr. Ferro holds a law degree from the Pontifícia Universidade Católica do Rio de Janeiro and an LL. M. degree from the University of London and from the London School of Economics.

*Roberto Prisco Paraíso Ramos.* Mr. Ramos is currently one of our vice president executive officers and head of business competitiveness. He is also a member of the board of directors of Paulínia. He was a member of the board of directors of Politeño prior to our merger with Politeño and a member of the board of directors of Petroflex until the sale of our interest in Petroflex in April 2008. Mr. Ramos was a member of the board of directors of Trikem and served on the board of directors of several companies in the Odebrecht Group. Mr. Ramos holds a bachelor's degree in mechanical engineering from the Universidade Federal do Rio de Janeiro, a post-graduate degree in the Program for Management Development from Harvard Business School and a master's degree in finance from the University of Leicester, England.

*Luis Fernando Sartini Felli.* Mr. Felli is currently one of our vice president executive officers and head of the Vinyls Unit and a member of the board of directors of Cetrel. He was an alternate member of the board of directors of Petroflex until the sale of our interest in Petroflex. In April 2008 he served as commercial director of the Polyolefins Unit from 2002 to 2006. Mr. Felli holds a graduate degree in agronomy engineering from the Universidade de São Paulo ESALQ and an MBA from Columbia University in New York.

## **Fiscal Council**

The Brazilian Corporation Law requires us to establish a permanent or non-permanent fiscal council (*conselho fiscal*). Our by-laws provide for a permanent fiscal council composed of five members and their respective alternate members. The fiscal council is a separate corporate body independent of our management and our independent accountants. The primary responsibility of the fiscal council is to review our management's activities and our financial

statements and to report their findings to our shareholders.

The members of our fiscal council are elected by our shareholders at the annual general shareholders meeting for one-year terms and are eligible for reelection. The terms of the members of our fiscal council expire at the next annual general shareholders meeting. Under the Brazilian Corporation Law, the fiscal council may not contain members who are members of our board of directors or our board of executive officers or are employees or spouses or relatives of any member of our management. To be eligible to serve on our fiscal council, a person must be a resident of Brazil and either be a university graduate or have been a company officer or fiscal council member of another Brazilian company for at least three years prior to election to our fiscal council. Holders of preferred shares without voting rights and non-controlling common shareholders that together hold at least 10.0% of our voting share capital are each entitled to elect one member and his or her respective alternate to the fiscal council.

The following table lists the current members of our fiscal council and their alternates:

Name	First Year of Appointment
Ismael Campos de Abreu	2003
José Renato Andrade Mendonça (alternate)	2008
Manoel Mota Fonseca	2002
Maria Cláudia Freitas Sampaio (alternate)	2002
Jorge José Nahas Neto	2008
Marcílio José Ribeiro Júnior (alternate)	2008
Jayme Gomes da Fonseca Junior	2007
Sérgio Garrido de Barros (alternate)	2008
Marcos Antonio Silva Menezes	2005
Sergio José de Barros (alternate)	2005

The following is a summary of the business experience, areas of expertise and principal outside business interests of the current members of our fiscal council and their alternates.

### ***Members of Fiscal Council***

*Ismael Campos de Abreu.* Mr. Abreu has been a member of our fiscal council as a nominee of Norquisa and ODBPAR Investments since 2003 and has served as president of our fiscal council since 2006. Mr. Abreu has been the controller of Odebrecht since 1995, and previously served as manager of the tax consulting division of PricewaterhouseCoopers Auditores Independentes from 1978 to 1985, controller of Corrêa Ribeiro S.A. Comércio e Indústria from 1986 to 1988, manager of the consulting area of Arthur Andersen from 1989 to 1991, and a partner of Performance Auditoria e Consultoria from 1992 to 1995. He was a member of the fiscal council of Petroflex until the sale of our interest in Petroflex in April 2008 and was a member of the fiscal council of Polialden until our merger with Polialden. Mr. Abreu holds a bachelor's degree in accounting from Fundação Visconde de Cairú, and a post-graduate degree in economic engineering from Centro Interamericano de Desenvolvimento. Mr. Abreu's business address is Av. Luis Viana Filho, 2841, Salvador, BA CEP 41730-900, Brazil.

*Manoel Mota Fonseca.* Mr. Fonseca has been a member of our fiscal council as a nominee of Norquisa and ODBPAR Investments since 2002 and served as president of our fiscal council in 2003 and 2004. Mr. Fonseca has been a partner of the law firm Mota Fonseca e Advogados since 1990 and previously served as legal and tax counsel of Coopers & Lybrand, KPMG and PricewaterhouseCoopers Auditores Independentes. Mr. Fonseca holds a law degree from the Universidade de São Paulo, and a post-graduate degree in tax law from Fundação Getúlio Vargas. Mr.

Fonseca's business address is Rua Frederico Simões, 85 Edifício Empresarial Simonsen, Sala 304 3rd Floor, Salvador, BA CEP 41820-020, Brazil.

*Jorge José Nahas Neto.* Mr. Neto was elected as a member of our fiscal council on May 30, 2008 as a nominee of Petroquisa. Mr. Neto currently serves as executive manager of financial planning and risk management at Petrobras, and since 1993, he has served as financial manager at companies in the Petrobras Group. Previously, he served as control planning manager at Montreal Engenharia S.A. from 1987 to 1993, as treasury assistant at Thomas De La Rue from 1985 to 1987, as consultant at Instituto do Açúcar e Alcool (IAA) from 1982 to 1984 and as administrative supervisor at Companhia Industrial Farmacêutica (COTY) from 1981 to 1982. Mr. Neto holds a bachelor's degree in economic sciences and a graduate degree in economic engineering from Candido Mendes University (UCAM).

*Jayme Gomes da Fonseca Junior.* Mr. Fonseca has been a member of our fiscal council since 2008 as a nominee of Norquisa and ODBPAR, and served as an alternate member of our fiscal council in 2007. Mr. Fonseca is currently an executive officer of Ipiranga Química and Ipiranga Petroquímica. He was our controller from 2004 to 2007 and previously served as fiscal manager of OPP Química from 1999 to 2004, fiscal manager of Odebrecht S.A. from 1996 to 1999, fiscal manager of CNO from 1993 to 1996, supervisor of Performance Auditoria e Consultoria S/C from 1991 to 1993 and an assistant of Arthur Andersen S/C from 1989 to 1991. Mr. Fonseca holds a bachelor's degree in business administration from UNIFACS Universidade de Salvador, an IAG Master in finances from PUC Pontifícia Universidade Católica do Rio de Janeiro, and a MSc in Accounting and Finance from UMIST University of Manchester Institute of Science. Mr. Fonseca's business address is Av. das Nações Unidas, 4777, 6th Floor, São Paulo, SP, CEP 05477-000, Brazil.

*Marcos Antonio Silva Menezes.* Mr. Menezes was elected a member of our fiscal council in 2005, as a nominee of Petroquisa. Mr. Menezes has been the director of Petrobras International Finance Company PIFCo since 2003 and chief accountant officer of Petrobras since 1998. He joined Petrobras in 1976 and served as Deputy Superintendent of the former Financial Services SEFIN from 1995 through 1998. He served as a member of the fiscal council of Companhia de Gás de Minas Gerais GASMIG, of Companhia de Gás da Bahia BAHAGAS and as chairman of the fiscal council of Petros. Mr. Menezes has been chairman of the fiscal council of Instituto Brasileiro de Petróleo e Gás since 1998, and a member of the fiscal council of Organização Nacional das Indústrias de Petróleo ONIP since 1999. He is also a director of the American Chamber of Commerce AMCHAM/RJ since 2004 and a member of Associação Nacional dos Executivos de Finanças, Administração e Contabilidade ANEFAC and Associação Brasileira das Companhias Abertas ABRASCA and its Auditing and Accounting Rules Commission CANC. Mr. Menezes holds bachelor's degrees in accounting and in business management from Faculdade Moraes Júnior in Rio de Janeiro, a post-graduate degree in financial management from Fundação Getúlio Vargas, and completed an advanced management program PGA at Fundação Dom Cabral/INSEAD França. Mr. Menezes' business address is Av. República do Chile, 65, Rio de Janeiro, RJ, Brazil.

#### ***Alternate Members of Fiscal Council***

*José Renato Andrade Mendonça.* Mr. Mendonça was elected as alternate member of the fiscal council in 2008 as a nominee of Odebrecht. Mr. Mendonça has been the managing partner of Performance Auditoria e Consultoria Empresarial S/S since 1992, and worked for 17 years at Arthur Andersen S/C. Mr. Mendonça is the Director of the American Chamber of Commerce Brazil and Director of the Bahia Section of IBRACON. Mr. Mendonça holds a bachelor's degree in business management from Universidade Federal da Bahia, in accounting sciences from Fundação Visconde de Cairú and has a specialization degree in Controllership from UNIFACS Salvador. His business address is Av. Tancredo Neves, 1632, salas 1301 to 1309, Salvador, Bahia, CEP 41520-020, Brazil.

*Maria Cláudia Freitas Sampaio.* Mrs. Sampaio has been an alternate member of our fiscal council as a nominee of Norquisa since 2002. Mrs. Sampaio has been a lawyer at the law firm Mota Fonseca e Advogados since 2001. Mrs. Sampaio served as a member of the fiscal council of Norquisa from 2003 to 2005. Previously, she served as an auditor of PricewaterhouseCoopers Auditores Independentes from 1990 to 1993 and she served as fiscal manager in Performance Consultoria Tributária e Empresarial Ltda. from 1994 to 1998. Mrs. Sampaio holds a law degree and a bachelor's degree in business administration from the Universidade Católica de Salvador. Mrs. Sampaio's business address is Rua Frederico Simões, 85 -Edifício Empresarial, Simonsen Sala 304 30th Floor, Salvador, BA CEP 41820-020, Brazil.

*Marcílio José Ribeiro Júnior.* Mr. Júnior was elected as an alternate member of our fiscal council on May 30, 2008 as a nominee of Petroquisa. Since 2006, he has worked in Petrobras' financial management on the executive team of the financial analysis area of FINCORP. Previously, he served as an accountant at Terminal Garagem Menezes Côrtes S.A. from 1998 through 2001, as accounting manager at ALTM S.A. Tecnologia e Serviços de Manutenção from

2001 to 2002, as accountant at Gás e Participações Ltda. (GASPART) from 2002 to 2004, as accounting manager at Starfish Oil and Gas S.A. from 2004 to 2005 and as controller at Queiroz, Galvão, Óleo e Gás S.A. from 2005 to 2006.

*Sergio Garrido de Barros.* Mr. Barros was elected an alternate member of our fiscal council as a nominee of Norquisa and ODBPAR in 2007. Mr. Barros has been an accounting and fiscal manager of CNO since 2005. Previously, he served as a senior auditor manager of PricewaterhouseCoopers Auditores Independentes from 1993 to 2004. Mr. Barros holds a bachelor's degree in accounting from Universidade Católica de Salvador. Mr. Barros's business address is Av. das Nações Unidas, 4777, 6th Floor, São Paulo, SP CEP 05477-000, Brazil.

*Sergio José de Barros.* Mr. Barros has been an alternate member of our fiscal council as a nominee of Petroquisa since 2005. Mr. Barros has been the accounting manager of international businesses of Petrobras since 2005, and served as the financial businesses manager of Petrobras from 2002 through 2005. Prior to 2002, he served in various capacities in the finance and accounting areas of Petrobras since 1993. He has been a member of the fiscal council of Petrobras Gás S.A. GASPETRO. He also served as member of the Fiscal Council of Companhia de Gás do Ceará CEGÁS in 2003 and 2004, Gás de Alagoas ALGÁS in 2005, and Sergipe Gás SERGÁS in 2005. He also served as a supervisor at KPMG Peat Marwick Auditores Independentes and at Boucinhas, Campos e Claro Auditores Independentes. Mr. Barros holds bachelor's degrees in accounting and law, a post-graduate degree in business management from the Universidade Federal do Rio de Janeiro (UFRJ), and an MBA from IBMEC. Mr. Barros's business address is Av. República do Chile, 65, Rio de Janeiro, RJ, Brazil.

## **Compensation**

According to our by-laws, our shareholders are responsible for establishing the aggregate compensation we pay to the members of our board of directors, our board of executive officers and our fiscal council. Our shareholders determine this aggregate compensation at the general shareholders' meeting each year. Once the aggregate compensation is established, the members of the board of directors are responsible for distributing such aggregate compensation individually to the members of our board of directors and our board of executive officers in compliance with our bylaws.

### ***Compensation Committee***

The Compensation Committee is composed of three members of our board of directors: Mr. Newton Sergio de Souza, Mr. Guilherme Simões de Abreu, and Mr. Lucio José Santos Junior. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to members of our board of directors and our board of executive officers. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- once the aggregate compensation of our board of directors and board of executive officers is established by our shareholders, recommending to our board of directors how such aggregate compensation should be distributed individually to the members of our board of directors and our board of executive officers; and
- analyzing and recommending to our board of directors the annual Long-Term Incentive Plan.

### ***Compensation and Benefits***

The aggregate compensation paid by us to all members of our board of directors, board of executive officers and our fiscal council for services in all capacities was R\$16.8 million in 2007. On March 26, 2008, our shareholders (acting in the annual general meeting) established the following compensation for the year 2008:

- board of directors: an aggregate limit of approximately R\$1.9 million;

- board of executive officers: an aggregate limit of approximately R\$26.4 million; and
- each regular member of our fiscal council: 10% of the average monthly compensation of the members of our board of executive officers, plus travel and lodging expenses (the statutory minimum set forth in the Brazilian Corporation Law and in our by-laws).

We compensate our alternate directors for each meeting of our board of directors that they attend. We compensate alternate members of our fiscal council for each meeting of our fiscal council that they attend.

Our executive officers receive the same benefits generally provided to our employees, such as medical (including dental) assistance, private pension plan and meal vouchers. Like our employees, our executive officers also receive a yearly bonus equal to one-month's salary (known as the thirteenth (monthly) salary in Brazil), an additional one-third of one-month's salary for vacation, and contributions of 8.0% of their salary into a defined contribution pension fund known as the Guarantee Fund for Time of Service (*Fundo de Garantia por Tempo de Serviço*). Members of our board of directors and fiscal council are not entitled to these benefits. We made contributions into the Guarantee Fund for Time of Service for our executive officers in an aggregate amount of R\$0.4 million during the year ended December 31, 2007.

Members of our board of directors, board of executive officers and fiscal council are not parties to contracts providing for benefits upon the termination of employment other than, in the case of executive officers, the benefits described above.



### ***Long-Term Incentive Plan***

On September 26, 2005, we adopted a long-term incentive plan. Under the terms of this plan, we may issue investment units, each of which has an economic value equivalent to the economic value of one class A preferred share of our company, to our executive officers, senior management and other employees involved in our strategic programs, which the plan refers to as our business partners. These investment units do not carry any voting rights and may not be transferred. Each year, our Chief Executive Officer will submit an annual program to our board of directors stating:

- the maximum number of investment units to be issued in that year;
- the business partners that will be offered investment units in that year;
- the purchase price of the investment units to be paid by the participating business partners;
- the projected allocation of the investment units among the business partners; and
- as an incentive to purchase investment units, the number of additional investment units that each business partner will receive in connection with the purchase of an investment unit.

Upon the purchase by a business partner of his allocation of investment units, the business partner will receive additional investment units as an incentive for the purchase of the purchased investment units. We refer to the purchased investment units as alpha units and the additional investment units as beta units. Each beta unit will automatically convert into an alpha unit 10 years after the date of issue of the beta unit. Upon the payment by our company of dividends or interest attributable to shareholders' equity to holders of our class A preferred shares, we will issue additional units, which we refer to as gamma units, with an aggregate value equivalent to the value of the dividends or interest attributable to shareholders' equity attributed and paid to the holders of a class A preferred share.

Each year we will determine the unit value of the investment units applicable from April 1 of that year until March 31 of the following year calculated as the average closing price in *reais* of our class A preferred shares on the São Paulo Stock Exchange from October 1 of the preceding year through March 31 of the year in which the unit price is established. Following the fifth anniversary of the date on which any business partner first acquires investment units, we will redeem up to 20% of the investment units held by that business partner at the then-established unit price upon the request of that business partner made within 120 days following the delivery of an annual statement from us with respect to the investment units held by that business partner. After the first redemption, we will redeem up to 10% per year of the investment units held by that business partner at the then-established unit price upon the request of that business partner made in subsequent years. We will redeem any gamma unit at the then-established unit price upon the request of the holder made within 60 days following the issuance of that gamma unit. Any gamma unit not so redeemed will automatically convert into an alpha unit.

In the event that a business partner is dismissed without just cause or retires, we will redeem all of the investment units held by that business partner at the then-established unit price upon the request of that business partner. In the event that a business partner is dismissed for just cause or resigns, all of the beta units held by that business partner will be immediately extinguished, and we will redeem all of the alpha units held by that business partner at the then-established unit price upon the request of that business partner. Upon the death of a business partner, we will automatically redeem all of the investment units held by that business partner (for the benefit of the business partner's estate) at the then-established unit price.

Our board of directors adopted an annual program for the 2006 fiscal year. Under this annual plan, certain executive officers were entitled to purchase up to an aggregate of 135,500 investment units and to receive up to an additional 135,500 investment units. Our board of directors adopted an annual program for the 2007 fiscal year. Under this annual plan, certain executive officers were entitled to purchase up to an aggregate of 430,180 investment units and to receive up to an additional 430,180 investment units. Our board of directors also adopted an annual program for the 2008 fiscal year. Under this annual plan, certain executive officers are entitled to purchase up to an aggregate of 360,384 investment units and to receive up to an additional 360,384 investment units.

## Corporate Governance Practices

The significant differences between our corporate governance practices and the New York Stock Exchange standards can be found on our website, [www.braskem.com.br](http://www.braskem.com.br). The information found at this website is not incorporated by reference into this annual report.

## Employees

The following table sets forth the number of our employees by main category of activity and location.

Main Category of Activity	At December 31,		
	2007(1)	2006(2)	2005(3)
Coordinators and operators	1,970	1,653	1,589
Engineers and other professionals	947	768	695
Administrative and support	488	281	254
Technicians	610	289	283
Maintenance	556	284	243
Managers and directors	212	219	198
Total	4,783	3,494	3,262

- (1) At December 31, 2007, 2,007 employees worked in the State of Bahia, 1,803 employees worked in the State of Rio Grande do Sul, 484 employees worked in the State of São Paulo, 472 employees worked in the State of Alagoas and 17 employees worked in other states in Brazil.
- (2) At December 31, 2006, 2,171 employees worked in the State of Bahia, 430 employees worked in the State of Rio Grande do Sul, 455 employees worked in the State of São Paulo, 423 employees worked in the State of Alagoas and 15 employees worked in other states in Brazil.
- (3) At December 31, 2005, 1,982 employees worked in the State of Bahia, 415 employees worked in the State of Rio Grande do Sul, 413 employees worked in the State of São Paulo, 427 employees worked in the State of Alagoas, and 25 employees worked in other states in Brazil.

We do not employ a material number of temporary employees.

In Brazil, both employees and employers have the right to organize unions. Employees belonging to a specific professional category and employers constituting a specific economic category may each be represented by a single union in a particular geographic area. Individual unions generally belong to state-wide union federations, which in turn belong to nationwide union confederations. We are a member of the Petrochemicals and Synthetic Resins Industries Union of the States of Bahia, Alagoas and Rio Grande do Sul, and our employees belong to the Petrochemicals Industries Workers Unions in each of these states. Approximately 1,492 of our non-management employees were union members at December 31, 2007. We believe that we have good ongoing relations with our employees and their unions. We have not experienced a strike since OPP Química was privatized in 1992 and Trikem was privatized in 1995. Copesul has not experienced a strike since 1991. The current collective bargaining agreements with our unions have one-year to two year terms and are subject to annual renegotiation. We have traditionally applied the terms of bargaining agreements entered into with the unions equally to unionized and non-unionized employees.

Since coming under the control of the Odebrecht Group, we have adopted and applied the personnel management philosophy of the Odebrecht Group, which emphasizes a performance related pay structure and a decentralized management structure. Employees in each of our business units participate in setting and achieving their business unit's annual objectives. As a result, employees in those business units that meet or exceed their goals share in our financial performance through performance-based employee compensation plans. During 2007, we recorded an expense of R\$116.1 million related to this program with respect to 3,274 employees, including our executive officers. The members of our board of directors do not participate in this program.

We seek to recruit top graduates from Brazilian technical schools and universities to work at each of our plants and offer career development training to employees to develop skills necessary to operate an internationally competitive, vertically integrated petrochemical company. We have invested in a series of training courses for our operating, laboratory and maintenance personnel through agreements with technical training organizations. During 2007, our total investment in education and training amounted to R\$14.6 million for approximately 397,700 hours of training, representing an average of 83.1 hours per employee.

We tailor career development programs to each employee's individual needs and abilities. We established this program with our own resources and technology, and it has become a Brazilian benchmark in human resources practices. In 2007, 42.8% of our employees received salary increases as a result of their participation in our career development programs.

Our employees and their dependents receive medical and dental assistance through a network of accredited doctors. We pay most of the costs for these services, with a small portion being paid by our employees. A small monthly fee is also charged to our employees to pay for more costly medical services. In 2007, we spent R\$24.6 million on this assistance.

The majority of our employees participate in the Odebrecht Pension Plan (*ODEPREV Odebrecht Previdência*). We pay part of the monthly payments made by our employees to the Odebrecht Pension Plan. This pension fund is a defined contribution plan that pays supplementary pension and retirement amounts in amount to those paid by the Brazilian government's pension system and is intended to provide its members with income on retirement. In 2007, we paid R\$5.9 million into this fund.

