

**BRASKEM S.A.**  
**A Publicly-held Company**  
**CNPJ No. 42.150.391/0001-70 - NIRE No. 29300006939**  
**“Company”**

**PROPOSAL BY THE MANAGEMENT**

To the Shareholders,

On November 7, 2012, the board of directors of the Company recommended to the Extraordinary General Meeting of the Company to approve the cancellation of 411 common shares and 4,399,858 class “A” preferred shares issued by the Company which had been held in treasury until then, without changing the amount of share capital, along with the approval of the amendment of the main section of article 4 of the Company Bylaws in order to reflect the change in the number of shares resulting from the cancellation of the shares held in treasury; it also approved the calling of an Extraordinary General Meeting of the Company, according to the call notice published pursuant to law (“Meeting”).

Thus, in seeking to comply with article 11 of Securities and Exchange Commission (CVM) Ruling No. 481 of November 17, 2009, the Company’s management hereby submits to the Meeting the following proposal for amending the main section of article 4 of the bylaws:

<b>Current Wording</b>	<b>Amendment Proposal</b>	<b>Comments/Justifications</b>
<b>CHAPTER II CAPITAL AND SHARES</b>	<b>CHAPTER II CAPITAL AND SHARES</b>	Wording unaltered.

Current Wording	Amendment Proposal	Comments/Justifications
<p><b>Article 4</b> - The share capital is eight billion, forty-three million, two hundred and twenty-two thousand, eighty Reais and fifty centavos (R\$ 8,043,222,080.50), divided into eight hundred and one million, six hundred and sixty-five thousand, six hundred and seventeen (801,665,617) shares, of which four hundred and fifty-one million, six hundred and sixty-nine thousand and sixty-three (451,669,063) are common shares, three hundred and forty-nine million, four hundred and two thousand, seven hundred and thirty-six (349,402,736) are class “A” preferred shares and five hundred and ninety-three thousand, eight hundred and eighteen (593,818) are class “B” preferred shares.</p>	<p><b>Article 4</b> - The share capital is eight billion, forty-three million, two hundred and twenty-two thousand, eighty Reais and fifty centavos (R\$ 8,043,222,080.50), divided into <b>seven hundred and ninety-seven million, two hundred and sixty-five thousand, three hundred and forty-eight (797,265,348)</b> shares, of which <b>four hundred and fifty-one million, six hundred and sixty-eight thousand, six hundred and fifty-two (451,668,652)</b> are common shares, <b>three hundred and forty-five million, two thousand, eight hundred and seventy-eight (345,002,878)</b> are class “A” preferred shares and five hundred and ninety-three thousand, eight hundred and eighteen (593,818) are class “B” preferred shares.</p>	<p>According to the decision by the Board of Directors, in a meeting held on November 7, 2012, in order to cancel, without reducing the amount of share capital, (i) 2,857,600 class “A” preferred shares that were acquired within the scope of the 3rd and 4th share repurchase programs introduced by the Company; (ii) 1,506,060 class “A” preferred shares resulting from the interest held in the Company by the consolidated company Triunfo; (iii) 411 common shares derived from the exercise of the right to withdrawal during the merger of the shares of Rio Polímeros S.A. by the Company; and (iv) 36,198 class “A” preferred shares resulting from the exercise of the right to withdrawal due to the merger of shares of Braskem Petroquímica S.A. by the Company, which totals 411 common shares and 4,399,858 class “A” preferred shares held in treasury.</p> <p>The cancellation of 4,400,269 common and class “A” preferred shares will result in an increase in percentage of approximately 0.55% of each share issued in the share capital.</p> <p>The amendment proposed shall not result in any change in the rights and advantages of each class of shares.</p>

São Paulo, November 14, 2012

Marcelo Bahia Odebrecht  
Chairman of the Board of Directors