BANK BRADESCO Form 20-F April 30, 2018

PRESENTATION OF FINANCIAL AND OTHER INFORMATION	<u>4</u>
FORWARD-LOOKING STATEMENTS	<u>5</u>
PART I	<u>6</u>
<b>ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</b>	<u>6</u>
ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE	<u>6</u>
ITEM 3. KEY INFORMATION	<u>6</u>
3.A. Selected Financial Data	<u>6</u>
3.B. Capitalization and Indebtedness	9
3.C. Reasons for the Offer and Use of Proceeds	<u>9</u>
3.D. Risk Factors	5 6 6 6 9 9 23
ITEM 4. INFORMATION ON THE COMPANY	<u>23</u>
4.A. History and Development of the Company	<u>23</u>
4.B. Business Overview	<u>26</u>
4.C. Organizational Structure	<u> 107</u>
4.D. Property, Plants and Equipment	<u> 107</u>
ITEM 4A. UNRESOLVED STAFF COMMENTS	<u> 107</u>
<b>ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</b>	<u> 107</u>
5.A. Operating Results	<u> 107</u>
5.B. Liquidity and Capital Resources	<u>133</u>
5.C. Research and Development, Patents and Licenses	<u>145</u>
5.D. Trend Information	<u>145</u>
5.E. Off-balance sheet arrangements	<u>145</u>
5.F. Tabular Disclosure of Contractual Obligations	<u>145</u>
5.G. Safe Harbor	<u>145</u>
ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES	<u>145</u>
6.A. Board of Directors and Board of Executive Officers	<u>145</u>
6.B. Compensation	<u> 157</u>
6.C. Board Practices	<u> 157</u>
6.D. Employees	<u> 161</u>
6.E. Share Ownership	<u> 162</u>
<b>ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS</b>	<u> 163</u>
7.A. Major Shareholders	<u> 163</u>
7.B. Related Party Transactions	<u> 166</u>
7.C. Interests of Experts and Counsel	<u> 167</u>
ITEM 8. FINANCIAL INFORMATION	<u> 167</u>
8.A. Consolidated Statements and other Financial Information	<u> 167</u>
8.B. Significant Changes	<u> 169</u>
ITEM 9. THE OFFER AND LISTING	<u> 169</u>
9.A. Offer and Listing Details	<u> 169</u>
9.B. Plan of Distribution	<u>172</u>
9.C. Markets	<u>172</u>
9.D. Selling Shareholders	<u>174</u>
9.E. Dilution	174
9.F. Expenses of the Issue	<u> 174</u>

ITEM 10. ADDITIONAL INFORMATION	<u>174</u>
10.A. Share Capital	174
10.B. Memorandum and Articles of Association	174
10.C. Material contracts	182
10.D. Exchange controls	<u> 182</u>
10.E. Taxation	<u> 183</u>
10.F. Dividends and Paying Agents	<u> 189</u>
10.G. Statement by Experts	<u> 189</u>
10.H. Documents on Display	<u> 189</u>
10.I. Subsidiary Information	<u> 189</u>
ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET	100
<u>RISK</u>	<u>189</u>

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES	<u> 192</u>
12.A. Debt Securities	<u> 192</u>
12.B. Warrants and Rights	<u> 192</u>
12.C. Other Securities	<u> 193</u>
12.D. American Depositary Shares	<u> 193</u>
PART II	<u> 193</u>
ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES	<u> 193</u>
ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS	102
AND USE OF PROCEEDS	<u> 193</u>
ITEM 15. CONTROLS AND PROCEDURES	<u> 193</u>
ITEM 16. [RESERVED]	<u> 194</u>
16.A. Audit Committee Financial Expert	<u> 194</u>
16.B. Code of Ethics	<u> 194</u>
16.C. Principal Accountant Fees and Services	<u> 194</u>
16.D. Exemptions from the listing standards for Audit Committees	<u> 195</u>
16.E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers	<u> 195</u>
16.F. Change in Registrant's Certifying Accountant	<u> 196</u>
16.G. Corporate Governance	<u> 196</u>
PART III	<u> 198</u>
ITEM 17. FINANCIAL STATEMENTS	<u> 198</u>
ITEM 18. FINANCIAL STATEMENTS	<u> 198</u>
ITEM 19. EXHIBITS	<u> 198</u>
SIGNATURES	197

# PRESENTATION OF FINANCIAL AND OTHER INFORMATION Form 20-F

# PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this annual report, the terms "Bradesco," the "Company," the "Bank," the "Bradesco Group," "we," the "Organization," "our" and "us" refer to Banco Bradesco S.A. *saciedade anônima* organized under the laws of Brazil and, unless otherwise indicated, its consolidated subsidiaries.