Copesul makes contributions to Petros under retirement and defined benefit pension plans that was closed to new participants on January 1, 1995. In 2006, the rate of the contribution was 12.93% of the total pay of employees who participate in the plan. In 2007, Copesul made contributions of R\$5.7 million to these plans.

In May 2003, Copesul approved and implemented a supplementary private pension plan named COPESULPREV. COPESULPREV is a closed defined-contribution plan intended to cover those employees not included in the Petros plan. COPESULPREV is independently managed by Petros, with no links to any other pension plan managed by Petros, pursuant to the provisions of Complementary Law 109/2001. In 2007, Copesul made contributions of R\$1.4 million to COPESULPREV.

Ipiranga Petroquímica and Ipiranga Química sponsors Fundação Francisco Martins Bastos (FFMB) Pension Plan, a defined benefit closed supplementary private pension entity, designed to manage and execute pension benefit plans for the benefit of the employees of Ipiranga Petroquímica and Ipiranga Química. In 2007, Ipiranga Petroquímica and Ipiranga Química made contributions of R\$2.3 million to this fund.

Prior to July 2005, we paid part of the monthly payments made by our employees to two additional private pension funds: Petros and Previnor Pension Plan (*PREVINOR Associação de Previdência Privada*). The Petros plan was a defined benefit plan and Previnor Pension Plan was a defined contribution plan. In June 2005, we announced that we intended to withdraw as a sponsor of the Previnor Pension Plan and the Petros plan effective June 30, 2005. The present value of our obligations under the Petros plan exceeded the value of the assets of that fund by R\$19.6 million at December 31, 2007. See note 28 to our consolidated financial statements. The calculation of mathematical reserves of participants in the Petros plan was completed in November 2006 and submitted in that month to the Secretariat for Complementary Pensions, a Social Security Ministry department in charge of regulating and inspecting private pension plans. The reserve computations with respect to the Previnor Pension Plan have been completed and the entity has a surplus; as a result, no contributions by our company are required. The sponsorship withdrawal was approved by the Secretariat for Complementary Pensions and the commitments to the plan participants was settled in 2007.

Prior to January 2007, Politeno was the sponsor of a defined contribution plan managed by PREVINOR. In December 2006, Politeno advised PREVINOR of its intention to withdraw from the plan effective at the end of December 2006. The calculation of mathematical reserves of participants to be refunded to plan was completed and submitted to the Supplementary Pension Plan Secretary for approval in February 2008. This plan is fully funded and no additional disbursements by Braskem will be required.

## Share Ownership of Directors and Officers

The total number of shares owned by members of Braskem's board of directors and executive officers as of June 27, 2008 represents less than 0.1% of Braskem's share capital. Under our by-laws, each of our directors must also be a shareholder of our company. Accordingly, if a person is appointed to our board of directors and is not one of our shareholders at the time, the shareholder that designated such person to be one of our directors (in accordance with the terms of the relevant shareholders agreement) generally transfers one share to the newly appointed director at no cost. All other shares owned by our directors were purchased at market prices through the São Paulo Stock Exchange. As of the date hereof, none of our executive officers owns any of our shares.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### Major Shareholders

At June 27, 2008, our issued and outstanding capital consisted of 196,714,190 common shares, 325,368,337 class A preferred shares and 803,066 class B preferred shares.

We have registered one class of ADSs, with the United States Securities and Exchange Commission, or the Commission, pursuant to the Securities Act. Each ADS is evidenced by American Depositary Receipts, or ADRs, representing two of our class A preferred shares. At June 27, 2008, we had approximately 19,213 shareholders, including four U.S. resident holders of our common shares, approximately 108 U.S. resident holders of our class A preferred shares (including The Bank of New York, as depository) and no U.S. resident holders of our class B preferred shares.

The following table sets forth information concerning the ownership of our common shares and class A preferred shares at June 27, 2008, by each person whom we know to be the owner of more than 5.0% of our common shares and our class A preferred shares, and by all of our directors and executive officers as a group. Our principal shareholders have the same voting rights with respect to each class of our shares that they own as other holders of shares of that class.

	Common Shares		Class A Preferred Shares		Total	
	Number of Shares	%	Number of shares	%	Number of shares	%
Odebrecht (1)	118,691,669	60.3	80,697,919	24.8	199,389,588	38.1
Petroquisa	59,014,256	30.0	61,666,920	19.0	120,681,176	23.1
BNDESPAR	-	-	28,319,525	8.7	28,319,525	5.0
All directors, fiscal council members, their alternates and executive officers as a group (38 persons)	7	*	75,058	*	75,065	*

\* less than 1%

(1) Represents ownership of 89,052,470 common shares owned by Odebrecht, 29,639,199 common shares owned by Norquisa (a wholly-owned subsidiary of Odebrecht), 20,685,872 class A preferred shares owned by Odebrecht's subsidiary, Odebrecht Investimentos em Infra-Estrutura Ltda., or OII, 57,826,801 class A preferred shares owned

by Odebrecht's indirect subsidiary Belgravia Empreendimentos Imobiliarios S.A., or Belgravia and, 2,185,246 class A preferred shares owned by Norquisa.

We currently have no management or employee option plans or management or employee options outstanding. See Item 6. Directors, Senior Management, and Employees Compensation Long-Term Incentive Plan.

***Changes in Ownership***

On January 31, 2007, Norquisa transferred 1,235,000 common shares of Braskem to ODBPAR Investments.



In April 2007, we issued 1,533,670 of our class A preferred shares to the shareholders of Politeno, other than our company, in exchange for their share capital of Politeno. In addition, at an extraordinary general shareholders meeting held in April 2007, Odebrecht and Norquisa converted 464,685 and 21,845 of their class A preferred shares, respectively, into the same number of common shares. As a result of this transaction, the class A preferred shares owned by Politeno became treasury shares.

In July 2007, Odebrecht transferred our subordinated convertible debentures to its subsidiary, CNO, and CNO assumed all of the obligations of Odebrecht under its non-convertible debentures of the second series.

In July 2007, CNO, as the holder of our subordinated convertible debentures, converted all of these debentures in the outstanding amount of R\$1,113.5 million (including accrued and unpaid interest) into 25,832,198 of our common shares and 51,664,397 of our class A preferred shares, reflecting a conversion price of R\$14.37 per share. On the same date, BNDESPAR exercised its option to exchange all of the non-convertible debentures of the second series of CNO held by BNDESPAR for 18,344,872 of our class A preferred shares.

In October 2007, CNO transferred 25,832,198 common shares and 31,994,603 class A preferred shares to its subsidiary Belgravia.

In October 2007, Belgravia transferred 25,832,198 common shares to Odebrecht in exchange for 25,832,198 class A preferred shares. On the same date, Odebrecht transferred 20,685,872 class A preferred shares to OII.

On May 30, 2008, we issued an aggregate of 46,903,320 common shares and 43,144,662 class A preferred shares to Petroquisa in the first phase of the Petrobras Transaction. As a result, the direct and indirect ownership of Odebrecht in our company was reduced to 60.3% of our common shares, 24.7% of our class A preferred shares and 38.1% of our total share capital, and the ownership of Petroquisa in our company increased to 30.0% of our common shares, 18.9% of our class A preferred shares and 23.1% of our total share capital.

On May 30, 2008, our subsidiary Braskem Participações S.A. authorized the transfer of the shares of Braskem's share capital that it owns to Braskem. This transfer will become effective not more than 60 days after the transfer was authorized.

### ***Shareholders Agreements***

#### *Petrobras Shareholders Agreement*

On May 30, 2008, Petrobras, Petroquisa, Odebrecht and Norquisa, with Braskem as intervening party, entered into the Petrobras Shareholders Agreement, which has a term of 25 years. The Petrobras Shareholders Agreement superseded the Ipiranga Memorandum of Understanding and the Petroquisa Memorandum of Understanding.

Under the Petrobras Shareholders Agreement, Petrobras and Petroquisa:

- together have the right to designate members of our board of directors and their alternates as described below;
- for so long as they own an aggregate of more than 18% of our voting share capital, together have veto rights over certain actions by Braskem's shareholders and board of directors, and, in some cases, by Braskem's subsidiaries such as (1) actions affecting our share capitalization or the rights of holders of our shares, (2) mergers, acquisitions or dispositions that result in specified consequences or exceed specified thresholds, (3) certain corporate governance matters, and (4) actions that would result in our violating certain financial ratios;

- for so long as they own an aggregate of more than 5% of our voting share capital, together have veto rights over related party transactions exceeding specified thresholds;

- for so long as they own an aggregate of 5% or more of our voting share capital, together have the right to designate one member of our fiscal council and his or her alternate; and
- have tag-along rights, preemptive rights, and other rights designed to prevent dilution of their equity interests.

Under the Petrobras Shareholders Agreement, Petrobras and Petroquisa together have the right to designate:

- three members of our board of directors and their alternates for so long as they own an aggregate of 18% or more of our voting share capital;
- two members of our board of directors and their alternates for so long as they own an aggregate of 12% or more of our voting share capital; and
- one member of our board of directors and his or her alternate for so long as they own an aggregate of 5% or more of our voting share capital.

For so long as Petrobras and Petroquisa together have the right to designate two or three members of our board of directors, one of these designees will serve as vice president of our board of directors.

Under the Petrobras Shareholders Agreement, Petrobras has the right to sell:

- a *pro rata* portion of its common shares of our company in connection with any direct or indirect sale of our common shares by the Odebrecht Group to a third party; and
- all of its common shares in case such sale involves a change of our control.

#### *Pension Funds Memorandum of Understanding*

On July 20, 2001, Odebrecht Química, Petroquímica da Bahia S.A., Petros and *Caixa de Previdência dos Funcionários do Banco do Brasil* PREVI, or PREVI, entered into a Memorandum of Understanding Regarding Shareholders Agreement, which we refer to as the Pension Funds Memorandum of Understanding. The Pension Funds Memorandum of Understanding grants certain preemptive and share transfer rights to Petros and the pension fund of Banco do Brasil (*Caixa de Previdência dos Funcionários do Banco do Brasil*), or Previ. The Pension Funds Memorandum of Understanding has a term of 20 years, unless a shareholders agreement containing the terms set out below is entered into prior to that date. Under the Pension Funds Memorandum of understanding, the parties agreed to adopt the following basic principles for our management:

- our board of executive officers will be composed of competent professionals;
- our dividend policy will have as its objective the distribution of at least 50.0% of net income available during the relevant period, provided that all necessary reserves for the efficient operation and development of our business are established and maintained; and
- we will adopt a commercial policy that assures the regular and continuous supply of raw materials and utilities on a competitive basis and consistent with the domestic and international markets.

Under the Pension Funds Memorandum of Understanding, Petros and Previ have the right to sell our shares owned by each of them in connection with any sale of our shares by our controlling shareholders to a third party that involves a change of our control.



We, Odebrecht and BNDESPAR have entered into a shareholders agreement. This shareholders agreement provides that BNDESPAR has the right to appoint one member of our board of directors. This shareholders agreement will expire on the earlier of the first date on which BNDESPAR ceases to own more than 5.0% of our total share capital and August 24, 2011. This shareholders agreement also provides that BNDESPAR has the right to (1) require our company and Odebrecht to purchase the shares that it owns in our company if we do not comply with the terms of this shareholders agreement and do not cure any such non-compliance within a specified period, and (2) sell its shares in the event that Odebrecht sells its voting control of our company to a third party.

### **Related Party Transactions**

The following summarizes the material transactions that we have engaged in with our principal shareholders and their affiliates since January 1, 2007.

We have engaged in extensive transactions with our principal shareholders and their affiliates and expect to do so in the future. We also have commercial relationships with some of our affiliates and, as a result, record trade accounts receivable and current and long-term liabilities mainly from purchases and sales of goods and services at prices and on terms equivalent to the average terms and prices of transactions that we enter into with third parties. In addition, we have entered into financial and other transactions with our principal shareholders and their affiliates, including, among others, as a party to three shareholder s agreements or memoranda of understandings with shareholders of our company. See [Principal Shareholders Shareholders Agreements](#).

In connection with the Ipiranga Transaction, we entered into the Purchase Agreement, the Ipiranga Investment Agreement, the Interim Shareholders Agreement, the Ipiranga Memorandum of Understanding and the RPI Shareholders Agreement with Petrobras and the other parties thereto. The Ipiranga Memorandum of Understanding has been superseded by the Petrobras Shareholders Agreement. See [Item 4. Information on the Company Ipiranga Transaction](#).

In connection with the Petrobras Transaction, we have entered into the Petrobras Investment Agreement with Odebrecht, Petrobras, Petroquisa and Norquisa. See [Item 4. Information on the Company Petrobras Transaction](#).

Under the Brazilian Corporation Law, each of our directors, their alternates and our executive officers cannot vote on any matter in which they have a conflict of interest and such transactions can only be approved on reasonable and fair terms and conditions that are no more favorable than the terms and conditions prevailing in the market or offered by third parties. However, if one of our directors is absent from a meeting of our board of directors, that director s alternate may vote even if that director has a conflict of interest, unless the alternate director shares that conflict of interest or has another conflict of interest.

### ***The Odebrecht Group***

In May 2002, OPP Produtos Petroquímicos S.A., or OPP Produtos, issued subordinated convertible debentures to Odebrecht S.A. These debentures became our obligations as a result of the merger of OPP Produtos into our company in August 2002. In July 2007, Odebrecht transferred our subordinated convertible debentures to its subsidiary, CNO, and CNO assumed all of the obligations of Odebrecht under its non-convertible debentures of the second series. In July 2007, CNO, as the holder of our subordinated convertible debentures, converted all of these debentures in the outstanding amount of R\$1,113.5 million (including accrued and unpaid interest) into 25,832,198 of our common shares and 51,664,397 of our class A preferred shares, reflecting a conversion price of R\$14.37 per share.

In December 2004, we entered into an Alliance Agreement with CNO under which we have appointed CNO as a non-exclusive preferred provider with respect to maintenance services and efficiency enhancement projects at each of

our plants. This agreement was unanimously approved by our board of directors. Under this agreement, we are required to request bids from CNO for these services and projects. If CNO is retained for any specific service or project, we will pay CNO its costs related to the service or project plus 15%. We are also required to pay any applicable taxes with respect to such fees. This agreement expires in December 2008. We purchased services under this agreement from CNO of R\$120.3 million in 2007. We had accounts payable to CNO of R\$17.5 million at December 31, 2007.

***Petrobras******Financial Transactions with Petrobras***

In September 2007, EDSP58 entered into an export prepayment credit facility with PIFCo, a wholly-owned subsidiary of Petrobras, under which EDSP58 is permitted to borrow an aggregate principal amount of up to US\$323.0 million. In October 2007, EDSP58 borrowed an aggregate of US\$312.5 million under this facility to fund a portion of the purchase price of the shares tendered in the Copesul Tender Offer. These loans bear interest at the rate of LIBOR plus 0.35% per annum until the first anniversary of their disbursement and thereafter at the rate of LIBOR plus 0.55% per annum. The principal amount of these loans is payable on or prior to the second anniversary of each disbursement.

We maintain a rotating naphtha supply line of credit with Petrobras that permits us to finance purchases of naphtha from Petrobras. We are permitted to maintain balances up to an aggregate of R\$570.0 million under this line of credit. We pay interest on the outstanding balance under this line of credit at the monthly rate of 1.78% .

***Commercial Transactions with Petrobras***

We purchase naphtha from Petrobras, and we sell automotive gasoline and LPG to Petrobras Distribuidora S.A., a wholly-owned subsidiary of Petrobras.

In June 1978, we entered into a 10-year renewable contract with Petrobras under which the prices paid by us to Petrobras for naphtha are established based on the Amsterdam-Rotterdam-Antwerp market price and are linked to fluctuations in the *real*/U.S. dollar exchange rate. This contract was amended and renewed in February 1993 and in February 2003.

In February 1996, Copesul and Petrobras entered into a 16-year renewable contract with Petrobras under which the prices paid by Copesul to Petrobras for petroleum condensate are established based on the Amsterdam-Rotterdam-Antwerp market price and are linked to fluctuations in the *real*/U.S. dollar exchange rate.

In April 2007, we entered into a three-year caustic soda supply contract with Petrobras under which we will supply approximately 61,300 tons of caustic soda annually for use by Petrobras Brazilian refineries. Petrobras uses caustic soda for the treatment of effluents in its refineries.

We purchased raw materials and utilities from Petrobras and Petrobras Distribuidora S.A. of R\$5,713.1 million in 2007 and sold products to Petrobras of R\$286.1 million during this period. We had accounts payable to Petrobras in an aggregate amount of R\$579.2 million and accounts receivable from Petrobras in an aggregate amount of R\$96.8 million at December 31, 2007.

In March 2007, we entered into a five-year propylene supply contract with Refap, a subsidiary of Petrobras, under which we will purchase an initial annual supply of 70,000 tons of propylene, representing 70% of Refap's current annual propylene production capacity of 100,000 tons. In addition, we sell condensate and purchase naphtha from Refap. We purchased raw materials from Refap of R\$1,654.2 million and had sales to Refap of R\$543.2 million in 2007. We had accounts receivable from Refap in an aggregate amount of R\$26.2 million at December 31, 2007.

***Our Subsidiaries, Jointly Controlled Companies and Associated Companies******Paulínia***

In December 2006, Paulínia entered into a credit agreement with BNDES in the aggregate amount of R\$566.2 million to finance the construction of a polypropylene plant to be located in Paulínia, in the State of São Paulo. In December 2006, we entered into an agreement with Petrobras and BNDES under which we and Petrobras severally guarantee the obligations of Paulínia with respect to our proportionate shares of the obligations that Paulínia incurs under this credit agreement. The first tranche under this credit agreement in the principal amount of R\$56.0 million bears interest at a rate of 9.5% per annum. The second tranche under this credit agreement in the aggregate principal amount of R\$424.6 million bear interest at the TJLP rate plus 3.4% per annum. The third tranche under this credit agreement in the aggregate principal amount of R\$76.9 million bears interest at the TJLP rate plus 2.9% per annum. The fourth tranche under this credit agreement in the aggregate principal amount of R\$8.1 million bear interest at the TJLP rate plus 2.4% per annum. The first tranche under this credit agreement matures in January 2015 and the other three tranches mature in December 2014.



*Cetrel*

We own, directly and indirectly, 52% of the voting and total share capital of Cetrel. We purchase treatment services on market terms from Cetrel for the wastewater and organic residues generated by us in the Northeastern Complex. We recorded purchases from Cetrel of R\$10.0 million in 2007. We had accounts payable to Cetrel of R\$0.1 million at December 31, 2007.

*Petroflex*

Prior to April 1, 2008, we owned 33.5% of the total share capital of Petroflex, including 33.6% of its voting share capital. We sell butadiene-1 to Petroflex on market terms under a long-term contract that is renewable automatically for 10-year periods. We recorded net sales to Petroflex of R\$336.3 million in 2007. We had accounts receivable from Petroflex of R\$457.1 million at December 31, 2007.

In June 2004, Petroflex entered into a R\$34.3 million secured credit agreement with BNDES to finance capital expenditures. In accordance with the terms of a shareholders agreement among our company and the other controlling shareholders of Petroflex that terminated upon our sale of our interest in Petroflex, we have guaranteed severally, but not jointly, 40% of this loan, or approximately R\$13.7 million of its aggregate principal amount. The first tranche of this loan in the principal amount of R\$10.3 million bears interest at a rate based on the UMBNDES rate plus a margin of 5.125% per annum. The second and third tranches of this loan in the aggregate principal amount of R\$24.0 million bear interest at the TJLP plus 5.125% per annum. As set forth in this shareholders agreement, we charge Petroflex a fee of 1.25% of the outstanding principal amount of this loan that we guarantee. Under the terms of the agreement under which we sold our interest in Petroflex, this guarantee is required to be replaced and we are to be released from this guarantee prior to or on June 29, 2008.

*Borealis Brasil S.A.*

We sell polypropylene and polyethylene to Borealis Brasil S.A., or Borealis, in which we have a 20.0% interest. We recorded net sales to Borealis of R\$143.0 million in 2007. We had accounts receivable from Borealis of R\$10.7 million at December 31, 2007.

*Other**Engepack*

We sell PET from time to time to Engepack, a packaging manufacturer. Francisco Teixeira de Sá, the chairman of the board of directors of Engepack, is a member of our board of directors. In addition, one of the alternate members of our board of directors, Lúcio José Santos Júnior, is an executive officer of Engepack, and one of the members of our fiscal council, Walter Murilo Melo de Andrade, is the internal counsel of Engepack. We recorded net sales to Engepack of R\$49.3 million in 2007. Engepack purchases PET from a variety of second generation producers, including our company.

*Sojitz*

We sell PVC and EDC to, and we purchase raw materials, principally naphtha, from Sojitz, a chemical trader. Yukihiro Funamoto, an executive officer of Sojitz do Brasil S.A., a subsidiary of Sojitz, is an alternate member of our board of directors. At December 31, 2007, Sojitz owned 1.0% of our total share capital, including 2.9% of our voting share capital. We recorded net sales to Sojitz of R\$17.0 million in 2007. In addition, we recorded purchases from Sojitz of R\$742.1 million in 2007.



## ITEM 8. FINANCIAL INFORMATION

### Consolidated Statements and Other Financial Information

Reference is made to Item 19 for a list of all financial statements filed as part of this annual report.

### Legal Proceedings

#### *Tax Proceedings*

We are engaged in several legal proceedings with Brazilian tax authorities for which we have established provisions in an aggregate amount of R\$1,145.8 million at December 31, 2007. In addition, there are currently certain legal proceedings pending in which we are involved for which we have not established provisions. If any of these legal proceedings is decided adversely to us, our results of operations or financial condition could be materially and adversely affected.

#### *IPI*

*IPI Credits on Raw Materials Purchases.* We pay IPI tax on industrial products that we manufacture. The regulations governing the IPI tax assess this tax on a non-cumulative basis, meaning that companies may offset their IPI tax obligations with the amount of IPI taxes paid by suppliers earlier in the production chain. The Brazilian federal tax authorities have asserted that the purchase of raw materials that are tax-exempt, non-taxable or taxed at a zero percent rate does not generate IPI tax credits, on the basis that there is no law or regulation that expressly authorizes these credits. We believe that this interpretation is contrary to Article 153, paragraph 3 of the Brazilian Constitution, which sets forth the principle of non-cumulative taxation and does not exclude purchases of raw materials that are tax-exempt, non-taxable or taxed at a zero percent rate.

In July 2000, OPP Química (which has merged into our company) filed suit in the State of Rio Grande do Sul requesting the acknowledgement of IPI tax credits for its purchases of raw materials from our company and Copesul. The amount of credits claimed by OPP Química comprised the book value of those raw materials plus monetary adjustments. In December 2002, the Brazilian Federal Supreme Court held that OPP Química was entitled to IPI tax credits in an aggregate amount of R\$1,030.1 million, including R\$367.9 million attributable to monetary adjustments, for the 10-year period ended in 2002, calculated based on the price of the raw materials purchased during the 10-year period preceding the filing of the suit, plus monetary adjustments based on official indices.

The Brazilian government appealed the decision of the Brazilian Federal Supreme Court. In this special appeal, the Brazilian federal tax authorities are no longer challenging the validity of IPI tax credits, but are alleging some inaccuracies in the method of calculating monetary adjustments on those credits. According to the opinion of our legal advisors, these issues have already been resolved by decisions of the Brazilian Federal Supreme Court and the Regional Federal Court favorable to OPP Química. However, there may be a risk of changes in the previous decision as a result of the special appeal, because, among other factors, the Brazilian Federal Supreme Court has revisited this matter on the merits in a similar lawsuit lodged by another taxpayer. We recognized IPI tax credits in an aggregate amount of R\$1,030.1 million in December 2002. At December 31, 2007, we have used the full amount of the R\$1,030.1 million IPI tax credit to offset IPI and other federal tax obligations.

On September 28, 2006, the Brazilian federal tax authorities issued four tax deficiency notices to us, claiming that we owe approximately R\$1,100.0 million in taxes that we offset with OPP Química's IPI tax credits. We are contesting the government's claims in administrative tax proceedings. We believe that the government issued two of the deficiency notices, in an aggregate amount of R\$308.6 million solely to avoid forfeiting their claims due to the

expiration of the statute of limitations. However, we believe that we will prevail in these administrative tax proceedings, as our decision to offset IPI tax credits against our IPI and other federal tax obligations is supported by a final decision of the Brazilian Federal Supreme Court. The other two tax deficiency notices, in an aggregate amount of R\$791.4 million, allege that we are not allowed to recognize IPI tax credits from future raw material purchases. Nevertheless, the existing court decisions have given our company full and ongoing entitlement to offsetting rights. We believe that we will prevail in these administrative proceedings.

During 2007, the Federal Revenue Office rejected approximately 200 applications for offsetting of these credits with federal taxes payable by our company. We disputed these rejections at administrative and judicial levels. We believe that we will prevail in all these administrative and judicial tax proceedings.

The tax credits used up by us (as adjusted by applying the SELIC rate through December 2007) amount to R\$2,506.9 million. The various collection proceedings referred to above have claimed R\$2,263.5 million as of December 31, 2007, plus fines in the aggregate amount of R\$731.0 million. We believe that such fines are not payable because we relied upon a judicial decision in the recognition of the tax credits.

In a procedural decision on December 11, 2007 that has not yet been published, the Brazilian Federal Supreme Court held that a new judgment should be rendered and, in view of the importance of the matters raised by our lawsuit, the parties were granted an opportunity to make new oral arguments concerning the procedural matter.

Upon publication of this decision, we intend to determine whether to appeal this decision. However, despite the possibility of the Brazilian Federal Supreme Court's review of the merits of its former decision and its ruling against us, we and our counsel believe that the December 2002 decision should nonetheless be given *res judicata* (i.e., final and binding) effect.

We have a similar suit pending on behalf of OPP Química (which has merged into our company) in federal court in the State of São Paulo, and two similar suits on behalf of Trikem (which has merged into our company) in federal courts in the States of São Paulo and Alagoas. In these cases, we obtained preliminary injunctions that allowed these companies to use these credits to offset other IPI tax obligations. These suits remain pending. We have used R\$120.5 million at December 31, 2007 of Trikem's and OPP Químicas' IPI tax credits to offset our IPI and other federal tax obligations and have recorded a provision in the amount of R\$227.4 million at December 31, 2007. We have not recognized any assets or gains in relation to these claims.

We note that the Brazilian Federal Supreme Court issued an unfavorable ruling in another case in February 2007 involving a taxpayer unrelated to our company, holding by a six-to-five vote that IPI tax credits arising from the purchase of raw materials that are taxed at a zero percent rate may not be used to offset IPI and other federal taxes. In June 2007, the full bench of the Brazilian Federal Supreme Court contemplated whether this decision would have retroactive or prospective effect and, by majority opinion, ruled that a decision of the Brazilian Federal Supreme Court that reversed an earlier determination made by the full bench of the Brazilian Federal Supreme Court in favor of a taxpayer would apply retroactively.

In a third suit on behalf of OPP Química and Trikem in the federal court in the State of Bahia, we obtained a favorable decision in federal trial court that recognized our right to these credits for the 10-year period preceding the filing of this suit. The Brazilian government appealed this ruling to the Superior Court of Justice in the First Circuit. In August 2007, the Superior Court of Justice in the First Circuit overturned the ruling of the federal trial court. As a result, we paid R\$127.3 million to the tax authorities in accordance with this judgment. We had established a provision with respect to this action in excess of the amount of this judgment.

We also have a similar suit pending in federal court in the State of Bahia that was commenced by Polialden prior to our merger with Polialden. Polialden won this suit in federal trial court, which ruled that Polialden was entitled to IPI tax credits for the 10-year period preceding the filing of this suit. The Brazilian government appealed this decision to the Superior Court of Justice in the First Circuit. In September 2007, the Superior Court of Justice in the First Circuit overturned the ruling of the federal trial court. As a result, we paid R\$99.6 million to the tax authorities in accordance with this judgment. We had established a provision with respect to this action in excess of the amount of this judgment.

For further information on our accounting treatment of these IPI credits, see notes 9 and 16(ii) to our consolidated financial statements.

*IPI Export Credits.* Brazilian Decree Law No. 491/69 provides a tax credit to exporters of manufactured products to compensate them for taxes paid in Brazil prior to exporting their products. The regulations governing the IPI tax permit exporters to offset IPI taxes with IPI export credits and/or to transfer their IPI export credits to third parties. However, the Brazilian tax authorities issued a series of administrative rules that reduced, restricted and ultimately suspended the use of these credits based on Decree Law No. 1,724/79, which expressly delegated these powers to the Brazilian Ministry of Finance. We believe that this delegation of powers to the Ministry of Finance violated the distribution of functions among the executive branch, and that secondary administrative rules may not restrict or suspend a benefit created by a constitutionally superior norm. Accordingly, we believe that the administrative rules promulgated under the authority of Decree Law No. 1,724/79 have no legal effect. On these grounds, we filed suits against the Brazilian government challenging Decree Law No. 1,742/79 and these administrative rules and seeking to offset and transfer IPI export credits as provided under Decree Law No. 491/96.

In one of these suits, the Regional Federal Court ruled against OPP Química (which has merged into our company), holding that it does not have the right to IPI export credits. OPP Química's appeals before the Superior Court of Justice and the Brazilian Federal Supreme Court remain pending. Although our other suits also are pending, the Brazilian tax authorities have issued deficiency notices against us (1) attempting to collect amounts offset using these IPI export credits and (2) asserting their right to do so before the expiration of the applicable statute of limitations. We filed administrative appeals in respect of these deficiency notices, but we received unfavorable decisions in each of these appeals. We have appealed each of these unfavorable decisions to the taxpayers' council (an administrative appeal board). However, based on recent Brazilian Federal Supreme Court and other jurisprudence holding that the sub-delegation by the Ministry of Finance of the authority to regulate IPI export credits under Decree Law No. 1,742/79 was unconstitutional and that recognized the right to offset IPI export credits as provided under Decree Law No. 491/96, we believe that it is reasonably possible that we will prevail in all of these judicial and administrative proceedings. Despite the issuance of Resolution No. 71 by the Federal Senate on December 27, 2005, which confirmed the unconstitutionality of this sub-delegation and ratified the validity of IPI export credits, the Superior Court of Justice, in an appeal made by another taxpayer seeking recognition of that taxpayers' entitlement to use such tax benefit, upheld its rejection to such prospective use and affirmed that the tax benefit expired in 1990. When the Superior Court of Justice completes its judgment, the Brazilian Federal Supreme Court will revisit the right to use those tax credits after 1990, based on application of Temporary Constitutional Provisions Act (ADCT) 41. We have used a portion of these credits to offset IPI and other federal taxes in the amount of R\$381.8 million at December 31, 2007 and recorded a provision in the amount of R\$687.8 million at December 31, 2007 because these suits remain pending. For further information on our accounting treatment of these IPI credits, see note 16(i) to our consolidated financial statements.

*IPI Credits Arising from the Acquisition of Fixed Assets and Materials Not Used in Production.* We are involved in four suits against the Brazilian government seeking the acknowledgment of IPI credits arising from the acquisition of fixed assets and materials not used by us in the production of our products. The regulations governing the IPI tax permit companies to offset against their IPI tax liability IPI credits arising from the acquisition of raw materials and other unfinished products only to the extent that they are used in production. We believe that this limitation imposed by the IPI regulations is unconstitutional. Article 153, paragraph 3 of the Brazilian Constitution sets forth a broad principle of non-cumulative taxation and does not limit the grant or use of IPI credits arising from the acquisition of fixed assets or in respect of materials not used in production.

We lost one of these suits in federal trial court and appealed this decision, which appeal remains pending. Although our three other suits also remain pending in federal court, the Brazilian tax authorities have issued deficiency notices against us attempting to collect amounts offset using these credits, asserting their right to do so before the expiration of the applicable statute of limitations. We appealed the issuance of these deficiency notices to the taxpayers' council. We believe that it is reasonably possible for us to prevail in all of these judicial and administrative proceedings. We have used R\$31.9 million at December 31, 2007 of these credits to offset IPI taxes and recorded a provision in the

amount of R\$42.5 million at December 31, 2007 because these suits remain pending. For further information on our accounting treatment of these IPI credits, see note 16 to our consolidated financial statements.



### *Social Contribution on Net Income*

Law No. 7,689/88 created the CSLL, a tax similar to the corporate income tax. Under Article 146, item III of the Brazilian Constitution, the CSLL should have been enacted as a supplementary law and not as an ordinary law. Under Brazilian law, supplementary laws must be approved by at least a majority of the members of each house of the Brazilian Congress, while an ordinary law may be approved by a simple majority of the members of Congress present at the relevant voting session. In addition, we believe that CSLL violates Article 154, item II of the Brazilian Constitution, which provides that new taxes may not be assessed and calculated on the same basis as existing taxes. We believe the CSLL is assessed and calculated on the same basis as the corporate income tax.

On these grounds, we filed suit challenging the constitutionality of the CSLL. We received a final decision in our favor in 1992. However, in 1993, Brazilian tax authorities filed a rescission action (*ação rescisória*) against us in relation to all but one of these cases seeking to overrule this decision on the basis of a ruling by the Brazilian Federal Supreme Court in an unrelated case that recognized the constitutionality of the CSLL. The Brazilian tax authorities prevailed in their rescission action both in the first instance and on appeal. We filed further appeals in respect of this decision with the Superior Court of Justice and the Brazilian Federal Supreme Court, which appeals remain pending. The Brazilian Superior Court of Justice (*Superior Tribunal de Justiça*) issued a ruling in a case of another unrelated taxpayer dismissing one of the arguments that has been used by the Brazilian tax authorities in the rescission action. This decision should strengthen the arguments that we have used in our cases. In the remaining case, we believe that it is reasonably possible that the final decision in our favor will remain in effect.

Brazilian tax authorities issued several deficiency notices against us attempting to collect CSLL. We obtained suspensions of all deficiency notices that we have received to date based on a Brazilian civil procedure provision that states that a rescission action may take effect only after the court publishes a final decision.

We believe it is reasonably possible that we will lose our appeals. However, if we lose these suits, we believe that we would be required to pay CSLL only from the date that a final decision is published. We note, however, that Brazilian law allows rescission actions to relate back to, and to take effect from, the date of the initial decision. Although this legislation does not involve tax proceedings and the Brazilian Federal Supreme Court has not ruled on this issue, the same line of reasoning has been adopted by the Brazilian tax authorities and may be adopted by the courts in our suit. Accordingly, we believe that it is reasonably possible that we will be required to pay these taxes retroactively.

If CSLL is charged retroactively, then our total estimated exposure at December 31, 2007 would be R\$809.0 million, including interest. This amount does not include approximately R\$242.4 million in penalties at December 31, 2007, which we believe are not payable because we relied upon a judicial decision in not paying CSLL. We believe that there is a possibility that we will be required to pay related interest and a remote possibility that we will be required to pay fines as a result of this tax litigation.

As we believe that CSLL may not be payable for periods before the date the final decision is published in the rescission action, we have not made any provision in our consolidated financial statements for these contingencies. For further information on our accounting treatment of CSLL, see note 17(c) to our consolidated financial statements.

### *PIS and COFINS*

The PIS and COFINS taxes are Brazilian federal taxes created to fund the government's unemployment payments, social security and other social programs. Prior to February 1999, PIS and COFINS were assessed on gross billings, that is, billings or invoices for sales of goods and services. Effective February 1999, Law No. 9,718/98 introduced significant changes in the assessment of PIS and COFINS, which changes have materially increased the tax burden of

our company on a consolidated basis. Law No. 9,718/98 substantially broadened the concept of gross billings to include revenue generated from sources other than sales of goods and services, increasing the tax base upon which PIS and COFINS are assessed. At the same time, the rate of COFINS increased from 2% to 3%.

We believe that these changes were unconstitutional. The provisions of Law No. 9,718/98 that broadened the concept of gross billings in our view violated the original terms of Article 195 of the Brazilian Constitution, as well as Article 110 of the Brazilian tax code, which prohibits tax laws from changing the definition, content and reach of private law doctrines and concepts. In addition, although the Brazilian Congress enacted Constitutional Amendment No. 20 on December 15, 1998 to modify Article 195 of the Brazilian Constitution in order to validate the expanded calculation basis of PIS and COFINS as set forth in Law No. 9,718/98, we believe that this law cannot be validated by constitutional amendment for periods before the effectiveness of the constitutional amendment. On these grounds, we have filed suit against the Brazilian government seeking to pay PIS and COFINS in accordance with the rules prevailing prior to February 1999.

We lost our suits challenging the change in the definition of gross billings and have appealed these decisions to the Brazilian Federal Supreme Court. On November 9, 2005, the full bench of the Brazilian Federal Supreme Court ruled that the increase in PIS and COFINS tax basis under Law No. 9,718/98 was unconstitutional. Following this decision, the previous unfavorable decisions against us and these subsidiaries were vacated, and we and these subsidiaries won most of our suits challenging the change in the definition of gross billings.

We lost suits challenging the increase in the COFINS tax rate and have appealed these decisions to the Brazilian Federal Supreme Court. Based on recent Brazilian Federal Supreme Court and Superior Court of Justice jurisprudence, we believe that our chances of success in these suits are remote. Two of our subsidiaries have voluntarily settled their COFINS liabilities under a special program created by Law No. 10,684/03, for which we have recorded a long-term liability in an aggregate amount of R\$36.6 million at December 31, 2007. As of February 2004, we have been paying COFINS in accordance with Law 10,833/03, which introduced new criteria for calculating COFINS.

We recorded a provision in accordance with Law No. 9,718/98 in respect of the proceedings that were not settled in an aggregate amount of R\$50.6 million at December 31, 2007. For further information on our accounting treatment of these contingencies, see note 16(iii) to our consolidated financial statements.

#### *Offset of Tax Credits*

From May through October 2000, OPP Química and Trikem offset their own federal tax obligations with IPI tax credits assigned by a third-party export trading company. In June 1999, the export trading company filed a motion for a writ of mandamus requiring the federal tax authority of the State of São Paulo to recognize these offsets, and in October 1999, the federal tax authority of the State of São Paulo issued offset support certificates in response to an injunction obtained by the export trading company. In September 1999, the export trading company filed a motion for a writ of mandamus requiring the federal tax authority of the State of Rio de Janeiro to recognize the recovery of IPI tax credits by the export trading company and the validity of their use in offsetting third-party tax obligations. In March 2001, the motion for a writ of mandamus filed by the export trading company in the State of São Paulo was dismissed without prejudice, confirming the administrative and jurisdictional authority of the State of Rio de Janeiro to rule on the export trading company's tax credits.

In June 2005, the federal tax authority of the State of São Paulo issued regulations canceling the offset support certificates. Based on these regulations, the Federal Revenue Office unit in Camaçari, Bahia sent collection letters to our company in June 2005. We presented notices of dispute against these collection letters, but the administrative authorities declined to process these notices.

On October 3, 2005, the Federal Supreme Court granted a non-appealable writ of mandamus to the export trading company, confirming the export trading company's right to use its IPI tax credits from all its exports and the availability of these IPI tax credits for offsetting third-party obligations. As a result, we believe that our use of the

export trading company's IPI credits to offset our federal taxes has been confirmed and that the assessment made by the Federal Revenue Office unit in Camaçari, Bahia is not due. In addition and notwithstanding the writ of mandamus granted to the export trading company, we believe that the statute of limitations has expired with respect to the federal taxes offset against the IPI tax credits of the export trading company and can no longer be claimed by the tax authorities.

In December 2005, the Federal Revenue Office unit in Camaçari, Bahia assessed past-due federal tax liabilities of R\$276.6 million against our company related to our alleged undue offset of federal taxes. In January 2006, we were ordered to post bond in aid of execution of the tax claim made by the Federal Revenue Office unit in Camaçari, Bahia, and we posted this bond in the form of an insurance policy.

We and the export trading company subsequently commenced judicial and administrative proceedings to defend the lawfulness and validity of those offsetting procedures. We believe that it is probable that we will prevail in these judicial and administrative proceedings in light of our view of the validity and liquidity of those credits as confirmed in a special audit conducted by the federal tax authority of the State of Rio de Janeiro. In the event that we are unsuccessful in all of these judicial and administrative proceedings, pursuant to the agreement under which the export trading company assigned the IPI tax credits to OPP Química and Trikem, we will be entitled to full recourse against the export trading company concerning all amounts we are required to pay to the National Treasury.

#### *Other Tax Proceedings*

We and our affiliates are involved in several other judicial and administrative proceedings regarding withholding taxes, corporate income taxes (*Imposto de Renda da Pessoa Jurídica*), the ICMS, the tax on financial transactions (*Imposto Sobre Operações Financeiras*), monetary adjustments, the Social Integration Program (*Programa de Integração Social*), compulsory loans to Eletrobrás and other issues related to tax matters. Some of these disputes involve substantial amounts.

#### ***Labor Proceedings***

##### *Clause Four Cláusula Quarta*

Our company and other companies in the Northeastern Complex enter into annual collective bargaining agreements with the petrochemical workers union. The collective bargaining agreement that was valid between September 1989 and August 1990 required employers to pay workers monthly cost of living adjustments equal to 84.3% of the consumer price index (*Índice de Preços ao Consumidor*), or IPC, and prohibited the substitution of the IPC by another index with lower values.

In March 1990, the Brazilian government introduced an economic plan known as the Collor Plan, named after the then-President of Brazil. The Collor Plan provided that cost of living adjustments in wages could be based on other indices but not on the IPC. Based on judicial precedent, we interpreted the Collor Plan as prohibiting wage increases based on the IPC, which interpretation was contrary to the terms of the collective bargaining agreements in effect at the time. The petrochemical employers union filed a lawsuit against the petrochemical workers union, seeking to confirm that the cost of living adjustment indices provided in the Collor Plan preempted the conflicting provisions in the collective bargaining agreements. The Regional Labor Court ruled in favor of the workers union, and the decision was later modified in part on appeal to the Superior Labor Court. In 1998, the employers union filed an extraordinary appeal to the Brazilian Federal Supreme Court.

The Brazilian Federal Supreme Court initially held in favor of the workers union, but reversed its decision in December 2002 and held that a private collective bargaining agreement cannot preempt federal law, particularly a law that related to Brazilian public policy. In 2003, the workers union requested reconsideration of this decision. The Brazilian Federal Supreme Court accepted the workers union's request for reconsideration, but on May 31, 2005, the Brazilian Federal Supreme Court unanimously reaffirmed its December 2002 decision and dismissed the workers union's appeal.

On October 24, 2005, the workers union filed a divergence appeal to the Brazilian Federal Supreme Court, requesting the resolution of conflict between the decisions given by the Brazilian Federal Supreme Court under this proceeding and prior decisions given by the another panel of the Brazilian Federal Supreme Court. The Brazilian Federal Supreme Court has agreed to consider this appeal, but has not yet issued a decision. However, the Brazilian attorney general has filed a brief in this matter in November 2006 supporting the position of the employers union.

***Employment and Occupational Health and Safety Proceedings***

At December 31, 2007, we were involved in approximately 1,400 employment and occupational health and safety proceedings as to which the total amount claimed was approximately R\$344.8 million. We have deposited R\$4.3 million of this amount in court and have established a provision for these claims in an aggregate amount of R\$25.0 million at December 31, 2007. We do not believe that these proceedings will have a material adverse effect on our business, financial condition or operations.