All references herein to "real," "reais" or "R\$" refer to the Brazilian Real, the official currency of Brazil. References herein to "U.S. dollars," "dollar" and "US\$" refer to United States dollars, the official currency of the United States of America (USA).

Our audited consolidated financial statements as of and for the years ended December 31, 2017, 2016 and 2015 and the corresponding notes, which are included under "Item 18. Financial Statements" of this annual report, were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

We use accounting practices adopted in Brazil for financial institutions authorized to operate by the Central Bank of Brazil (Banco Central do Brasil), or the "Central Bank," for certain purposes, such as performance assessment, decision-making, preparation of reports for Brazilian shareholders, filings with the Brazilian Securities and Exchange Commission (CVM) and determining dividend and federal income tax payments.

Some data related to economic sectors presented in this annual report was obtained from the following sources: B3 (*Brasil, Bolsa, Balcão*) or ("B3")Brazilian Association of Credit Card Companies and Services (*Associação Brasileira das Empresas de Cartão de Crédito e Serviços*), or ("ABECS"); Brazilian Association of Leasing Companies (*Associação Brasileira de Empresas de Leasing*), or ("ABEL"); Brazilian Association of Financial and Capital Markets Entities (*Associação Brasileira das Entidades dos Mercados Financeiros e de Capitais*), or ("ANBIMA"); Brazilian Health Insurance Authority (*Agência Nacional de Saúde Suplementar*), or ("ANS"); Central Bank; Brazilian Bank of Economic and Social Development (*Banco Nacional de Desenvolvimento Econômico e Social*), or ("BNDES"); National Association of Private Pension Plans and Life (*Federação Nacional de Previdência Privada e Vida*), or ("FENAPREVI"); Getulio Vargas Foundation (*Fundação Getulio Vargas*), or ("FGV"); and Private Insurance Superintendence (*Superintendência de Seguros Privados*), or ("SUSEP").

Certain figures included in this annual report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

References in this annual report to the "common shares" and "preferred shares" are to our common shares and preferred shares, respectively, and together our "shares." References to "preferred share ADSsi'n this

annual report are to preferred share American Depositary Shares, each representing one preferred share. The preferred share ADSs are evidenced by preferred share American Depositary Receipts, or preferred share ADRs, issued pursuant to an Amended and Restated Deposit Agreement, dated as of December 11, 2015, by and among us, The Bank of New York Mellon, as depositary, and the holders and beneficial owners of preferred share ADSs evidenced by preferred share ADRs issued thereunder (the "Preferred Share ADS Deposit Agreement").

References to "common share ADSs" in this annual report are related to common share American Depositary Shares, with each common share ADS representing one common share. The common share ADSs are evidenced by common share American Depositary Receipts, or common share ADRs, issued pursuant to an Amended and Restated Deposit Agreement dated as of December 11, 2015, by and among us, The Bank f New York Mellon, as depositary, and the holders and beneficial owners of common share ADSs evidenced by common share ADRs issued thereunder (the "Common Share ADS Deposit Agreement" and, together with the "Preferred Share ADS Deposit Agreement," the "Deposit Agreements").

References throughout this annual report to "ADSs" are to our preferred share ADSs and common share ADSs, together.

Throughout this annual report, we may indicate that certain information is available at different websites operated by us. None of the information on the websites referred to or mentioned in this annual report is part of or is incorporated by reference herein.

This annual report translates certain real amounts into U.S. dollars solely for the convenience of the reader. Unless otherwise noted in this annual report, all such real amounts have been translated at the rate of R\$3.3238 per US\$1.00, which was the Central Bank rate published on March 29, 2018. Such conversion

4 Bradesco

#### FORWARD-LOOKING STATEMENTS

Form 20-F

should not be construed as a representation that the real amounts correspond to, or have been or could be converted into, U.S. dollars at that rate or any other rate.

### FORWARD LOOKING STATEMENTS

This annual report contains forward looking statements as defined in Section 27A of the Securities Act of 1933, as amended, or the "Securities Act," and Section 21E of the Securities Exchange Act of 1934, as amended, or the "Exchange Act." These statements are based mainly on our current expectations and projections of future events and financial trends that affect or might affect our business. In addition to the items discussed in other sections of this annual report, there are many significant factors that could cause our financial condition and results of operations to differ materially from those set out in our forward-looking statements, including, but not limited to, the following:

- current weakness in Brazilian macroeconomic conditions;
- global economic conditions;
- economic, political and business conditions in Brazil and in the other markets in which we operate;
- risks of lending, credit, investments and other activities;
- our level of capitalization;
- cost and availability of funds;
- higher levels of delinquency by borrowers, credit delinquency and other delinquency events leading to higher impairment of loans and advances;
- the synergies of the business that we acquired from HSBC Bank Brasil and HSBC Serviços e Participações ("HSBC Brasil");
- loss of customers or other sources of income;
- our ability to execute our investment strategies and plans as well as to maintain and improve our operating performance;
- our revenues from new products and businesses;
- adverse claims, legal or regulatory disputes or proceedings;

- inflation, fluctuations in the value of the *real* and/or interest rates, which could adversely affect our margins;
- competitive conditions in the banking, financial services, credit card, asset management, insurance sectors and related industries:
- the market value of securities, particularly government securities; and
- changes by the Central Bank and others in laws and regulations, applicable to us and our activities, including, but not limited to, those affecting tax matters.

Words such as "believe," "expect," "continue," "understand," "estimate," "will," "may," "anticipate," "should," "intend," and other similar expressions identify forward looking statements. These statements refer only to the date on which they were made, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or any other event.

In light of these risks and uncertainties, the forward looking statements, events and circumstances discussed in this annual report may not be accurate, and our actual results and performance could differ materially from those anticipated in our forward-looking statements. Investors should not make investment decisions based solely on the forward-looking statements in this annual report.

5 Form 20-F - December 2017

PART I Form 20-F

## **PART I**

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

Not applicable.

# ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

## ITEM 3. KEY INFORMATION

### 3.A. Selected Financial Data

We present below our selected financial data derived from our consolidated financial statements as of and for the years ended December 31, 2017, 2016, 2015, 2014 and 2013, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB and audited by KPMG Auditores Independentes, an independent registered public accounting firm. The data as of and for the years ended December 31, 2017, 2016 and 2015 is derived from our consolidated financial statements included in this annual report. The data for the years ended December 31, 2014 and 2013 is derived from our consolidated financial statements, which are not included herein.

The following selected financial data should be read together with the "Presentation of Financial and Other Information" and "Item 5. Operating and Financial Review and Prospects."

#### Selected Financial Data

Year ended December 31,	US\$ in thousands	R\$ in thousands				
2017	2017	2016	2015	2014	2013	
Data from the						
Consolidated Statement of						
Income Interest and similar income	27 079 216	106 000 000	147 700 275	107 049 050	103,893,096	00 692 625
Interest and similar	37,970,310	120,232,320	147,700,375	127,040,252	103,693,090	90,002,023
expenses	(22,741,866)	(75.589.415)	(91.037.386)	(71.412.210)	(53.847.329)	(41.382.142)
Net interest income					50,045,767	
Fee and commission income					16,759,980	
Fee and commission						
expenses	-	-	(36)	(36,203)	(20,724)	(36,041)
Net fee and commission						
income	6,844,223	22,748,828	20,341,051	17,820,670	16,739,256	14,499,682
Net gains/(losses) on						
financial instruments classified as held for trading	2,895,213	0 622 109	16 402 770	(9.252.055)	(1,933,003)	(5 700 000)
Net gains/(losses) on	2,095,215	9,023,106	10,402,770	(6,232,033)	(1,933,003)	(5,790,069)
financial instruments						
classified as available for						
sale	171,598	570,358	(1,341,400)	(671,810)	(991,894)	(6,100,782)
Losses on investments			,	,	,	,
held-to-maturity	(16,403)	(54,520)	-	-	-	-
Net gains/(losses) on foreign						
currency transactions	428,111	1,422,957	150,757	(3,523,095)	(1,244,680)	(1,093,597)
Net income from insurance	4 077 000		4 455 700	E 407 E0E	5 444 045	
and pension plans	1,877,366	6,239,990	4,155,763	5,497,505	5,411,845	6,933,680
Impairment of loans and advances	(5.072.750)	(16 960 935)	(15 350 378)	(14 701 150)	(10,291,386)	(0.623.870)
Personnel expenses	,	,	,	, ,	(10,291,386) (13,667,639)(	,
Other administrative	(0,201,011)	(20,720,200)	(17,000,700)	(11,000,017)	(10,007,000)	(12,001,110)
expenses	(5,079,265)	(16,882,461)	(16,149,563)	(13,721,970)	(12,971,521)(	(12,151,537)
Depreciation and	(-,,	( - ) )	( -, -,,	( - ) , )	( )- )- ).	( , - , <b>,</b>
amortization	(1,374,501)	(4,568,568)	(3,658,413)	(2,942,003)	(2,932,687)	(2,740,830)
Other operating						
income/(expenses)						