***Other Proceedings***

At December 31, 2007, we were a defendant in two civil suits filed by a former caustic soda distributor, its controlling shareholder and a former transporter for breach of a caustic soda distribution agreement. The damages claimed in these suits totaled R\$27.5 million at December 31, 2007 (monetarily adjusted). These suits are pending. We believe that we will possibly prevail in these suits.

We are parties to certain proceedings brought by some preferred shareholders of Braskem, Polialden and Politeno which we do not believe will have a material adverse effect on our business, financial condition or results of operations.

**Dividends And Dividend Policy*****Payment of Dividends***

Our dividend distribution policy has historically included the distribution of periodic dividends, based on annual balance sheets approved by our board of directors. When we pay dividends on an annual basis, they are declared at our annual shareholders meeting, which we are required by the Brazilian Corporation Law and our by-laws to hold by April 30 of each year. When we declare dividends, we are generally required to pay them within 60 days of declaring them unless the shareholders resolution establishes another payment date. In any event, if we declare dividends, we must pay them by the end of the fiscal year for which they are declared. Under Article 9 of Law 9,249/95 and our bylaws, we also may pay interest attributable to shareholders equity as an alternative form of dividends upon approval of our board of directors. For a more detailed description of interest attributable to shareholders equity, see *Payment of Dividends and Interest Attributable to Shareholders Equity Interest Attributable to Shareholders Equity*.

The following table sets forth the dividends and/or interest attributable to shareholders equity paid to holders of our common shares, class A preferred shares and class B preferred shares since 2001 in *reais* and in U.S. dollars translated from *reais* at the commercial market selling rate in effect as of the payment date.

Year	Payment Date	Nominal Brazilian Currency per			US\$ equivalent per		
		Common shares	Class A Preferred Shares	Class B Preferred Shares	Common shares	Class A Preferred Shares	Class B Preferred Shares
2005	April 12, 2005(1)	R\$0.56	R\$0.56	R\$0.56	US\$0.22	US\$0.22	US\$0.22
2006	April 18, 2006(2)	0.90	0.90	0.56	0.42	0.42	0.26
2007	April 9, 2007(3)		0.16	0.16		0.07	0.07
2008	April 7, 2008(4)	0.64	0.64	0.64	0.38	0.38	0.38

- (1) Represents interest attributable to shareholders' equity of R\$0.28 (US\$0.11) per common share, R\$0.56 (US\$0.22) per class A preferred share and R\$0.56 (US\$0.22) per class B preferred share, plus dividends of R\$0.28 (US\$0.11) per common share.
- (2) Represents interest attributable to shareholders' equity of R\$0.75 (US\$0.35) per common share, R\$0.75 (US\$0.35) per class A preferred share and R\$0.56 (US\$0.26) per class B preferred share, plus dividends of R\$0.15 (US\$0.07) per common share and R\$0.15 (US\$0.07) per class A preferred share.



- (3) Represents dividends of R\$0.16 (US\$0.07) per class A preferred share and R\$0.16 (US\$0.07) per class B preferred share.
- (4) Represents dividends of R\$0.64 (US\$0.38) per common share, R\$0.64 (US\$0.38) per class A preferred share and R\$0.64 (US\$0.38) per class B preferred share.

The following discussion summarizes the principal provisions of the Brazilian Corporation Law and our bylaws relating to the distribution of dividends, including interest attributable to shareholders' equity.

### ***Calculation of Adjusted Net Profits***

At each annual shareholders' meeting, our board of directors is required to recommend how to allocate our net profits for the preceding fiscal year, which recommendation our board of executive officers initially submits to our board of directors for approval. This allocation is subject to approval by our common shareholders. The Brazilian Corporation Law defines "net profits" for any fiscal year as our net income after income taxes for that fiscal year, net of any accumulated losses from prior fiscal years and any amounts allocated to employees' participation in our net profits in that fiscal year. Under the Brazilian Corporation Law, our adjusted net profits available for distribution are equal to our net profits in any fiscal year, reduced by amounts allocated to our legal reserve and other applicable reserves, and increased by any reversals of reserves that we constituted in prior years.

Our calculation of net profits and allocations to reserves for any fiscal year are determined on the basis of financial statements prepared in accordance with Brazilian GAAP.

### ***Reserve Accounts***

Under the Brazilian Corporation Law and our by-laws, we are required to maintain a legal reserve. In addition, we are permitted by the Brazilian Corporation Law to establish the following discretionary reserves:

- a contingency reserve for an anticipated loss that is deemed probable in future years. Any amount so allocated in a previous year must be reversed in the fiscal year in which the loss had been anticipated if the loss does not occur as projected or charged off in the event that the anticipated loss occurs;
- a reserve for investment projects, in an amount based on a capital expenditure budget approved by our shareholders;
- an unrealized income reserve described under "Mandatory Distributions" below; and
- a tax incentive investment reserve, included in our capital reserve accounts, in the amount of the reduction in our income tax obligations due to government tax incentive programs. See note 19(a) to our audited consolidated financial statements.

Allocations to each of these reserves (other than the legal reserve) are subject to approval by our common shareholders voting at our annual shareholders' meeting.

The Brazilian Corporation Law provides that the legal reserve and the tax incentive investment reserve may be credited to shareholders' equity or used to absorb losses, but these reserves are unavailable for the payment of distributions in subsequent years. The amounts allocated to the other reserves may be credited to shareholders' equity and used for the payment of distributions in subsequent years.

### ***Legal Reserve Account***

Under the Brazilian Corporation Law and our by-laws, we must allocate 5% of our net profits for each fiscal year to our legal reserve until the aggregate amount of our legal reserve equals 20% of our paid-in capital. However, we are not required to make any allocations to our legal reserve in a fiscal year in which our legal reserve, when added to our other reserves, exceeds 30% of our shareholders' equity. At December 31, 2007, we had a balance of R\$100.0 million in our legal reserve account.

### *Capital Reserve Accounts*

Under the Brazilian Corporation Law, we are also permitted to record a capital reserve that may be used only (1) to absorb losses which exceed retained earnings and profit reserves as defined in the Brazilian Corporation Law, and (2) to redeem or repurchase share capital and/or participation certificates, (3) to increase our capital, or (4) if specified in our by-laws (which currently do not so specify), to pay preferred share dividends. Amounts allocated to our capital reserves are unavailable for the payment of distributions and are not taken into consideration for purposes of determining the mandatory distributable amount. At December 31, 2007, we had a balance of R\$458.1 million in our capital reserve accounts.

### *Mandatory Distributions*

As permitted by the Brazilian Corporation Law, our by-laws specify that 25% of our adjusted net profits for each fiscal year must be distributed to shareholders as dividends or interest attributable to shareholders' equity. We refer to this amount as the mandatory distributable amount.

Under the Brazilian Corporation Law, the amount by which the mandatory distributable amount exceeds the realized portion of net income for any particular year may be allocated to the unrealized income reserve, and the mandatory distribution may be limited to the realized portion of net income. The realized portion of net income is the amount by which our net income exceeds the sum of (1) our net positive results, if any, from the equity method of accounting for earnings and losses of our subsidiaries and certain associated companies, and (2) the profits, gains or income obtained on transactions maturing after the end of the following fiscal year. As amounts allocated to the unrealized income reserve are realized in subsequent years, such amounts must be added to the dividend payment relating to the year of realization.

In addition to the mandatory distributable amount, our board of directors may recommend that holders of our common shares approve the payment of additional distributions. Distributions made to holders of our class A preferred shares and our class B preferred shares are computed in determining whether we have paid the required mandatory distribution. We net any payment of interim distributions against the required mandatory distribution for that fiscal year.

As described under Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements, we have entered into an agreement with two of our shareholders that establishes as our dividend policy the distribution of at least 50% of our adjusted net profits during any relevant period, provided that we have established and maintained all necessary reserves for the efficient operation and development of our business.

Under our 12.50% Notes due 2008 and our 11.75% Notes due 2014, we may not pay dividends in excess of two times the minimum dividends or interest attributable to shareholders' equity payable under our by-laws or under applicable Brazilian law.

The Brazilian Corporation Law permits us to suspend the mandatory distribution if our board of directors reports to our annual shareholders' meeting that the distribution would be incompatible with our financial condition at that time. Our fiscal council must approve any suspension of the mandatory distribution. In addition, our management must report the reasons of any suspension of the mandatory distribution to the Brazilian Securities Commission. We must allocate net profits not distributed by our company as a result of a suspension to a special reserve and, if not absorbed by subsequent losses, we must distribute these amounts as soon as our financial condition permits. In case our profits reserves, as defined in the Brazilian Corporation Law, exceed our share capital, the excess must be credited to shareholders' equity or used for the payment of distributions.

***Payment of Dividends and Interest Attributable to Shareholders Equity***

We may pay the mandatory distributable amount as dividends or as interest attributable to shareholders equity, which is similar to a dividend but is deductible in calculating our income tax obligations. There are no restrictions on our ability to distribute dividends that have been lawfully declared under Brazilian law. However, as with other types of remittances from Brazil, the Brazilian government may impose temporary restrictions on remittances to foreign investors of the proceeds of their investments in Brazil, as it did for approximately six months in 1989 and early 1999, and on the conversion of Brazilian currency into foreign currencies, which could hinder or prevent the depository from converting dividends into U.S. dollars and remitting these U.S. dollars abroad. See Item 3. Key Information Risk Factors Risks Relating to Our Class A Preferred Shares and the ADSs.

*Dividends*

We are required by the Brazilian Corporation Law and by our by-laws to hold an annual shareholders meeting by April 30 of each year. At our annual shareholders meeting, our common shareholders may vote to declare an annual dividend. Our payment of annual dividends is based on our audited financial statements prepared for our preceding fiscal year.

Any holder of record of shares at the time that a dividend is declared is entitled to receive dividends. Under the Brazilian Corporation Law, we are generally required to pay dividends within 60 days after declaring them, unless the shareholders resolution establishes another payment date, which, in any case, must occur prior to the end of the fiscal year in which the dividend is declared.

Our board of directors may declare interim dividends based on the accrued profits recorded or the realized profits in our annual or semi-annual financial statements approved by our common shareholders. In addition, we may pay dividends from net income based on our unaudited quarterly financial statements. These quarterly interim dividends may not exceed the amounts included in our capital reserve accounts. We may set off any payment of interim dividends against the amount of the mandatory distributable amount for the year in which the interim dividends were paid.

*Interest Attributable to Shareholders Equity*

Brazilian companies, including our company, are permitted to pay interest attributable to shareholders equity as an alternative form of payment of dividends to our shareholders. These payments may be deducted when calculating Brazilian income tax and social contribution tax. The interest rate applied to these distributions generally cannot exceed the Long-Term Interest Rate for the applicable period. The amount of interest paid that we can deduct for tax purposes cannot exceed the greater of:

- 50% of our net income (after the deduction of the provision for social contribution tax and before the deduction of the provision for corporate income tax) before taking into account any such distribution for the period for which the payment is made; and
- 50% of the sum of our retained earnings and profit reserves.

Any payment of interest attributable to shareholders equity to holders of common shares, preferred shares or ADSs, whether or not they are Brazilian residents, is subject to Brazilian withholding tax at the rate of 15%, except that a 25% withholding tax rate applies if the recipient is a resident of a tax haven jurisdiction. A tax haven jurisdiction is a country (1) that does not impose income tax or whose income tax rate is lower than 20% or (2) which does not permit disclosure of the identity of shareholders of entities organized under its jurisdiction. See Item 10. Additional Information Taxation Brazilian Tax Considerations. Under our by-laws, we may include the amount distributed as interest attributable to shareholders equity, net of any withholding tax, as part of the mandatory distributable amount.

*Prescription of Payments*

Our shareholders have three years to claim dividend distributions made with respect to their shares, as from the date that we distribute the dividends to our shareholders, after which any unclaimed dividend distributions legally revert to us. We are not required to adjust the amount of any distributions for inflation that occurs during the period from the date of declaration to the payment date.



***Dividend Preference of Preferred Shares***

Under our by-laws, our preferred shareholders are entitled to a minimum annual non-cumulative preferential dividend equal to 6% of their *pro rata* share of our capital before dividends may be paid to our common shareholders. If we declare a dividend in an amount that exceeds the preferential dividends due to our preferred shareholders, our common shareholders are then entitled to receive distributions equivalent, on a per share basis, to the preferential dividend payable to our preferred shareholders. If any additional dividend amounts remain, our common shareholders and our class A preferred shareholders are entitled to receive the same amount per share. Our class B preferred shareholders, however, are not entitled to receive any additional dividend amounts after they have received the preferential dividend.

**Significant Changes**

Other than as otherwise disclosed in this annual report, no significant change has occurred since the date of the audited consolidated financial statements included in the annual report.

**ITEM 9. THE OFFER AND LISTING****Markets for Our Equity Securities**

The principal trading market for our common shares, class A preferred shares and class B preferred shares is the São Paulo Stock Exchange. Our common shares and class A preferred shares began trading on the São Paulo Stock Exchange on November 11, 1980, and our class B preferred shares began trading on the São Paulo Stock Exchange on August 19, 1983.

On December 21, 1998, ADSs representing our class A preferred shares began trading on The New York Stock Exchange. On December 31, 2007, there were 8,292,864 ADSs outstanding, representing 16,585,728 class A preferred shares, or 9.08% of our outstanding class A preferred shares.

On October 8, 2003, we listed our class A preferred shares on the LATIBEX, a stock market for Latin American issuers that is quoted in euros on the Madrid Stock Exchange, under the symbol XBRK. Our class A preferred shares are traded on the LATIBEX in lots of one share.

At June 27, 2008, we had approximately 19,213 shareholders, including four U.S. resident holders of our common shares, approximately 108 U.S. resident holders of our class A preferred shares (including The Bank of New York, as depositary) and no U.S. resident holders of our class B preferred shares. At June 27, 2008, there were 290,961 common shares, 41,682,008 class A preferred shares (including class A preferred shares represented by ADSs), and no class B preferred shares held by U.S. resident holders.

**Price History of Our Class A Preferred Shares and the ADSs**

The tables below set forth the high and low closing sales prices for our class A preferred shares on the São Paulo Stock Exchange and the high and low closing sales prices for the ADSs on The New York Stock Exchange for the periods indicated.

**São Paulo Stock Exchange****New York Stock Exchange**

*Reais per*  
**Class A Preferred Share**

**U.S. dollars per ADS**

	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
2003	15.63	1.85	11.70	1.10
2004	31.68	9.36	25.48	6.18
2005	31.84	16.16	25.82	14.57
2006	18.95	9.97	18.24	9.15
2007	18.19	12.34	19.27	11.56



	São Paulo Stock Exchange		New York Stock Exchange	
	<i>Reais per</i>		U.S. dollars per ADS	
	Class A Preferred Share			
	High	Low	High	Low
<b>2006</b>				
First Quarter	18.95	15.84	18.24	14.37
Second Quarter	15.74	12.26	15.05	10.93
Third Quarter	14.94	9.97	13.63	9.15
Fourth Quarter	16.69	13.95	15.42	12.86
<b>2007</b>				
First Quarter	15.55	12.34	15.04	11.56
Second Quarter	17.22	14.44	17.59	14.14
Third Quarter	18.19	15.15	19.27	15.10
Fourth Quarter	17.24	13.42	19.11	14.55
<b>2008</b>				
<b>Most Recent Six Months</b>				
November 2007	18.19	13.42	19.27	14.55
December 2007	18.19	13.42	19.27	14.55
January 2008	18.19	12.01	19.27	13.77
February 2008	17.24	11.76	19.11	13.47
March 2008	17.24	11.76	19.11	13.47
April 2008	15.48	11.76	17.72	13.47
May 2008	15.48	11.76	18.03	13.47
June 2008 (1)	15.19	11.76	18.03	13.47

(1) Through June 27, 2008.

Source: Economática Ltda./ Bloomberg

On June 27, 2008, the closing sales price of:

- our class A preferred shares on the São Paulo Stock Exchange was R\$13.05 per share;
- our class A preferred shares on the LATIBEX was 5.22 per share; and
- the ADSs on The New York Stock Exchange was US\$16.16 per ADS.

The following table sets forth the average daily trading volume for our class A preferred shares on the São Paulo Stock Exchange and for the ADSs on The New York Stock Exchange for the periods indicated.

**Average Daily Trading Volume**

	<b>São Paulo Stock Exchange</b>	<b>New York Stock Exchange</b>
	<b>Class A Preferred Shares</b>	<b>ADSs</b>
<b>2006</b>		
First Quarter	1,521,282	302,466
Second Quarter	1,682,577	231,495
Third Quarter	1,712,119	191,306
Fourth Quarter	1,513,327	151,090
<b>2007</b>		
First Quarter	1,739,291	228,726
Second Quarter	1,706,671	257,047
Third Quarter	1,465,457	241,476
Fourth Quarter	1,499,592	200,838
<b>2008</b>		
First Quarter	1,406,760	235,978

**Trading on the São Paulo Stock Exchange**

Settlement of transactions conducted on the São Paulo Stock Exchange is effected three business days after the trade date without any adjustment for inflation. Delivery of and payment for shares is made through the facilities of the Brazilian Clearing System (*Companhia Brasileira de Liquidação e Custódia*). The seller is ordinarily required to deliver the shares to the exchange on the second business day following the trade date.

The São Paulo Stock Exchange is significantly less liquid than The New York Stock Exchange and many other of the world's major stock exchanges. While all of the outstanding shares of a listed company may trade on the São Paulo Stock Exchange, in most cases fewer than half of the listed shares are actually available for trading by the public. The remaining shares are often held by a single or small group of controlling persons or by governmental entities.

Trading on the São Paulo Stock Exchange by a holder not deemed to be domiciled in Brazil for Brazilian tax and regulatory purposes, or a non-Brazilian holder, is subject to certain limitations under Brazilian foreign investment regulations. With limited exceptions, non-Brazilians holders may trade on the São Paulo Stock Exchange only in accordance with the requirements of Resolution No. 2,689 of January 26, 2000 of the National Monetary Council. Resolution No. 2,689 requires securities held by non-Brazilian holders to be maintained in the custody of, or in deposit accounts with, financial institutions that are authorized by the Central Bank and the Brazilian Securities Commission. In addition, Resolution No. 2,689 requires non-Brazilian holders to restrict their securities trading to transactions on the São Paulo Stock Exchange or organized over-the-counter markets. With limited exceptions, non-Brazilian holders may not transfer the ownership of investments made under Resolution No. 2,689 to other non-Brazilian holders through private transactions. See Item 10. Additional Information Regulation of Foreign Investment.

**Regulation of Brazilian Securities Markets**

The Brazilian securities markets are regulated by the Brazilian Securities Commission, which has authority over stock exchanges and the securities markets generally, by the National Monetary Council and by the Central Bank, which has, among other powers, licensing authority over brokerage firms and which regulates foreign investment and

foreign exchange transactions. The Brazilian securities market is governed by Brazilian Law No. 6,385/76, as amended, and by the Brazilian Corporation Law and other Brazilian Securities Commission rulings and regulations.

Under the Brazilian Corporation Law, a company may be either public (*companhia aberta*), as we are, or closely held (*companhia fechada*). All public companies are registered with the Brazilian Securities Commission and are subject to periodic reporting requirements. A company registered with the Brazilian Securities Commission may have its securities traded on the Brazilian stock exchanges or in the Brazilian over-the-counter market. The shares of a listed company, like those of our company, also may be traded privately subject to certain limitations.

The Brazilian over-the-counter market consists of direct trades between persons in which a financial institution registered with the Brazilian Securities Commission serves as intermediary. No special application, other than registration with the Brazilian Securities Commission, is necessary for securities of a public company to be traded in this market. The Brazilian Securities Commission must receive notice of all trades carried out in the Brazilian over-the-counter market by the respective intermediaries.

Trading of a company's securities on the São Paulo Stock Exchange may be suspended in anticipation of a material announcement. A company must also suspend trading of its securities on international stock exchanges on which its securities are traded. Trading may also be suspended by a Brazilian stock exchange or the Brazilian Securities Commission, among other reasons, based on or due to a belief that a company has provided inadequate information regarding a material event or has provided inadequate responses to an inquiry by the Brazilian Securities Commission or the relevant stock exchange.

Brazilian Law No. 6,385/76, as amended, the Brazilian Corporation Law and regulations issued by the Brazilian Securities Commission provide for, among other things, disclosure obligations, restrictions on insider trading and price manipulation and protections for minority shareholders. However, the Brazilian securities markets are not as highly regulated and supervised as securities markets in the United States and some other jurisdictions. In addition, rules and policies against self-dealing or for preserving shareholder interests may be less well-defined and enforced in Brazil than in the United States, which may put holders of our class A preferred shares and the ADSs at a disadvantage. Corporate disclosures also may be less complete than for public companies in the United States and certain other jurisdictions.

#### ***São Paulo Stock Exchange Corporate Governance Standards***

On December 11, 2000, the São Paulo Stock Exchange launched three new listing segments:

- Corporate Governance Level 1;
- Corporate Governance Level 2; and
- The New Market (*Novo Mercado*) of the São Paulo Stock Exchange.

These new listing segments have been designed for the trading of shares issued by companies that voluntarily undertake to abide by corporate governance practices and disclosure requirements in addition to those already required under the Brazilian Corporation Law. The inclusion of a company in any of the new segments requires adherence to a series of corporate governance rules. These rules are designed to increase shareholders' rights and enhance the quality of information provided by Brazilian corporations.

On February 13, 2003, we agreed to comply with Level 1. In becoming a Level 1 company, we agreed to:

- ensure that shares representing 25% of our total share capital are available for trading;
- adopt offering procedures that favor widespread ownership of shares whenever making a public offering;
- comply with minimum quarterly disclosure standards;
- follow stricter disclosure policies with respect to transactions involving our securities made by our controlling shareholder and our directors and executive officers;

- disclose any existing shareholders agreements and stock option plans; and
- make a schedule of corporate events available to our shareholders.

To become a Level 2 company, a company must agree to the following additional provisions:

- have a board of directors consisting of at least five members; at least 20% of whom will be independent, as defined in the Level 2 regulations;
- confer upon preferred shares the right to vote on at least the following issues: (1) transformation, merger, consolidation or spin-off of the company; (2) approval of transactions between the company and its controlling shareholder and/or related parties, whenever such matter is subject to authorization at a general meeting of shareholders pursuant to law or under the company's by-laws; (3) appraisal of assets contributed to pay the company's capital increases; (4) selection of a specialized company in charge of determining the company's economic value for delisting purposes; and (5) amendment to or revocation of any provisions contained in the company's by-laws, whenever such acts alter or modify any requirements set forth in the São Paulo Stock Exchange regulations;
- offer tag-along rights to minority shareholders (meaning that upon the acquisition of a controlling interest, the purchaser must also agree to purchase the shares of the company's minority shareholders in an amount equivalent to 100% of the price paid for each share in the controlling stake, in the case of holders of common shares, and at least 80% of the price paid for each share in the controlling stake, in the case of holders of preferred shares);
- conduct a tender offer at fair market value in the event of a delisting of shares or termination of Level 2 registration;
- present an annual balance sheet prepared in accordance with, or reconciled to, U.S. GAAP or international financial reporting standards;
- establish a two-year term for all members of the board of directors; and
- resolve corporate conflicts with or among the company's shareholders through arbitration.

To be a company listed on the New Market, a company must have its share capital composed exclusively of common shares in addition to meeting the Level 1 and the Level 2 requirements. We have no current plans to propose to amend our share capital structure to provide solely for the issuance of common shares.

## **ITEM 10. ADDITIONAL INFORMATION**

### **Description of Our Company's Bylaws**

The following is a summary of the material provisions of our by-laws and of the Brazilian Corporation Law. In Brazil, a company's by-laws (*estatuto social*) is the principal governing document of a corporation (*sociedade anônima*).

#### ***General***

Our registered name is Braskem S.A., and our registered office is located in the Municipality of Camaçari, State of Bahia, Brazil. Our registration number with the Brazilian Commercial Registry is No. 29300006939. We have been duly registered with the Brazilian Securities Commission under No. 4820 since December 18, 1978. Our principal place of business is in the Municipality of Camaçari, State of Bahia, Brazil. Our company has a perpetual existence.

At June 27, 2008, we had outstanding share capital of R\$5,361,655,888.67, equal to 522,885,593 total outstanding shares consisting of 196,714,190 outstanding common shares, 325,368,337 outstanding class A preferred shares and

803,066 outstanding class B preferred shares, including 1,669,000 class A preferred shares held in treasury. All of our outstanding share capital is fully paid. All of our shares are without par value. Under the Brazilian Corporation Law, the aggregate number of our non-voting and limited voting class A and class B preferred shares may not exceed two-thirds of our total outstanding share capital.

### ***Corporate Purposes***

Article 2 of our by-laws establishes our corporate purposes to include:

- the manufacture, trading, import and export of chemical and petrochemical products;
- the production of utilities for use by component companies of the Northeastern Complex, including the supply of steam, water, compressed air, industrial gases, electric power, as well as the provision of various services to these companies;
- the holdings of equity stakes (quotas or shares) in other companies; and
- the manufacture, distribution, sale, import and export of gasoline, diesel oil, LPG and other oil derivatives.

### ***Board of Directors***

Under the Brazilian Corporation Law, any matters subject to the approval of our board of directors can be approved by a simple majority of votes of the members present at a duly convened meeting, unless our by-laws otherwise specify. Under our by-laws, our board of directors may only deliberate if a majority of its members are present at a duly convened meeting. Any resolutions of our board of directors may be approved by the affirmative vote of a majority of the members present at the meeting, subject to veto rights of Petroquisa, over resolutions of our board of directors relating to certain matters under the Petrobras Shareholders Agreement. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements Petrobras Shareholders Agreement.

### ***Election of Directors***

The majority of the members of our board of directors are elected by the Odebrecht Group. In addition, any director appointed by a shareholder pursuant to a shareholders agreement is bound by the terms of such agreement. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders Shareholders Agreements.

The members of our board of directors are elected at general meetings of shareholders for concurrent two-year terms.

### ***Qualification of Directors***

The Brazilian Corporation Law requires members of our board of directors to own shares of our company. However, there is no minimum share ownership or residency requirement to qualify for membership on our board of directors. Our by-laws do not require the members of our board of directors to be resident in Brazil. The Brazilian Corporation Law requires each of our executive officers to be residents of Brazil.

### ***Fiduciary Duties and Conflicts of Interest***

All members of our board of directors and their alternates owe fiduciary duties towards us and all of our shareholders.

Under the Brazilian Corporation Law, if one of our directors, their alternates or our executive officers has a conflict of interest with our company in connection with any proposed transaction, such director, alternate director or executive officer may not vote in any decision of our board of directors or of our board of executive officers, as the case may be, regarding such transaction and must disclose the nature and extent of his conflicting interest for inclusion



in the minutes of the applicable meeting. However, if one of our directors is absent from a meeting of our board of directors, that director's alternate may vote even if that director has a conflict of interest, unless the alternate director shares that conflict of interest or has another conflict of interest.

Any transaction in which one of our directors (including the alternate members) or executive officers may have an interest, including any financings, can only be approved on reasonable and fair terms and conditions that are no more favorable than the terms and conditions prevailing in the market or offered by third parties. If any such transaction does not meet this requirement, then the Brazilian Corporation Law provides that the transaction may be nullified and the interested director or executive officer must return to us any benefits or other advantages that he obtained from, or as result of, such transaction. Under the Brazilian Corporation Law and upon the request of a shareholder who owns at least 5.0% of our total share capital, our directors and executive officers must reveal to our shareholders at an ordinary meeting of our shareholders certain transactions and circumstances that may give rise to a conflict of interest. In addition, our company or shareholders who own 5.0% or more of our share capital may bring an action for civil liability against directors and executive officers for any losses caused to us as a result of a conflict of interest.

### *Compensation*

Under our by-laws, our common shareholders approve the aggregate compensation payable to our directors, executive officers and members of our fiscal council. Subject to this approval, our board of directors establishes the compensation of its members and of our executive officers. See Item 6. Directors, Senior Management and Employees Compensation.

### *Mandatory Retirement*

Neither the Brazilian Corporation Law nor our by-laws establish any mandatory retirement age for our directors or executive officers.

### *Share Capital*

Under the Brazilian Corporation Law, the number of our issued and outstanding non-voting shares or shares with limited voting rights, such as our class A preferred shares and class B preferred shares, may not exceed two-thirds of our total outstanding share capital.

Each of our common shares entitles its holder to one vote at our annual and extraordinary shareholders meetings. Holders of our common shares are not entitled to any preference in respect of our dividends or other distributions or otherwise in case of our liquidation.

Our class A preferred shares and class B preferred shares are non-voting, except in limited circumstances, and have priority over our common shares in the case of our liquidation. See Voting Rights for information regarding the voting rights of our preferred shares, Liquidation for information regarding the liquidation preferences of our preferred shares, and Item 8. Financial Information Dividends and Dividend Policy Calculation of Adjusted Net Profits and Dividend Preference of Preferred Shares for information regarding the distribution preferences of our preferred shares.

### *Shareholders Meetings*

Under the Brazilian Corporation Law, we must hold an annual shareholders meeting by April 30 of each year in order to:

- approve or reject the financial statements approved by our board of directors and board of executive officers, including any recommendation by our board of directors for the allocation of net profits and distribution of dividends;

- elect members of our board of directors (upon expiration of their two-year term) and members of our fiscal council, subject to the right of minority shareholders to elect members of our board of directors and our fiscal council; and
- approve any monetary adjustment to our share capital.

In addition to the annual shareholders meetings, holders of our common shares have the power to determine any matters related to changes in our corporate purposes and to pass any resolutions they deem necessary to protect and enhance our development whenever our interests so require, by means of extraordinary shareholders meetings.

Under the Brazilian Corporation Law, the holders of our common shares have the power, among other powers, to vote at shareholders meetings to:

- amend our by-laws;
- approve any capital increase in excess of the amount of our authorized capital;
- approve any capital reduction;
- accept or reject the valuation of assets contributed by any of our shareholders in exchange for the issuance of our share capital;
- suspend the rights of any of our shareholders in default of their obligations established by law or by our by-laws;
- authorize the issuance of convertible debentures;
- approve any reorganization of our legal form or any merger, consolidation or spin-off involving us;
- authorize our dissolution and liquidation, the election and dismissal of liquidators appointed in connection with any dissolution or liquidation of our company, and the examination of the liquidators accounts;
- participate in a centralized group of companies (as defined under the Brazilian Corporation Law);
- approve the aggregate compensation payable to our directors and executive officers; and
- authorize management to declare us insolvent or bankrupt and to request a *concordata* (a procedure involving our protection from our creditors similar in many respects to a reorganization under the U.S. Bankruptcy Code).

We convene our shareholders meetings, including our annual shareholders meeting, by publishing a notice in the *Diário Oficial do Estado da Bahia*, in at least one additional newspaper designated by our shareholders with general circulation in Bahia, where we maintain our registered office, and in at least one newspaper with general circulation in the City of São Paulo, where the São Paulo Stock Exchange, the principal securities market for our shares, is located. On the first call of any meeting, the notice must be published no fewer than three times, beginning at least 15 calendar days prior to the scheduled meeting date. The notice must contain the meeting's place, date, time, agenda and, in the case of a proposed amendment to our by-laws, a description of the subject matter of the proposed amendment.

Our board of directors may convene a shareholders meeting. Under the Brazilian Corporation Law, shareholders meetings also may be convened by our shareholders as follows:

- by any of our shareholders if, under certain circumstances set forth in the Brazilian Corporation Law, our directors do not convene a shareholders meeting within 60 days;

- by shareholders holding at least 5.0% of our total share capital if, after a period of eight days, our directors fail to call a shareholders meeting that has been requested by such shareholders;

- by shareholders holding at least 5.0% of either our total voting share capital or our total non-voting share capital, if after a period of eight days, our directors fail to call a shareholders meeting for the purpose of appointing a fiscal council that has been requested by such shareholders; and
- by the fiscal council, if the board of directors does not convene an annual shareholders meeting within 30 days or at any other time to consider any urgent and serious matters.

Each shareholders meeting is presided over by a president and secretary elected by the shareholders present at the meeting. A shareholder may be represented at a shareholders meeting by an attorney-in-fact appointed by the shareholder not more than one year before the meeting. The attorney-in-fact must be a shareholder, a member of our board of directors, a lawyer or a financial institution, and the power of attorney appointing the attorney-in-fact must comply with certain formalities set forth under Brazilian law. To be admitted to a shareholders meeting, a person must produce proof of his or her shareholder status or a valid power of attorney.

In order for a valid action to be taken at a shareholders meeting, shareholders representing at least one quarter of our issued and outstanding voting share capital must be present on first call. However, shareholders representing at least two-thirds of our issued and outstanding voting share capital must be present at a shareholders meeting to amend our by-laws. If a quorum is not present, our board of directors may issue a second call by publishing a notice as described above at least eight calendar days prior to the scheduled meeting. The quorum requirements do not apply to the second call, when the shareholders meetings shall be convened with the presence of shareholders representing any number of shares (subject to the voting requirements for certain matters described below). A shareholder without a right to vote may attend a shareholders meeting and take part in the discussion of matters submitted for consideration.

### ***Voting Rights***

Under the Brazilian Corporation Law and our by-laws, each of our common shares carries the right to vote at a shareholders meeting. Our preferred shares generally do not confer voting rights, except in limited circumstances described below. We may not restrain or deny any voting rights without the consent of the majority of the shares affected. Whenever the shares of any class of share capital are entitled to vote, each share is entitled to one vote.

Except as otherwise provided by law, resolutions of a shareholders meeting are passed by a simple majority vote of the holders of our common shares present or represented at the meeting, without taking abstentions into account. Under the Brazilian Corporation Law, the approval of shareholders representing at least a majority of our voting shares is required for the types of action described below, as well as, in the case of the first and second bullet points below, ratification by the majority of issued and outstanding shares of the affected class within one year from the shareholders meeting:

- creating preferred shares or disproportionately increasing an existing class of our preferred shares relative to the other classes of our preferred shares, other than to the extent permitted by our by-laws;
- changing a priority, preference, right, privilege or condition of redemption or amortization of any class of our preferred shares or creating a new class of preferred shares that has a priority, preference, right, condition or redemption or amortization superior to an existing class of our preferred shares;
- reducing the mandatory distribution of dividends;
- changing our corporate purpose;

- merging our company with another company, or consolidating our company, subject to the conditions set forth in the Brazilian Corporation Law;
- transferring all of our shares to another company, known as an *incorporação de ações* under the Brazilian Corporation Law;

- participating in a centralized group of companies as defined under the Brazilian Corporation Law and subject to the conditions set forth in the Brazilian Corporation Law;
- dissolving or liquidating our company or canceling any ongoing liquidation of our company;
- creating any participation certificates entitling the holders thereof to participate in the profits of our company; and
- spinning-off of all or any part of our company.

Decisions on the transformation of our company into another form of company require the unanimous approval of our shareholders, including the holders of our class A and class B preferred shares.

Our company is required to give effect to shareholders agreements that contain provisions regarding the purchase or sale of our shares, preemptive rights to acquire our shares, the exercise of the right to vote our shares or the power to control our company, if these agreements are filed with our headquarters in Camaçari. Brazilian Corporation Law obligates the president of any shareholder or board of directors meeting to disregard any vote taken by any of the parties to any shareholders agreement that has been duly filed with our company that violates the provisions of any such agreement. In the event that a shareholder that is party to a shareholders agreement (or a director appointed by such shareholder) is absent from any shareholders or board of directors meeting or abstains from voting, the other party or parties to that shareholders agreement have the right to vote the shares of the absent or abstaining shareholder (or on behalf of the absent director) in compliance with that shareholders agreement.

Under the Brazilian Corporation Law, neither our by-laws nor actions taken at a shareholders meeting may deprive any of our shareholders of certain specific rights, including:

- the right to participate in the distribution of our profits;
- the right to participate in any remaining residual assets in the event of our liquidation;
- the right to supervise the management of our corporate business as specified in the Brazilian Corporation Law;
- the right to preemptive rights in the event of an issuance of our shares, debentures convertible into our shares or subscription bonuses, other than with respect to a public offering of our securities; and
- the right to withdraw from our company under the circumstances specified in the Brazilian Corporation Law.

#### *Voting Rights of Minority Shareholders*

Shareholders holding shares representing not less than 5.0% of our shares entitled to vote at our shareholders meeting have the right to request that we adopt a cumulative voting procedure. Under a cumulative voting procedure, each voting share shall have as many votes as there are positions of directors to be filled, and each shareholder may cast all of its votes for a single candidate or distribute them among various candidates. If the cumulative voting procedure is adopted, our controlling shareholders always retain the right to elect at least one member more than the number of members elected by the other shareholders, regardless of the total number of members of our board of directors. This procedure must be requested by the required number of shareholders at least 48 hours prior to a shareholders meeting.



Under the Brazilian Corporation Law, shareholders that are not controlling shareholders, but that together hold either:

- preferred shares representing at least 10% of our total share capital; or

- common shares representing at least 15% of our voting capital,

have the right to appoint one member and an alternate to our board of directors at our shareholders meeting. If no group of our common or preferred shareholders meets the thresholds described above, shareholders holding preferred shares or common shares representing at least 10% of our total share capital are entitled to combine their holdings to appoint one member and an alternate to our board of directors. The shareholders seeking to exercise these minority rights must prove that they have held their shares for not less than three months preceding the shareholders meeting at which the director will be appointed. Any directors appointed by the non-controlling shareholders have the right to veto for cause the selection of our independent registered public accounting firm.

In accordance with the Brazilian Corporation Law, the holders of preferred shares without voting rights or with restricted voting rights are entitled to elect one member and an alternate to our fiscal council in a separate election. Minority shareholders have the same right as long as they jointly represent 10% or more of the voting shares. The other shareholders with the right to vote may elect the remaining members and alternates, who, in any event, must number more than the directors and alternates elected by the holders of the non-voting preferred shares and the minority shareholders.

#### *Voting Rights of Preferred Shares*

Holders of our preferred shares are not entitled to vote on any matter, except with respect to the election of a member of our board of directors by preferred shareholders holding at least 10% of our total share capital, the election of a member of the fiscal council and in the limited circumstances described above and as provided below.

The Brazilian Corporation Law and our by-laws provide our preferred shares will acquire unrestricted voting rights after the third consecutive fiscal year that we fail to pay the minimum dividends to which our preferred shares are entitled. This voting right shall continue until the past due minimum dividend for any year in that three consecutive-year period is paid in full. Our preferred shareholders will also obtain unrestricted voting rights if we enter into a liquidation process.

#### *Liquidation*

We may be liquidated in accordance with the provisions of Brazilian law. In the event of our extrajudicial liquidation, a shareholders meeting will determine the manner of our liquidation, appoint our liquidator and our fiscal council that will function during the liquidation period.

Upon our liquidation, our preferred shares have a liquidation preference over our common shares in respect of the distribution of our net assets. In the event of our liquidation, the assets available for distribution to our shareholders would be distributed first to our preferred shareholders in an amount equal to their pro rata share of our legal capital, prior to making any distributions to our common shareholders. If the assets to be so distributed are insufficient to fully compensate our preferred shareholders for their legal capital, each of our preferred shareholders would receive a *pro rata* amount (based on their *pro rata* share of our legal capital, excluding our common shares in such calculation) of any assets available for distribution.

#### *Conversion Rights*

Under our by-laws, the general shareholders meeting may authorize the conversion of our preferred class A shares into common shares by means of the affirmative vote of shareholders representing the majority of our common shares, which will establish:

- the number of shares to be converted;
- the ratio of any such conversion; and
- the term during which any conversion must be performed.

Holders of our class B preferred shares are not permitted to convert their shares into common shares, but any such holder is permitted by our by-laws to convert its shares into our class A preferred shares. The ratio for any such conversion is two class B preferred shares for each class A preferred share.

### *Preemptive Rights*

Under the Brazilian Corporation Law, each of our shareholders has a general preemptive right to subscribe for our shares or securities convertible into our shares in any capital increase, in proportion to the number of our shares held by such shareholder. However, under our by-laws, the holders of our class B preferred shares do not have preemptive rights. In the event of a capital increase that would maintain or increase the proportion of our capital represented by our class A preferred shares, holders of our class A preferred shares would have preemptive rights to subscribe to newly issued class A preferred shares only. In the event of a capital increase that would reduce the proportion of our capital represented by our class A preferred shares, holders of our preferred shares would have preemptive rights to subscribe to any new class A preferred shares in proportion to the number of our shares that they hold, and to our common shares only to the extent necessary to prevent dilution of their interests in our total capital.

Under our by-laws, except when issuing voting shares or securities convertible into voting shares, our board of directors or our shareholders, as the case may be, may decide to reduce the term of preemptive rights or not to extend preemptive rights to our shareholders with respect to any issuance of our non-voting shares, debentures convertible into our shares or warrants made in connection with a public exchange made to acquire control of another company or in connection with a public offering or through a stock exchange. The preemptive rights are transferable and must be exercised within a period of at least 30 days following the publication of notice of the issuance of shares or securities convertible into our shares. Holders of the ADSs may not be able to exercise the preemptive rights relating to our class A preferred shares underlying their ADSs unless a registration statement under the Securities Act is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement with respect to the shares relating to these preemptive rights or to take any other action to make preemptive rights available to holders of the ADSs, and we may not file any such registration statement.

### *Redemption, Amortization, Tender Offers and Rights of Withdrawal*

Our by-laws or our shareholders at a shareholders meeting may authorize us to use our profits or reserves to redeem or amortize our shares in accordance with conditions and procedures established for such redemption or amortization. The Brazilian Corporation Law defines redemption (*resgate de ações*) as the payment of the value of the shares in order to permanently remove such shares from circulation, with or without a corresponding reduction of our share capital. The Brazilian Corporation Law defines amortization (*amortização*) as the distribution to the shareholders, without a corresponding capital reduction, of amounts that they would otherwise receive if we were liquidated. If an amortization distribution has been paid prior to our liquidation, then upon our liquidation, the shareholders who did not receive an amortization distribution will have a preference equal to the amount of the amortization distribution in the distribution of our capital.

The Brazilian Corporation Law authorizes us to redeem shares not held by our controlling shareholders, if, after a tender offer effected as a consequence of delisting or a substantial reduction in the liquidity of our shares, our controlling shareholders increase their participation in our total share capital to more than 95%. The redemption price in such case would be the same price paid for our shares in any such tender offer.

The Brazilian Corporation Law and our by-laws also require the acquiror of control (in case of a change of control) or the controller (in case of delisting or a substantial reduction in liquidity of our shares) to make a tender offer for the acquisition of the shares held by minority shareholders under certain circumstances described below under **Mandatory**

Tender Offers. The shareholder can also withdraw its capital from our company under certain circumstances described below under Rights of Withdrawal.

### ***Mandatory Tender Offers***

The Brazilian Corporation Law requires that if we are delisted or there is a substantial reduction in liquidity of our shares, as defined by the Brazilian Securities Commission, in each case as a result of purchases by our controlling shareholders, our controlling shareholders must effect a tender offer for acquisition of our remaining shares at a purchase price equal to the fair value of our shares taking into account the total number of our outstanding shares.

Our by-laws provide that all of our shares, including our class A preferred shares, would be entitled to such tag-along rights in the event that the control of our company is transferred, with all shares receiving the same price per share paid to the controlling shareholders. If our controlling shareholders enter into a transaction which results in a change of control of our company, the controlling shareholders must include in the documentation of the transaction an obligation to effect a public offer for the purchase of all our common shares and preferred shares for the same price per share paid to the controlling shareholders. The tender offer must be submitted to the Brazilian Securities Commission within 30 days from the date of execution of the documents that provide for the change of control.

Our by-laws provide that no change of control will be deemed to occur if the party acquiring control is an existing member of the block of controlling shareholders and/or a signatory to an agreement among our shareholders governing the exercise of rights over the shares held by the controlling shareholders. Our by-laws also provide that the tag-along right will not apply in the event that the change of control occurs as a result of:

- a court ruling or act, such as a judicial seizure or execution; or
- a final decision by regulatory authorities, including CADE, that obliges our controlling shareholders to divest all or part of their shares in our company.

### ***Rights of Withdrawal***

The Brazilian Corporation Law provides that, in certain limited circumstances, a dissenting shareholder may withdraw its equity interest from our company and be reimbursed by us for the value of our common or preferred shares that it then holds.

This right of withdrawal may be exercised by the holders of the adversely affected common or preferred shares if we decide:

- to create a new class of our preferred shares with greater privileges than the existing classes of our preferred shares;
- to increase an existing class of our preferred shares relative to the other classes of our preferred shares (unless such actions are provided for or authorized by our by-laws); or
- to modify a preference, privilege or condition of redemption or amortization conferred on one or more classes of our preferred shares.

In addition, holders of our common and preferred shares may exercise their right of withdrawal if we decide to undertake any of the following actions:

- to merge with another company or to consolidate with another company in a transaction in which our company is not the surviving entity;

- to transfer all of our shares to another company or to acquire all of the shares of another company ( *incorporação de ações* );
- to participate in a centralized group of companies as defined under the Brazilian Corporation Law;

- to reduce the mandatory distribution of dividends;
- to change our corporate purposes; or
- to spin-off a portion of our company.

Only shareholders who own shares on the date of publication of the first notice convening the relevant shareholders meeting or the press release concerning the relevant shareholders meeting is published, whichever is earlier, will be entitled to withdrawal rights.

Shareholders will not be entitled to this right of withdrawal if the shares of the entity resulting from a merger, incorporation, consolidation of our company or participation of our company in a group of companies have minimal market liquidity and are dispersed among a sufficient number of shareholders. For this purpose, shares that are part of general indices representative of portfolios of securities traded in Brazil or abroad are considered liquid, and sufficient dispersion will exist if the controlling shareholder holds less than half of the class and type of the outstanding shares. In case of a spin-off, the right of withdrawal will only exist if there is a significant change in the corporate purpose or a reduction in the mandatory dividend.

The redemption of shares arising out of the exercise of any withdrawal rights would be made at book value per share, determined on the basis of their most recent audited balance sheet approved by our dissenting shareholders. However, if the shareholders meeting approving the action that gave rise to withdrawal rights occurred more than 60 days after the date of the most recent approved audited balance sheet, a shareholder may demand that its shares be valued on the basis of a balance sheet prepared specifically for this purpose. The right of withdrawal lapses 30 days after the date of publication of the minutes of the shareholders meeting that approved one of the matters described above. Our shareholders may reconsider any resolution giving rise to withdrawal rights within 10 days following the expiration date for such rights if we believe that the withdrawal of shares of dissenting shareholders would jeopardize our financial stability.

#### ***Liability of Our Shareholders for Further Capital Calls***

Neither Brazilian law nor our by-laws require any capital calls. Our shareholders liability for capital calls is limited to the payment of the issue price of any shares subscribed or acquired.

#### ***Inspection of Corporate Records***

Shareholders that own 5.0% or more of our outstanding share capital have the right to inspect our corporate records, including shareholders lists, corporate minutes, financial records and other documents of our company, if (1) we or any of our officers or directors have committed any act contrary to Brazilian law or our by-laws or (2) there are grounds to suspect that there are material irregularities in our company. However, in either case, the shareholder that desires to inspect our corporate records must obtain a court order authorizing the inspection.

#### ***Disclosures of Share Ownership***

Brazilian regulations require that (1) each of our controlling shareholders, directly or indirectly, (2) shareholders who have elected members of our board of directors, and (3) any person or group of persons representing a person that has directly or indirectly acquired or sold an interest corresponding to at least 5% of the total number of our shares of any type or class to disclose its or their share ownership or divestment to the Brazilian Securities Commission and to the São Paulo Stock Exchange. In addition, a statement (*fato relevante*) containing certain required information must be published in the *Diário Oficial do Estado da Bahia*, at least one additional newspaper designated by our



shareholders with wide circulation in Bahia, and in at least one newspaper with general circulation in the City of São Paulo, where the São Paulo Stock Exchange, the principal securities market for our shares, is located.

Our controlling shareholders, shareholders that appoint members of our board of directors or fiscal council and members of our board of directors, board of executive officers or fiscal council must file a statement of any change in their holdings of our shares with the Brazilian Securities Commission and the Brazilian stock exchanges on which our securities are traded.

### ***Regulation of Foreign Investment***

There are no restrictions on ownership or voting of our class A preferred shares by individuals or legal entities domiciled outside Brazil. However, the right to convert dividend payments and proceeds from the sale of class A preferred shares into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment regulations, which generally require, among other things, the electronic registration of the relevant investment with the Central Bank.

Foreign investors may register their investment as foreign direct investments under Law No. 4,131/62 or as foreign portfolio investments under Resolution No. 2,689/00 of the National Monetary Council.

Under Resolution No. 2,689/00, foreign investors may invest in almost all financial assets and engage in almost all transactions available in the Brazilian financial and capital markets, provided that certain requirements are met. Resolution No. 2,689/00 affords favorable tax treatment to foreign portfolio investors who are not residents of a tax haven jurisdiction as defined by Brazilian tax laws (meaning a country that does not impose taxes, a country where the maximum income tax rate is lower than 20% or a country that restricts the disclosure of shareholder composition or the ownership of investments). Nevertheless, securities trading is restricted to transactions carried out on the stock exchanges or organized over-the-counter markets licensed by the Brazilian Securities Commission.

Foreign direct investors under Law No. 4,131/62 may sell their shares in both private or open market transactions, but these investors will generally be subject to less favorable tax treatment on gains with respect to our class A preferred shares or the ADSs.

A foreign portfolio investor under Resolution No. 2,689/00 must:

- appoint at least one representative in Brazil that will be responsible for complying with registration and reporting requirements and reporting procedures with the Central Bank and the Brazilian Securities Commission. If the representative is an individual or a non-financial company, the investor must also appoint an institution duly authorized by the Central Bank that will be jointly and severally liable for the representative's obligations;
- complete the appropriate foreign investor registration form;
- be registered as a foreign investor with the Brazilian Securities Commission;
- register the foreign investment with the Central Bank;
- appoint a tax representative in Brazil; and
- obtain a taxpayer identification number from the Brazilian federal tax authorities.

Securities and other financial assets held by foreign investors pursuant to Resolution No. 2,689/00 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Central Bank or the Brazilian Securities Commission.

A foreign direct investor under Law No. 4,131/62 must:

- be registered as a foreign direct investor with the Central Bank;

- obtain a taxpayer identification number from the Brazilian tax authorities;
- appoint a tax representative in Brazil; and

- appoint a representative in Brazil for service of process in respect of suits based on the Brazilian Corporation Law.

Resolution No. 1,927 of the National Monetary Council, which restated and amended Annex V to Resolution No. 1,289 of the National Monetary Council, provides for the issuance of depositary receipts in foreign markets in respect of shares of Brazilian issuers. We filed an application to have the ADSs approved under Resolution 1,927 by the Central Bank and the Brazilian Securities Commission, and we received final approval in January 1993.

At the time that ADSs representing our class A preferred shares were first listed on The New York Stock Exchange, the custodian obtained an electronic registration in the name of the depositary. In addition, after the global offering of our class A preferred shares and our ADSs in September 2004, the custodian and the depositary amended this electronic registration to include the newly issued class A preferred shares and ADSs. Pursuant to this electronic registration, the custodian and the depositary are authorized to convert dividends and other distributions with respect to the class A preferred shares underlying by the ADSs into foreign currency and remit the proceeds outside Brazil.

If a holder of ADSs decides to exchange ADSs for the underlying class A preferred shares, the holder will be entitled to: (1) sell the class A preferred shares on the São Paulo Stock Exchange and rely on the depositary's electronic registration for five business days from the date of exchange to obtain and remit U.S. dollars abroad upon the holder's sale of our class A preferred shares; (2) convert its investment into a foreign portfolio investment under Resolution No. 2,689/00; or (3) convert its investment into a foreign direct investment under Law No. 4,131/62.

If a holder of ADSs wishes to convert its investment into either a foreign portfolio investment under Resolution No. 2,689/00 or a foreign direct investment under Law No. 4,131/62, it should begin the process of obtaining its own foreign investor registration with the Central Bank or with the Brazilian Securities Commission, as the case may be, in advance of exchanging the ADSs for class A preferred shares. If the holder of ADSs does not timely complete this process, the custodian will neither effect the conversion nor deliver the underlying class A shares, and will instruct the depositary to cancel the exchange and return the ADSs to the holder.

The custodian is authorized to update the depositary's electronic registration to reflect conversions of ADSs into foreign portfolio investments under Resolution No. 2,689/00. If a holder of ADSs elects to convert its ADSs into a foreign direct investment under Law 4,131/62, the conversion will be effected by the Central Bank after receipt of an electronic request from the custodian with details of the transaction.

See *Taxation Brazilian Tax Considerations* for details on the determination of the registered capital that will be reflected in the electronic registration resulting from conversions.

If a foreign direct investor under Law No. 4,131/62 wishes to deposit its shares into the ADR program in exchange for ADSs, such holder will be required to present to the custodian evidence of payment of capital gains taxes. The conversion will be effected by the Central Bank after receipt of an electronic request from the custodian with details of the transaction. See *Taxation Brazilian Tax Considerations Taxation of Gains in Brazil* and *Registered Capital*.

### ***Form and Transfer***

Our preferred shares and common shares are in book-entry form, registered in the name of each shareholder or its nominee. The transfer of our shares is governed by Article 35 of the Brazilian Corporation Law, which provides that a transfer of shares is effected by our transfer agent, Banco Itaú S.A., by an entry made by the transfer agent in its books, upon presentation of valid written share transfer instructions to us by a transferor or its representative. When preferred shares or common shares are acquired or sold on a Brazilian stock exchange, the transfer is effected on the records of our transfer agent by a representative of a brokerage firm or the stock exchange's clearing system. The

transfer agent also performs all the services of safe-keeping of our shares. Transfers of our shares by a non-Brazilian investor are made in the same manner and are executed on the investor's behalf by the investor's local agent. If the original investment was registered with the Central Bank pursuant to foreign investment regulations, the non-Brazilian investor is also required to amend, if necessary, through its local agent, the electronic certificate of registration to reflect the new ownership.

The São Paulo Stock Exchange operates a central clearing system. A holder of our shares may choose, at its discretion, to participate in this system, and all shares that such shareholder elects to be put into the clearing system are deposited in custody with the Brazilian Clearing System (Companhia Brasileira de Liquidação e Custódia) (through a Brazilian institution that is duly authorized to operate by the Central Bank and maintains a clearing account with the Brazilian Clearing System). Shares subject to the custody of the Brazilian Clearing System are noted as such in our registry of shareholders. Each participating shareholder will, in turn, be registered in the register of the Brazilian Clearing System and will be treated in the same manner as shareholders registered in our books.

### **Material Contracts**

We have not entered into any other material contracts, other than those described elsewhere in this annual report or entered into in the ordinary course of business.

### **Exchange Controls**

There are no restrictions on ownership or voting of Braskem's share capital by individuals or legal entities domiciled outside Brazil.

The right to convert dividend payments and proceeds from the sale of our share capital into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation which generally requires, among other things, that the relevant investment have been registered with the Central Bank. Restrictions on the remittance of foreign capital abroad could hinder or prevent Banco Itaú S.A., or the Custodian, as custodian for the class A preferred shares represented by ADSs or holders who have exchanged ADSs for class A preferred shares from converting dividends, distributions or the proceeds from any sale of Preferred Shares into U.S. dollars and remitting such U.S. dollars abroad. Holders of the ADSs could be adversely affected by delays in, or refusal to grant any required government approval for conversions of Brazilian currency payments and remittances abroad of the class A preferred shares underlying the ADSs.

Resolution No. 1,927 of the National Monetary Council, which is the Amended and Restated Annex V to Resolution No. 1,289, or the Annex V Regulations, provides for the issuance of depositary receipts in foreign markets in respect of shares of Brazilian issuers. The Central Bank and the Brazilian Securities Commission have approved the ADSs under the Annex V Regulations. Accordingly, the proceeds from the sale of the ADSs by ADR holders outside Brazil are free of Brazilian foreign investment controls and holders of the ADSs will be entitled to favorable tax treatment. See [Taxation Brazilian Tax Considerations](#).

A certificate of capital registration has been issued in the name of The Bank of New York, as depositary, or the Depositary, and is maintained by the Custodian on behalf of the Depositary. Pursuant to the certificate, the Custodian and the Depositary are able to convert dividends and other distributions with respect to the class A preferred shares represented by ADRs into foreign currency and remit the proceeds outside Brazil. In the event that a holder of ADRs exchanges ADRs for class A preferred shares, such holder will be entitled to continue to rely on the Depositary's certificate of capital registration for only five business days after such exchange, following which such holder must seek to obtain its own registration of foreign investment with the Central Bank (Electronic Registration Statement *Registro Declaratório Eletrônico* - RDE). Thereafter, unless the class A preferred shares are held pursuant Resolution nº 2.689/00 (portfolio investment) or Law nº 4.131/62 (direct investments) by a duly qualified investor, such holder may not be able to convert into foreign currency and remit outside Brazil the proceeds from the disposition of, or distributions with respect to, such class A preferred shares, and such holder generally will be subject to less favorable Brazilian tax treatment than a holder of ADRs. See [Taxation Brazilian Tax Considerations](#).

We make cash distributions with respect to the class A preferred shares in Brazilian currency. Accordingly, exchange rate fluctuations may affect the U.S. dollar amounts received by the holders of the ADSs on conversion by the Depositary of such distributions into U.S. dollars for payment to holders of the ADSs. Fluctuations in the exchange rate between *reais* and the U.S. dollar may also affect the U.S. dollar equivalent of the *reais* price of the class A preferred shares on the Brazilian stock exchanges.

Brazilian law provides that, whenever there is a serious imbalance in Brazil's balance of payments or serious reasons to foresee such imbalance, temporary restrictions may be imposed on remittances of foreign capital abroad. For approximately six months in 1989 and early 1990, for example, to conserve Brazil's foreign currency reserves, the Brazilian government froze all dividend and capital repatriations that were owed to foreign equity investors. These amounts were subsequently released in accordance with Brazilian Government directives. There can be no assurance that similar measures will not be taken by the Brazilian Government in the future.

For a description of the foreign exchange markets in Brazil, see Item 3. Key Information Exchange Rates.

## **Taxation**

The following summary contains a description of the material Brazilian and U.S. federal income tax consequences of the purchase, ownership and disposition of class A preferred shares and ADSs, but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase any such securities.

There is at present no income tax treaty between Brazil and the United States.

**The description below is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, ownership and disposition of class A preferred shares or ADSs. Prospective purchasers of our class A preferred shares or ADSs are advised to consult their own tax advisors in respect of the consequences that the purchase, ownership or disposition of our class A preferred shares or ADS might trigger under the laws of Brazil, the United States or any other jurisdiction in light of their particular investment circumstances.**

### *Brazilian Tax Considerations*

The following discussion summarizes the material Brazilian tax consequences of the acquisition, ownership and disposition of class A preferred shares or ADSs by a holder that is not domiciled or resident in Brazil for purposes of Brazilian taxation and, in the case of a holder of class A preferred shares, which has registered its investment with the Central Bank, or in each case a non-Brazilian holder. The following discussion does not specifically address all of the Brazilian tax considerations applicable to any particular non-Brazilian holder, and each non-Brazilian holder should consult his or her own tax advisor concerning the Brazilian tax consequences of an investment in any of such securities.

#### *Acquisition of ADSs or Class A Preferred Shares*

The acquisition of ADSs or class A preferred shares by non-Brazilian holders is not a taxable event in Brazil. See *Taxation of Gains Outside Brazil* for further information on the tax implications arising from the exchange of existing class A preferred shares for ADSs, as well as those arising from the exchange of ADSs for class A preferred shares.

#### *Taxation of Dividends*

Dividends paid with respect to income earned since January 1, 1996, including dividends paid in kind to the depositary in respect of our class A preferred shares underlying the ADSs or to a non-Brazilian holder in respect of class A preferred shares, are not subject to any withholding tax in Brazil.

Dividends paid from profits generated before January 1, 1996 may be subject to Brazilian withholding income tax at variable rates, according to the tax legislation applicable to each corresponding year.





*Interest Attributable to Shareholders' Equity*

Distributions of interest attributable to our shareholders' equity in respect of our class A preferred shares or the ADSs as an alternative form of dividends are subject to Brazilian withholding tax at the rate of 15% (or 25% in the case of a non-Brazilian holder located in a tax haven jurisdiction (as defined below)). Since 1997 and in accordance with Laws Nos. 9,249/95 and 9,430/96, we may deduct these distributions in calculating the amount of the Social Contribution on Net Income and the income taxes that we owe, provided that each such distribution is approved by our shareholders in a general meeting and complies with the limits established by Brazilian tax legislation.

*Taxation of Gains Outside Brazil*

Until December 31, 2003, the sale or other disposition of ADSs or class A preferred shares entered into by and between non-Brazilian holders outside Brazil was not subject to Brazilian income tax, as such a transaction did not involve payments by a person located in Brazil. Brazilian Law No. 10,833/03 provides that, commencing on February 1, 2004, the acquiror, individual or legal entity resident or domiciled in Brazil, or the acquiror's attorney-in-fact, when such acquiror is resident or domiciled abroad, shall be responsible for the retention and payment of the income tax applicable to capital gains under Article 18 of Law 9,249 of December 26, 1995 earned by the individual or legal entity resident or domiciled abroad who disposes of property located in Brazil.

The Brazilian tax authorities have recently issued a normative instruction confirming that, pursuant to Law No. 10,833/03, these tax authorities intend to assess income tax on capital gains earned by non-Brazilian residents whose assets are located in Brazil. Holders of the ADSs outside of Brazil may have grounds to assert that Brazilian Law No. 10,833/03 does not apply to sales or other dispositions of ADSs as ADSs are not assets located in Brazil. However, the sale or other disposition of class A preferred shares abroad may be subject to the provisions of Brazilian Law No. 10,833/03. Any capital gains arising from sales or other dispositions outside Brazil would be subject to Brazilian income tax at the rate of 15% or 25% if the investor is located in a tax haven jurisdiction. Brazilian Law No. 10,833/03 requires the purchaser of our class A preferred shares outside Brazil or its attorney-in-fact in Brazil to withhold the tax. A disposition of class A preferred shares can only occur abroad if any investor decides to cancel its investment in ADSs and register the underlying class A preferred shares as a direct foreign investment under Law No. 4,131/62.

*Taxation of Gains in Brazil*

The exchange of ADSs for class A preferred shares is not subject to Brazilian tax. A holder of the ADSs may exchange its ADSs for the underlying class A preferred shares, sell the class A preferred shares on a Brazilian stock exchange and remit abroad the proceeds of the sale within five business days from the date of exchange (in reliance on the depositary's electronic registration), with no tax consequences.

Upon receipt of the underlying class A preferred shares in exchange of ADSs, a non-Brazilian investor will be entitled to register with the Central Bank the U.S. dollar value of such shares as a foreign portfolio investment under Resolution No. 2,689/00. See Regulation of Foreign Investments and Registered Capital. The sale or disposition of class A preferred shares on a Brazilian stock exchange is exempt from capital gains tax, provided that such shares are held by a non-Brazilian holder as a foreign portfolio investment under Resolution No. 2,689/00. The preferential treatment afforded under Resolution 2,689 is not available to investors resident or domiciled in tax haven jurisdictions.

Upon receipt of the underlying class A preferred shares, a non-Brazilian holder is also entitled to register with the Central Bank the U.S. dollar value of such shares as a foreign direct investment under Law 4,131/62. See Regulation of Foreign Investment and Registered Capital. A 15% capital gains tax is applicable to the sale or other disposition of

preferred class A shares in Brazil where such shares are held by a non-Brazilian holder as a foreign direct investment and the transaction is performed outside a Brazilian stock exchange. If the non-Brazilian holder is domiciled in a tax haven jurisdiction, the income tax rate will be 25%.

If the sale or other disposition of such shares is carried out on a Brazilian stock exchange, the capital gains on the sale or disposition will be taxed at a rate of 15%. This rate applies to all transactions carried out on a Brazilian stock exchange by non-Brazilian holders regardless of whether or not they are domiciled in tax haven jurisdictions. In these transactions, the gain realized is calculated based on the amount registered with the Central Bank. As from January 1, 2005, a withholding tax of 0.005% will also be assessed on the sales price or other disposition value of shares sold or disposed of in transactions carried out on a Brazilian stock exchange. The withholding tax, to be offset against tax due on eventual capital gain, must be withheld by one of the following entities: (1) the agent receiving the sale or disposition order from the client; (2) the stock exchange responsible for registering the transactions; or (3) the entity responsible for the settlement and payment of the transactions.

The deposit of class A preferred shares in exchange for ADSs is not subject to Brazilian tax, provided that these shares are held by the non-Brazilian holder as a foreign portfolio investment under Resolution No. 2,689/00. In the event our class A preferred shares are held by the non-Brazilian holder as a foreign direct investment under Law No. 4,131/62, the deposit of these shares in exchange for ADSs is subject to payment of Brazilian capital gains tax at the rate of 15% (25% in the case of a non-Brazilian holder located in a tax haven jurisdiction).

The current preferential treatment for non-Brazilian holders of ADSs and non-Brazilian holders of class A preferred shares under Resolution No. 2,689/00 may not continue in the future.

Any exercise of preemptive rights relating to our class A preferred shares will not be subject to Brazilian taxation. Gains on the sale or assignment of preemptive rights relating to our class A preferred shares by the depositary may be subject to Brazilian taxation. Tax authorities may attempt to tax such gains even when the sale or assignment of such rights takes place outside Brazil, based on the provisions of Law No. 10,833/03. These authorities may allege that the preemptive rights relate to assets located in Brazil (the class A preferred shares) and demand payment of capital gains tax at the rate of 15% or 25% (if the beneficiary of the payments is resident of a tax haven jurisdiction). If the preemptive rights are assigned or sold in Brazil, capital gains tax will apply at a rate of 15% (25% in the case of a non-Brazilian holder located in a tax haven jurisdiction). Sales or assignments of preemptive rights effected on Brazilian stock exchanges are exempt from income tax, provided that such preemptive rights relate to shares registered as a foreign portfolio investment under Resolution No. 2,689/00.

#### *Other Brazilian Taxes*

There are no Brazilian inheritance, gift or succession taxes applicable to the ownership, transfer or disposition of class A preferred shares or ADSs by a non-Brazilian holder except for gift and inheritance taxes which are levied by some states of Brazil on gifts made or inheritances bestowed by individuals or entities not resident or domiciled in Brazil or domiciled within the state to individuals or entities resident or domiciled within such state in Brazil. There are no Brazilian stamp, issue, registration or similar taxes or duties payable by holders of class A preferred shares or ADSs.

Under Decree 6,306 of December 14, 2007, the amount in *reais* resulting from the conversion of the proceeds received by a Brazilian entity from a foreign investment in the Brazilian securities market (including those in connection with the investment in our class A preferred shares or ADSs and those made under the provisions of Resolution No. 2,689/00 of the National Monetary Council) is subject to the IOF transaction tax. The IOF tax rate for most of these transactions is currently 0.38%. Foreign exchange transactions in connection with the investment in our class A preferred shares made under the provisions of Resolution No. 2,689/00 of the National Monetary Council, within a stock, securities or futures exchange environment are currently not subject to the IOF tax. Transactions of same nature performed outside stock, securities or futures exchange environment may be subject to the IOF tax at a 1.5% rate. Remittances of dividends and interest on net equity made by companies whose shares are traded on the BOVESPA to non-Brazilian holders are not subject to the IOF tax. The Minister of Finance has the legal power to increase the rate to a maximum of 25%. Any such increase will be applicable only prospectively.

IOF is also assessed on transactions executed on a stock exchange. As of the date hereof, Article 33, Paragraph 2, of Decree No. 6,306 imposes an IOF tax on such transactions at a 0% rate. The Minister of Finance is empowered to establish the applicable IOF tax rate. Under Law 8,894 of June 21, 1994, such IOF tax rate may be increased at any time to a maximum of 1.5% per day, but any such increase will only be applicable to transactions occurring after such increase becomes effective.

Until December 31, 2007, CPMF tax was levied at a rate of 0.38% on all fund transfers in connection with financial transactions in Brazil. Payments of dividends on our class A preferred shares and the ADSs were subject to the CPMF tax. However, at the end of 2007, the Brazilian Congress rejected the extension of the CPMF tax, and, as of January 1, 2008, the CPMF was extinguished. The Federal Government is considering establishing a tax with the same characteristics of CPMF, but no bill has yet been presented to Congress

### *Residents of Tax Haven Jurisdictions*

The general rules establish that any income, capital gains or earnings received by a beneficiary resident in a tax haven jurisdiction is subject to income tax at the rate of 25%. A tax haven is a location where no income tax is imposed or where its maximum applicable rate is lower than 20%. A country will also be deemed a tax haven if its internal laws require that the identity of shareholders or members of corporate entities organized and existing under the jurisdiction of such country be kept secret or otherwise not be disclosed. Tax benefits granted through the provisions of Resolution No. 2,689/00 and Annex V to Resolution No. 1,289/87 are not applicable to residents in a so-called tax haven jurisdiction. In this case, such investors shall be taxed according to the same rules that are applicable to Brazilian residents. Dividends are not affected by tax haven jurisdiction rules.

### *Registered Capital*

The amount of an investment in class A preferred shares held by a non-Brazilian holder as a foreign direct investment under Law No. 4,131/02 or a foreign portfolio investment under Resolution No. 2,689/00 or in ADSs held by the depositary representing such holder, as the case may be, is eligible for registration with the Central Bank; such registration (the amount so registered is referred to as registered capital ) allows the remittance outside Brazil of foreign currency, converted at the commercial market rate, acquired with the proceeds of distributions on, and amounts realized with respect to disposition of, such class A preferred shares. The registered capital for class A preferred shares purchased in the form of ADSs, or purchased in Brazil and deposited with the depositary in exchange for an ADS, is equal to their purchase price in U.S. dollars paid by the purchaser. The registered capital for class A preferred shares that are withdrawn upon surrender of ADSs is the U.S. dollar equivalent of (1) the average price of our class A preferred shares on the Brazilian stock exchange on which the greatest number of such class A preferred shares was sold on the day of withdrawal, or (2) if no class A preferred shares were sold on such day, the average price of class A preferred shares that were sold in the fifteen trading sessions immediately preceding such withdrawal. The U.S. dollar value of our class A preferred shares is determined on the basis of the average commercial market rates quoted by the Central Bank on such date (or, if the average price of class A preferred shares is determined under clause (2) of the preceding sentence, the average of such average quoted rates on the same fifteen dates used to determine the average price of our class A preferred shares).

A non-Brazilian holder of class A preferred shares may experience delays in effecting the registration of registered capital, which may delay remittances abroad. Such a delay may adversely affect the amount, in U.S. dollars, received by the non-Brazilian holder. See Regulation of Foreign Investment and Item 3. Key Information Risk Factors Risks Relating to Our Class A Preferred Shares and the ADSs.

### *U.S. Federal Income Tax Considerations*

The following is a discussion of the material U.S. federal income tax consequences that may be relevant with respect to the acquisition, ownership and disposition of our class A preferred shares or ADSs, which are evidenced by American Depositary Receipts. This description addresses only the U.S. federal income tax considerations of U.S. holders (as defined below) that will hold class A preferred shares or ADSs as capital assets. This description does not address tax considerations applicable to holders that may be subject to special tax rules, such as banks, financial institutions, insurance companies, real estate investment trusts, grantor trusts, regulated investment companies, dealers

or traders in securities or currencies, tax-exempt entities, pension funds, persons that received our class A preferred shares or ADSs pursuant to an exercise of employee stock options or rights or otherwise as compensation for the performance of services, persons that will hold our class A preferred shares or ADSs as a position in a straddle or as a part of a hedging , conversion or other risk reduction transaction for U.S. federal income tax purposes, persons that have a functional currency other than the U.S. dollar, persons that will own our class A preferred shares or ADSs through partnerships or other pass through entities, holders subject to the alternative minimum tax, certain former citizens or long-term residents of the United States or holders that own (or are deemed to own) 10% or more (by voting power ) of our shares.

This description does not address any state, local or non-U.S. tax consequences of the acquisition, ownership and disposition of our class A preferred shares or ADSs. Moreover, this description does not address the consequences of any U.S. federal tax other than income tax, including but not limited to the U.S. federal estate and gift taxes. This description is based on (i) the Internal Revenue Code of 1986, as amended (the Code), existing, proposed and temporary United States Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date of this annual report and (ii), in part, on the representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms. All of the foregoing are subject to change, which change could apply retroactively and could affect the tax consequences described below.

As used below, a U.S. holder is a beneficial owner of a class A preferred share or ADS that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation organized under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust if (a) a court within the United States is able to exercise primary supervision over its administration and (b) one or more United States persons have the authority to control all of the substantial decisions of such trust. As used below, a Non-U.S. holder is a beneficial owner of a class A preferred share or ADS that is neither a U.S. holder nor a partnership (or other entity treated as a partnership for U.S. federal income tax purposes).

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds class A preferred shares or ADSs, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. A partnership or its partners should consult their tax advisor as to its tax consequences.

The class A preferred shares will be treated as equity for U.S. federal income tax purposes. In general, for U.S. federal income tax purposes, a holder of an ADR evidencing an ADS will be treated as the beneficial owner of our class A preferred shares represented by the applicable ADS. The U.S. Treasury Department has expressed concern that depositaries for ADSs, or other intermediaries between the holders of shares of an issuer and the issuer, may be taking actions that are inconsistent with the claiming of U.S. foreign tax credits by U.S. holders of such receipts or shares. Accordingly, the analysis regarding the availability of a United States foreign tax credit for Brazilian taxes and sourcing rules described below could be affected by future actions that may be taken by the U.S. Treasury Department.

### *Taxation of Dividends*

Subject to the discussion under Passive Foreign Investment Company Rules, in general, the gross amount of a distribution made with respect to a class A preferred share or ADS (which for this purpose shall include distributions of interest attributable to shareholders' equity before any reduction for any Brazilian taxes withheld therefrom) will, to the extent made from the current or accumulated earnings and profits of our company, as determined under U.S. federal income tax principles, constitute a dividend to a U.S. holder for U.S. federal income tax purposes. For taxable years beginning on or before December 31, 2010, non-corporate U.S. holders may be taxed on dividends from a qualified foreign corporation at the lower rates applicable to long-term capital gains (*i.e.*, gains with respect to capital assets held for more than one year). A foreign corporation is treated as a qualified foreign corporation with respect to dividends received from that corporation on shares or ADSs that are readily tradable on an established securities market in the United States. United States Treasury Department guidance indicates that the ADSs (which are listed on the New York Stock Exchange), but not our class A preferred shares, are readily tradable on an established securities market in the United States. Thus, subject to the discussion below under Passive Foreign Investment Company Rules, dividends that we pay on the ADS, but not on our class A preferred shares, currently meet the conditions required for these reduced tax rates. There, however, can be no assurance that the ADSs will be considered readily tradable on an

established securities market in later years. Furthermore, a U.S. holder's eligibility for such preferential rate is subject to certain holding period requirements and the non-existence of certain risk reduction transactions with respect to the ADSs. Such dividends will not be eligible for the dividends received deduction generally allowed to corporate U.S. holders. Subject to the discussion below under "Passive Foreign Investment Company Rules," if a distribution exceeds the amount of our company's current and accumulated earnings and profits, it will be treated as a non-taxable return of capital to the extent of the U.S. holder's tax basis in our class A preferred share or ADS on which it is paid and thereafter as capital gain. Our company does not maintain calculations of our earnings and profits under U.S. federal income tax principles. Therefore, U.S. holders should expect that distributions by our Company generally will be treated as dividends for U.S. federal income tax purposes.



A dividend paid in reais will be includible in the income of a U.S. holder at its value in U.S. dollars calculated by reference to the prevailing spot market exchange rate in effect on the day it is received by the U.S. holder in the case of our class A preferred shares or, in the case of a dividend received in respect of ADSs, on the date the dividend is received by the depositary, whether or not the dividend is converted into U.S. dollars. Assuming the payment is not converted at that time, the U.S. holder will have a tax basis in reais equal to that U.S. dollar amount, which will be used to measure gain or loss from subsequent changes in exchange rates. Any gain or loss realized by a U.S. holder that subsequently sells or otherwise disposes of reais, which gain or loss is attributable to currency fluctuations after the date of receipt of the dividend, will be ordinary gain or loss. The amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution.

The gross amount of any dividend paid (which will include any amounts withheld in respect of Brazilian taxes) with respect to a class A preferred share or ADS will be subject to U.S. federal income taxation as foreign source dividend income, which may be relevant in calculating a U.S. holder's foreign tax credit limitation. Subject to limitations under U.S. federal income tax law concerning credits or deductions for foreign taxes and certain exceptions for short-term and hedged positions, any Brazilian withholding tax will be treated as a foreign income tax eligible for credit against a U.S. holder's U.S. federal income tax liability (or at a U.S. holder's election, may be deducted in computing taxable income if the U.S. holder has elected to deduct all foreign income taxes for the taxable year). The limitation on foreign taxes eligible for the U.S. foreign tax credit is calculated separately with respect to specific baskets of income. For this purpose, the dividends should generally constitute passive category income, or in the case of certain U.S. holders, general category income. The rules with respect to foreign tax credits are complex, and U.S. holders are urged to consult their own tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Subject to the discussion under Information Reporting and Backup Withholding, a Non-U.S. holder of class A preferred shares or ADSs generally will not be subject to U.S. federal income or withholding tax on dividends received on such shares or ADSs, unless such income is effectively connected with the conduct by such Non-U.S. holder of a trade or business in the United States.

#### *Sale, Exchange or Other Disposition of Class A Preferred Shares or ADSs*

A deposit or withdrawal of class A preferred shares by a holder in exchange for an ADS that represent such shares will not result in the realization of gain or loss for U.S. federal income tax purposes. A U.S. holder generally will recognize capital gain or loss upon a sale, exchange or other disposition of a class A preferred share or ADS held by the U.S. holder or the depositary, as the case may be, in an amount equal to the difference between the U.S. holder's adjusted basis in our class A preferred share or ADS (determined in U.S. dollars) and the U.S. dollar amount realized on the sale, exchange or other disposition. If a Brazilian tax is withheld on the sale, exchange or other disposition of a share, the amount realized by a U.S. holder will include the gross amount of the proceeds of that sale, exchange or other disposition before deduction of the Brazilian tax. In the case of a non-corporate U.S. holder, the maximum marginal U.S. federal income tax rate applicable to capital gain will generally be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income (other than, as discussed above, certain dividends) if such holder's holding period for such class A preferred share or ADS exceeds one year (i.e., such gain is a long-term capital gain). Capital gain, if any, realized by a U.S. holder on the sale or exchange of a class A preferred share or ADS generally will be treated as U.S. source income for U.S. foreign tax credit purposes. Consequently, in the case of a disposition or deposit of a class A preferred share or ADS that is subject to Brazilian tax, the U.S. holder may not be able to use the foreign tax credit for that Brazilian tax unless it can apply the credit against U.S. tax payable on other income from foreign sources in the appropriate income category, or, alternatively, it may take a deduction for the Brazilian tax if it elects to deduct all of its foreign income taxes. The deductibility of capital losses is subject to limitations under the Code.



The initial tax basis of class A preferred shares or ADSs to a U.S. holder is the U.S. dollar value of the *reais*-denominated purchase price determined on the date of purchase. If our class A preferred shares or ADSs are treated as traded on an established securities market, a cash basis U.S. holder, or, if it elects, an accrual basis U.S. holder, will determine the dollar value of the cost of such class A preferred shares or ADSs by translating the amount paid at the spot rate of exchange on the settlement date of the purchase. The conversion of U.S. dollars to *reais* and the immediate use of that currency to purchase class A preferred shares or ADSs generally will not result in taxable gain or loss for a U.S. holder.

With respect to the sale or exchange of class A preferred shares or ADSs, the amount realized generally will be the U.S. dollar value of the payment received determined on (i) the date of receipt of payment in the case of a cash basis U.S. holder and (ii) the date of disposition in the case of an accrual basis U.S. holder. If our class A preferred shares or ADSs are treated as traded on an established securities market, a cash basis taxpayer, or, if it elects, an accrual basis taxpayer, will determine the U.S. dollar value of the amount realized by translating the amount received at the spot rate of exchange on the settlement date of the sale.

Subject to the discussion below under Information Reporting and Backup Withholding, a Non-U.S. holder of class A preferred shares or ADSs generally will not be subject to U.S. federal income or withholding tax on any gain realized on the sale or exchange of such shares or ADSs unless (i) such gain is effectively connected with the conduct by such Non-U.S. holder of a trade or business in the United States or (ii) in the case of any gain realized by an individual Non-U.S. holder, such holder is present in the United States for 183 days or more in the taxable year of such sale or exchange and certain other conditions are met.

#### *Passive Foreign Investment Company Rules*

A Non-U.S. corporation will be classified as a passive foreign investment company, or a PFIC, for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules, either (1) at least 75 percent of its gross income is passive income or (2) at least 50 percent of the average value of its gross assets is attributable to assets that produce passive income or is held for the production of passive income. Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions.

Based on certain estimates of its gross income and gross assets and the nature of its business, our company believes that it will not be classified as a PFIC for its taxable year ended December 31, 2007. The company's status in future years will depend on its assets and activities in those years. The company has no reason to believe that its assets or activities will change in a manner that would cause it to be classified as a PFIC for the taxable year ended December 31, 2008 or any future year, but there can be no assurance that the company will not be considered a PFIC for any taxable year. If we were a PFIC, a U.S. holder of class A preferred shares or ADSs generally would be subject to imputed interest charges and other disadvantageous tax treatment with respect to any gain from the sale or exchange of, and certain distributions with respect to, the shares or ADSs (including the loss of the potential reduced tax rate on certain dividends described above).

If we were a PFIC, a U.S. holder of class A preferred shares or ADSs could make a variety of elections that may alleviate certain of the tax consequences referred to above, and one of these elections may be made retroactively. However, it is expected that the conditions necessary for making certain of such elections will not apply in the case of the class A preferred shares or ADSs. U.S. holders should consult their own tax advisers regarding the tax consequences that would arise if the company were treated as a PFIC.

#### *Information Reporting and Backup Withholding*

U.S. backup withholding tax and information reporting requirements generally apply to certain payments to certain non-corporate holders of shares. Information reporting generally will apply to payments of dividends on, and to proceeds from the sale or redemption of, our class A preferred shares or the ADSs made within the United States or by a U.S. payor or U.S. middleman to a holder of our class A preferred shares or the ADSs, other than an exempt recipient, including a corporation, a payee that is not a United States person that provides an appropriate certification and certain other persons. Backup withholding tax will apply to any payments of dividends on, or the proceeds from the sale or redemption of, class A preferred shares or the ADSs within the United States or by a U.S. payor or U.S.

middleman to a holder, other than an exempt recipient, if such holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding tax requirements. The backup withholding tax rate is 28% for taxable years through 2010.

Backup withholding is not an additional tax. You generally will be entitled to credit any amounts withheld under the backup withholding rules against your U.S. federal income tax liability or a refund of the amounts withheld provided the required information is furnished to the Internal Revenue Service in a timely manner.

The above description is not intended to constitute a complete analysis of all tax consequences relating to ownership and disposition of class A preferred shares or ADSs. Prospective purchasers should consult their own tax advisors concerning the tax consequences of their particular situations.

### **Documents on Display**

Statements contained in this annual report regarding the contents of any contract or other document are not necessarily complete, and, where the contract or other document is an exhibit to the annual report, each of these statements is qualified in all respects by the provisions of the actual contract or other documents.

We are subject to the information requirements of the Exchange Act applicable to a foreign private issuer, and accordingly we file or furnish reports, information statements and other information with the Commission. These reports and other information may be inspected and copied at the public reference room maintained by the Commission at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. Copies of this material may be obtained by mail from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Electronic filings made through the Electronic Data Gathering, Analysis and Retrieval System are also publicly available through the Commission's web site on the Internet at <http://www.sec.gov>.

As a foreign private issuer, we are exempt from the proxy requirements of Section 14 of the Exchange Act and from the reporting and short swing profit recovery provisions of Section 16 of the Exchange Act, although the rules of the New York Stock Exchange may require us to solicit proxies from our shareholders under some circumstances.

We also file financial statements and other periodic reports with the Brazilian Securities Commission.

Copies of documents referred to in this annual report and our bylaws are available for inspection upon request at our headquarters at: Av. Nações Unidas, 4777, São Paulo, SP CEP 05477-000 Brazil.

### **ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risks arising from our normal business activities. These market risks, which are beyond our control, principally involve the possibility that changes in interest rates, exchange rates or commodity prices will adversely affect the value of our financial assets and liabilities or future cash flows and earnings. Market risk is the potential loss arising from adverse changes in market rates and prices.

In order to mitigate the market risks to which we are exposed, we used and we may use foreign currency, interest rate, commodity derivative instruments, cash and receivables. At December 31, 2007, we had cross-currency interest rate swaps with an aggregate notional amount of R\$731.8 million maturing between March 10, 2008 and June 28, 2012. These cross-currency interest rate swaps match certain of our foreign currency-denominated debt obligations.

It is our policy to assess the potential and consolidated impact of market risks and to mitigate assessed risks in accordance with our risk management policy. Our risk management policy, in effect since April 28, 2004, seeks to mitigate our exposure to exchange rate risks with the objective of maintaining coverage of principal and interest settlements maturing within the following 12 months for, at a minimum:

- 60% of our total U.S. dollar-denominated indebtedness that is related to exports, or trade finance, excluding advances on currency contracts with a remaining maturity of up to six months and advances on export contracts; and
- 75% of our total in U.S. dollar-denominated indebtedness unrelated to exports, or non-trade finance.

Compliance with this policy varies based upon applicable market conditions, credit availability and our cash balances.

At December 31, 2007, we had US\$551.8 million in U.S. dollar-denominated cash equivalents and other investments, which may partially offset the effects of any depreciation of the *real* against the U.S. dollar on our ability to service our U.S. dollar-denominated debt to the extent of these U.S. dollar-denominated cash equivalents and other investments.

### ***Interest Rate Risk***

Our variable interest rate exposure is primarily subject to the variations of the TJLP rate and the CDI rate for *real*-denominated borrowings and short-term cash investments.

As a result of strong worldwide GDP growth and favorable price levels of commodities, Brazil registered a commercial surplus of US\$40.0 billion, the largest in Brazil's history, despite the substantial appreciation of the *real* in relation to the U.S. dollar during 2007. This surplus, together with strong primary surpluses in the federal budget, contributed to a substantial improvement in investors' perception of Brazil country risk. Moreover, Brazil reduced its level of indebtedness, prepaid its obligations with the IMF and increased its international reserves from US\$85.8 billion at December 31, 2006 to US\$180.3 billion at December 31, 2007.

The Central Bank succeeded in controlling inflation within its targets and co-coordinating the expectations of economic agents. This strategy resulted in a decline in interest rates during 2007. Brazil's GDP growth in 2007 was slightly ahead of worldwide growth levels, growing at an estimated 5.2% during 2007. With respect to Brazilian interest rates:

- the short-term domestic CDI rate declined from 13.25% per annum at December 31, 2006 to 11.25% per annum at December 31, 2007;
- the TJLP declined from 6.85% per annum at December 31, 2006 to 6.25% per annum at December 31, 2007; and
- the IGP-M was 7.75% in 2007 compared to 3.84% in 2006.

The table below provides information about our significant interest-rate sensitive instruments:

### **Payment Schedule Breakdown by Type of Interest Rate**

**At December 31, 2007  
Expected Maturity Date**

								<b>Fair Value</b>
	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>Thereafter</b>	<b>Total</b>	<b>(1)</b>

(in millions of *reais*, unless otherwise indicated)

## LIABILITIES:

Loans and financings  
(excluding  
debentures):Fixed rate,  
denominated in U.S.

dollars	295.2	19.6	19.7	12.7	10.4	2,449.3	2,807.0	2,307.2
Average interest rate	9.5%	9.2%	9.2%	9.2%	9.2%	9.3%	9.3%	
Variable rate, denominated in								
U.S. dollars	123.5	2,335.5	127.3	93.0	206.4	184.9	3,070.5	2,724.1
Average interest rate (over LIBOR)	0.9%	0.9%	1.3%	1.2%	1.2%	1.3%	1.1%	



**Payment Schedule Breakdown by Type of Interest Rate****At December 31, 2007  
Expected Maturity Date**

	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>Thereafter</b>	<b>Total</b>	<b>Fair Value (1)</b>
Fixed rate, denominated in Japanese yen	0.4						0.4	0.5
Average interest rate	4.2%						4.2%	
Fixed rate, denominated in <i>reais</i>	340.4	19.1	19.1	19.1	19.1	66.8	483.6	479.6
Average interest rate	11.9%	11.9%	11.9%	11.9%	11.9%	11.9%	11.9%	
Variable rate, denominated in <i>reais</i> (excluding debentures)	104.7	124.6	122.9	88.8	26.8		467.9	476.6
Average interest rate (over TJLP)	3.4%	3.3%	3.2%	2.9%	2.4%		3.3%	
Variable rate, denominated in <i>reais</i> (excluding debentures)	196.6	59.2	48.1	39.2	17.0		360.0	360.3
Average interest rate (% of CDI)	102.8%	102.9%	102.8%	102.8%	102.9%		102.8%	
Loans and financings (excluding debentures) before proportional consolidation	1,060.8	2,558.0	337.1	252.8	279.7	2,701.0	7,189.4	6,348.3
Loans and financings, of proportionally consolidated companies	3.9	41.7	41.6	50.8	142.9		280.9	280.9
Total loans and financings (excluding debentures)	1,064.4	2,600.0	379.0	304.0	423.0	2,701.0	7,470.4	6,629.2
Debentures:								
Variable rate, denominated in <i>reais</i>	111.6		300.0	500.0			911.6	917.4

Average interest rate (% of CDI)	63.3%	103.7%	103.6%	103.5%	90.7%	
Debentures before proportional consolidation	111.6		300.0	500.0	911.6	917.4
Debentures of proportionally consolidated companies						
Total debentures	111.6		300.0	500.0	911.6	917.4

## ASSETS:

Cash and cash equivalents and other instruments:						
Variable rate, denominated in U.S. dollars	977.4				977.4	977.4
Variable rate, denominated in <i>reais</i>	1,281.6				1,281.6	1,281.6

Cash and cash equivalents and other investments, before proportional consolidation	2,259.0				2,259.0	2,259.0
Cash and cash equivalents and other investments of proportionally consolidated companies	91.9				91.9	91.9
Total cash and cash equivalents and other investments	2,350.9				2,350.9	2,350.9

(1) Represents the net present value of the future cash flows from the obligations converted into *reais* at fair market value at December 31, 2007.

In the event that the average interest rate applicable to our financial assets and debt in 2008 were 1% higher than the average interest rate in 2007, our financial income would increase by approximately R\$13.3 million and our financial expenses would increase by approximately R\$7.9 million.

**Foreign Currency Exchange Rate Risk**

Our liabilities that are exposed to foreign currency exchange rate risk are primarily denominated in U.S. dollars. To partially offset our risk of any devaluation of the *real* against the U.S. dollar, we currently maintain available liquid resources denominated in U.S. dollars and may enter into derivative contracts. Because we borrow in the international markets to support our operations and investments, we are exposed to market risks from changes in foreign exchange

rates and interest rates.

The table below provides information about our significant foreign currency exposure:

**Payment Schedule Breakdown by Currency**

**As of December 31, 2007  
Expected Maturity Date**

	2007	2008	2009	2010	2011	Thereafter	Total	Fair Value (1)
<i>(in millions of reais)</i>								
<b>LIABILITIES:</b>								
Loans and financings:								
Loans and financings (excluding								
debentures):								
Denominated in U.S. dollars	418.7	2,355.1	147.0	105.7	216.8	2,634.2	5,877.5	5,031.3
Denominated in Japanese Yen	0.4						0.4	0.5
Denominated in <i>reais</i>	641.7	202.9	190.1	147.1	62.9	66.8	1,311.5	1,316.5
Loans and financings (excluding								
debentures) before								
proportional	1,060.8	2,558.0	337.1	252.8	279.7	2,701.0	7,189.4	6,348.3
consolidation								
Loans and financings, of								
proportionally								
consolidated	3.9	41.7	41.6	50.8	142.9		280.9	280.9
companies								
Total loans and financings (excluding								
debentures)								
	1,064.4	2,600.0	379.0	304.0	423.0	2,701.0	7,470.4	6,629.6
<b>Debentures:</b>								
Denominated in <i>reais</i>	111.6		300.0	500.0			911.6	917.4
Total debentures, including current								
portion	111.6		300.0	500.0			911.6	917.4
<b>ASSETS:</b>								
Cash and cash equivalents and other								
investments:								
	977.4						977.4	977.4

Denominated in U.S.  
dollars

Denominated in <i>reais</i>	1,281.6	1,281.6	1,281.6
Cash and cash equivalents and other investments, before proportional consolidation	2,259.0	2,259.0	2,259.0
Cash and cash equivalents and other investments of proportionally consolidated companies	91.9	91.9	91.9
Total cash and cash equivalents and other investments	2,350.9	2,350.9	2,350.9

(1) Represents the net present value of the future cash flows from the obligations converted into *reais* at fair market value at December 31, 2007.

Our foreign currency exposure gives rise to market risks associated with exchange rate movements of the *real* against the U.S. dollar. Foreign currency-denominated liabilities at December 31, 2007 consisted primarily of U.S. dollar-denominated debt. Our foreign currency-denominated debt, including short-term debt and current portion of long-term debt, was R\$5,915.4 million (US\$3,339.6 million) at December 31, 2007 and R\$3,117.4 million (US\$1,458.1 million) at December 31, 2006. Our foreign currency exposure includes indebtedness of proportionally consolidated companies of R\$37.9 million (US\$21.4 million) at December 31, 2007 and R\$80.8 million (US\$37.8 million) at December 31, 2006. Our foreign currency exposure without the indebtedness of proportionally consolidated companies was R\$5,877.5 million (US\$3,318.2 million) at December 31, 2007 and R\$3,036.6 million (US\$1,420.3 million) at December 31, 2006. This foreign currency exposure is represented by debt in the form of notes, bonds, pre-export finance facilities and working capital loans. Our cash and funds available in U.S. dollars partially protect us against exposure arising from the U.S. dollar-denominated debt.

In the event that the *real* were to devalue by 10% against the U.S. dollar during 2008 as compared to the *real*/U.S. dollar exchange rate at December 31, 2007, our financial expenses indexed to the dollar in 2008 would increase by approximately R\$592 million, and our financial income would increase by approximately R\$98 million.

### ***Commodity Prices***

Although the majority of our revenues are in *reais*, we do not currently hedge our exposure to changes in prices of naphtha, our principal raw material, which are linked to the Amsterdam-Rotterdam-Antwerp market price denominated in U.S. dollars. We do not hedge this exposure in part because a portion of our sales in 2007 were exports payable in foreign currencies and linked to the international market prices of these commodities, and in part because the prices of our polyethylene, polypropylene and PVC products sold in domestic markets generally reflect changes in the international market prices of these products. In periods of high volatility in the U.S. dollar price of naphtha or the *real*/U.S. dollar exchange rate, there is usually a lag between the time that the U.S. dollar price of naphtha increases or the U.S. dollar appreciates and the time that we can effectively pass on the resulting increased cost in *reais* to our customers in Brazil. Accordingly, if the U.S. dollar price of naphtha increases precipitously or the *real* devalues precipitously against the U.S. dollar in the future, we may not immediately be able to pass on all of the corresponding increases in our naphtha costs to our customers in Brazil, which could materially adversely affect our results of operations and financial condition. See Item 3. Key Informaion Risks Relating to Our Company and the Petrochemical Industry.

## **ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

**PART II****ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not applicable.

**ITEM 15. CONTROLS AND PROCEDURES****Disclosure Controls and Procedures**

Our chief executive officer, or CEO, and our chief financial officer, or CFO, are responsible for establishing and maintaining our disclosure controls and procedures. These controls and procedures were designed to ensure that information that we are required to disclose in the reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms of the Commission, and that it is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. We performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2007 under the supervision of our CEO and CFO. Based on our evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of December 31, 2007.

**Management's Annual Report on Internal Control over Financial Reporting and Report of Independent Registered Public Accounting Firm**

We are filing herewith our management's report on internal control over financial reporting and the report of independent registered accounting firm issued by our independent registered public accounting firm. Our management's report on internal control over financial reporting is included in this annual report on page F-1 and the opinion issued by our independent registered public accounting firm is included in the report of PricewaterhouseCoopers Auditores Independentes that is included in this annual report on page F-3.

**Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the year ended December 31, 2007 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our fiscal council currently includes a financial expert within the meaning of this Item 16A. Our fiscal council has determined that Ismael Campos de Abreu is our fiscal council financial expert. Mr. Abreu's biographical information is included in Item 6. Directors, Senior Management and Employees.

**ITEM 16B. CODE OF ETHICS**

We have adopted a code of ethics that applies to member of our board of directors, fiscal council and board of executive officers, as well as to our other employees. We post our code of ethics on our website at <http://www.braskem.com.br>. We do not, however, incorporate by reference or otherwise make part of this annual report any information contained on our website.



**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES****Audit And Non-Audit Fees**

The following table sets forth the fees billed to us by our independent registered public accounting firm, PricewaterhouseCoopers Auditores Independentes, during the fiscal years ended December 31, 2006 and 2005:

	Year ended December 31,	
	2007	2006
	(in millions of reais)	
Audit fees(1)	R\$7.0	R\$ 15.0
Audit-related fees(2)	0.1	1.3
Tax fees(3)	0.5	0.7
Total fees	R\$7.6	R\$ 17.0

- (1) Audit fees consist of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes in connection with the audit of our annual financial statements, interim audits, interim reviews of our quarterly financial information, issuance of comfort letters, procedures as related to audit of income tax provisions and related reserves in connection with the audit and review of financial statements and review of documents filed with the Brazilian Securities Commission and the Commission.
- (2) Audit-related fees consist of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes for internal control reviews.
- (3) Tax fees consist of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes for tax compliance reviews.

**Pre-Approval Policies And Procedures**

Our fiscal council and board of directors have approved an Audit and Non-Audit Services Pre-Approval Policy that sets forth the procedures and the conditions pursuant to which services proposed to be performed by our independent auditors may be pre-approved. This policy is designed to (1) provide both general pre-approval of certain types of services through the use of an annually established schedule setting forth the types of services that have already been pre-approved for a certain year and, with respect to services not included in an annual schedule, special pre-approval of services on a case by case basis by our fiscal council and our independent auditors and (2) assess compliance with the pre-approval policies and procedures. Our management periodically reports to our fiscal council the nature and scope of audit and non-audit services rendered by our independent auditors and is also required to report to our fiscal council any breach of this policy of which our management is aware.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

We are relying on the general exemption from the listing standards relating to audit committees contained in Rule 10A-3(c)(3) under the Exchange Act for the following reasons:

- we are a foreign private issuer that has a fiscal council, which is a board of auditors (or similar body) established and selected pursuant to and as expressly permitted under Brazilian law;

- Brazilian law requires our fiscal council to be separate from our board of directors;
- members of our fiscal council are not elected by our management, and none of our executive officers is a member of our fiscal council;
- Brazilian law provides standards for the independence of our fiscal council from our management;

- our fiscal council, in accordance with its charter, makes recommendations to our board of directors regarding the appointment, retention and oversight of the work of any registered public accounting firm engaged (including, the intermediation of disagreements between our management and our independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for our company, as Brazilian law requires that our board of directors appoint, retain and oversee the work of our independent public accountants;
- our fiscal council (1) has implemented procedures for receiving, retaining and addressing complaints regarding accounting, internal control and auditing matters, including the submission of confidential, anonymous complaints from employees regarding questionable accounting or auditing, and (2) has authority to engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- our company compensates our independent auditors and any outside advisors hired by our fiscal council and provides funding for ordinary administrative expenses incurred by the fiscal council in the course of its duties.

We, however, do not believe that our reliance on this general exemption will materially adversely affect the ability of our fiscal council to act independently and to satisfy the other requirements of the listing standards relating to audit committees contained in Rule 10A-3 under the Exchange Act.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not Applicable.

**PART III****ITEM 17. FINANCIAL STATEMENTS**

We have responded to Item 18 in lieu of responding to this item.

**ITEM 18. FINANCIAL STATEMENTS**

Reference is made to Item 19 for a list of all financial statements filed as part of this annual report.

**ITEM 19. EXHIBITS**

(a) Financial Statements

Braskem Financial Statements

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(b) List of Exhibits

- 1.01 By-laws, as amended through May 30, 2008 (English translation).
- 2.01 Amended and Restated Deposit Agreement, dated as of March 3, 2008, among Braskem S.A., The Bank of New York and all and all Owners and holders from time to time of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 1 to Form F-6 of Braskem S.A. filed on February 22, 2008).

- 2.02 Form of Certificate representing American Depositary Shares (incorporated by reference to Exhibit 4.02 to Form F-1 of Braskem S.A. filed on April 6, 2004).
- 2.03 The total amount of long-term debt securities of our company and its subsidiaries under any one instrument does not exceed 10% of the total assets of our company and its subsidiaries on a consolidated basis. We agree to furnish copies of any or all such instruments to the Commission upon request.
- 3.01 Shareholders Agreement of Braskem S.A., dated as of May 30, 2008, among Odebrecht S.A., Nordeste Química S.A. Norquisa, Petrobras Química S.A. Petroquisa and Petróleo Brasileiro S.A. Petrobras, and, as an intervening party, Braskem S.A. (English translation) (incorporated by reference to Form 6-K of Braskem S.A. filed on June 3, 2008).
- 3.02 Memorandum of Understanding Regarding Shareholders Agreement, dated July 20, 2001, among Odebrecht Química S.A., Petroquímica da Bahia S.A., PETROS Fundação Petrobras de Seguridade Social and PREVI Caixa de Previdência dos Funcionários do Banco do Brasil (English translation) (incorporated by reference to Exhibit 3.05 to Form 20-F of Braskem S.A. filed on June 30, 2003).
- 3.03 Shareholders Agreement Entered into between the Controlling Shareholders of Trikem S.A. and BNDES Participações S.A. BNDESPAR, with Trikem S.A acting as Intervening Party (English translation).
- 3.04 Fourth Addendum to the Shareholders Agreement Entered into between the Controlling Shareholders of Trikem S.A. and BNDES Participações S.A. BNDESPAR (English translation).
- 4.01 Share Purchase Agreement, dated as of April 4, 2006, between Braskem S.A., SPQ Investimentos e Participações Ltda., Sumitomo Chemical Company, Limited, and Itochu Corporation (incorporated by reference to Exhibit 4.1 to Form 20-F of Braskem S.A. filed on June 23, 2006).
- 4.02 Protocol and Justification of the Merger of Polialden Petroquímica S.A. into Braskem S.A., dated May 5, 2006 (English translation) (incorporated by reference to Exhibit 4.2 to Form 20-F of Braskem S.A. filed on June 23, 2006).
- 4.03 Protocol and Justification of the Merger of Politeno Indústria e Comércio S.A. into Braskem S.A., dated March 12 2007 (English translation) (incorporated by reference to Form 6-K of Braskem S.A. filed on March 19, 2007).
- 4.04 Share Purchase Agreement Between the Ipiranga Group Key Shareholders and Ultrapar dated March 18, 2007 (English summary) (incorporated by reference to Exhibit 4.04 to Form 20-F of Braskem S.A. filed on June 7, 2007).
- 4.05 Investment Agreement by and between Ultrapar Participações S.A., Braskem S.A. and Petróleo Brasileiro S.A. Petrobras dated March 18, 2007 (English summary) (incorporated by reference to Exhibit 4.05 to Form 20-F of Braskem S.A. filed on June 7, 2007).
- 4.06 Amendment dated April 18, 2007 to the Investment Agreement by and between Ultrapar Participações S.A. and Braskem S.A. and Petróleo Brasileiro S.A. Petrobras dated March 18, 2007 (English summary) (incorporated by reference to Exhibit 4.06 to Form 20-F of Braskem S.A. filed on June 7, 2007).
- 4.07

Private Instrument of Chattel Mortgage in Guarantee between Ultrapar, Braskem and Petrobras dated April 18, 2007 (English summary) (incorporated by reference to Exhibit 4.07 to Form 20-F of Braskem S.A. filed on June 7, 2007).

- 4.08 Agreement for Maintenance of Reversibility of Operations, dated April 25, 2007, between Conselho Administrativo de Defesa Econômica CADE and Braskem S.A. (English translation) (incorporated by reference to Exhibit 4.10 to Form 20-F of Braskem S.A. filed on June 7, 2007).
- 4.09 Investment Agreement by and among Braskem S.A., Odebrecht S.A., Nordeste Química S.A., Norquisa, Petróleo Brasileiro S.A., Petrobras and Petrobras Petroquímica S.A., Petroquisa, dated November 30, 2007 (English summary).

- 4.10 First Amendment dated May 14, 2008 to the Investment Agreement by and among Braskem S.A., Odebrecht S.A., Nordeste Química S.A., Norquisa, Petróleo Brasileiro S.A., Petrobras and Petrobras Petroquímica S.A., Petroquisa (English summary).
- 4.11 Protocol and Justification of Merger of Shares issued by Grust Holdings S.A. into Braskem S.A. dated May 14, 2008 (English translation).
- 4.12 Naphtha and Gas Oil Purchase and Sale Contract, dated as of June 22, 1978, between Petróleo Brasileiro S.A. and the Registrant (English translation) (incorporated by reference to Exhibit 10.06 to Form F-1 of Braskem S.A. filed on April 6, 2004).
- 4.13 First Amendment to Naphtha and Gas Oil Purchase and Sale Contract, dated as of February 8, 1993, between Petróleo Brasileiro S.A. and the Registrant (English translation) (incorporated by reference to Exhibit 10.07 to Form F-1 of Braskem S.A. filed on April 6, 2004).
- 4.14 Second Amendment to Naphtha and Gas Oil Purchase and Sale Contract, dated as of February 24, 2003, between Petróleo Brasileiro S.A. and the Registrant. (English translation) (incorporated by reference to Exhibit 4.03 to Form 20-F of Braskem S.A. filed on June 30, 2003).
- 4.15 Purchase and Sale Agreement of Raw Materials dated February 23, 1996 made by and between Petróleo Brasileiro S.A., Petrobras And Copesul Companhia Petroquímica Do Sul (English translation).
- 4.16 Braskem S.A.'s Long-Term Incentive Plan (English translation) (incorporated by reference to Exhibit 4.23 to Form 20-F of Braskem S.A. filed on June 23, 2006).
- 4.17 Amendment and Restatement of Section 7 of Braskem S.A.'s Long-Term Incentive Plan, adopted at Extraordinary Shareholder's Meeting on April 7, 2006 (English translation) (incorporated by reference to Exhibit 4.24 to Form 20-F of Braskem S.A. filed on June 23, 2006).
- 8.01 List of subsidiaries (incorporated by reference to note 4 to our audited consolidated financial statements included elsewhere in this annual report).
- 12.01 Certification of Principal Executive Officer dated June 29, 2005 pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e).
- 12.02 Certification of Principal Financial Officer dated June 29, 2005 pursuant to Rules 13a-15(e) and 15d-15(e).
- 13.01 Certifications of Principal Executive Officer and Principal Financial Officer dated June 29, 2005 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

BRASKEM S.A.

By:  /s/ **José Carlos Grubisich Filho**

**Name:** José Carlos Grubisich Filho

**Title:** Chief Executive Officer

**Date:** June 30, 2008

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