

BANK BRADESCO  
Form 6-K  
June 08, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the month of June, 2011  
Commission File Number 1-15250**

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**BANCO BRADESCO S.A.**  
(Exact name of registrant as specified in its charter)

**BANK BRADESCO**  
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara  
06029-900 - Osasco - SP  
Federative Republic of Brazil**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.  
Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby  
furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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**1.1 – Declaration and identification of persons responsible**

**Name of person responsible for contents of the form** **Luiz Carlos Trabuco Cappi**

**Position of person responsible** Chief Executive Officer

**Name of person responsible for contents of the form** **Domingos Figueiredo de Abreu**

**Position of person responsible** Director of Investor Relations

**The above mentioned directors declare that:** a. they have reviewed this reference form b. all information in the form complies with Brazilian Securities Commission (CVM) Instruction No. 480, in particular articles 14 to 19 c. the information herein provides a true, accurate and full picture of the issuer's financial situation and the risks inherent in its activities and its issue of securities

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**2.1/2.2 – Auditors – identification and remuneration**

<b>Has auditor?</b>	Yes
<b>CVM Ref.</b>	287-9
<b>Auditor type</b>	Brazilian
<b>Name/Business name</b>	PRICEWATERHOUSECOOPERS AUDITORES INDEPENDENTES
<b>Individuals/Legal entities No. (CPF/CNPJ)</b>	61.562.112/0001-20
<b>Period services provided</b>	01/01/2010
<b>Description of service contract</b>	Audit studies related to revised Bradesco Conglomerate's financial statements for the year ended December 31, 2010 and "other services", referring to the diagnostics of technology processes, response to queries on tax matters and training.
<b>Total amount of compensation of independent auditors segregated by service</b>	Audit reports and other services: R\$ '000 Audit: R\$ 33,764      Other services R\$ 324      Total R\$ 34,088
<b>Reason for replacing</b>	Not applicable
<b>Reason given by auditor in the event of disagreeing with issuer's reason</b>	Not applicable
<b>Name of auditor responsible</b>	<b>Period services provided</b> <b>Taxpayer no. (CPF)</b> <b>Address</b>
Luís Carlos Matias Ramos	01/01/2010      103,007,048-28      Av. Francisco Matarazzo, 1400, Torre Torino, 9º andar, Água Branca, São Paulo, SP, Brazil, CEP 05001-903, Telephone (0011) 36742000, email luis.ramos@br.pwc.com

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## **2.3 – Other material information**

### ***Replacement of public auditor***

At a meeting held on 03/21/2011, in light of Bradesco's corporate governance practices and management's procedure for engaging auditors, the issuer's board of directors accepted an Audit Committee recommendation to replace PricewaterhouseCoopers by KPMG, as of that date. KPMG is registered with the public accountants body CRC 2SP014428/O-6 and its principal offices are located at Rua Dr. Renato Paes de Barros 33, 17<sup>th</sup> floor, Itaim Bibi, São Paulo, SP, corporate tax number CNPJ 57.755.217/0001-29, and it is registered with the Brazilian Securities and Exchange Commission (CVM) as per Declaratory Act 5.180 of 12/7/1998. KPMG was engaged to provide independent auditing services to the company as of the 2011 reporting period.

The replaced auditing firm agreed with the above reason provided by the issuer.

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**2.3 – Other material information****Auditors – identification and remuneration in 2008 and 2009**

<b>Has auditor?</b>	YES		
<b>Auditor's reference number with Brazilian Securities Commission (CVM)</b>	287-9		
<b>Auditor type</b>	Brazilian		
<b>Auditor's business name/trading name</b>	PRICEWATERHOUSECOOPERS AUDITORES INDEPENDENTES		
<b>Auditor's corporate taxpayer number (CPF/CNPJ)</b>	61.562.112/0001-20		
<b>Period in which services rendered</b>	02/06/2008 to 06/30/2009		
<b>Description of services engaged</b>	Audit work related to a review of the Bradesco conglomerate's financial statements for the year ended December 31, 2008 and "other services" relating to diagnostics of technology processes, response to consultations on tax aspects and training arrangements.		
<b>Total amount of remuneration of independent auditors segregated by service</b>	Auditing R\$ 28,420; R\$ 28,689.	Other services R\$ 269;	Total
<b>Reason for replacement</b>	Not applicable		
<b>Reason given by auditor in the event of disagreeing with the issuer's reason</b>	Not applicable		
<b>Name of technical person responsible</b>	<b>Period in which services rendered</b>	<b>Taxpayer number (CPF)</b>	<b>Address</b>
Washington Luiz Pereira Cavalcanti	02/06/2008 to 06/30/2009	023.115.418-62	Av. Francisco Matarazzo, 1400, Torre Torino, 9º andar, Água Branca, São Paulo, SP, Brazil, postal code 05001-903, telephone +55 (11) 36742000, e-mail: washington.cavalcanti@br.pwc.com

<b>Has auditor?</b>	YES		
<b>Auditor's reference number with Brazilian Securities Commission (CVM)</b>	287-9		
<b>Auditor type</b>	Brazilian		
<b>Auditor's business name/trading name</b>	PRICEWATERHOUSECOOPERS AUDITORES INDEPENDENTES		
<b>Auditor's corporate taxpayer number (CPF/CNPJ)</b>	61.562.112/0001-20		
	01/05/2009 to 06/30/2010		

**Period in which services rendered**

**Description of services engaged** Audit work related to a review of the Bradesco conglomerate's financial statements for the year ended December 31, 2009 and "other services" relating to diagnostics of technology processes, response to consultations on tax aspects and training arrangements

**Total amount of remuneration of independent auditors segregated by service** Auditing work and other services: R\$ Thousand

	Auditing R\$ 31,008;	Other services R\$ 366;	Total
	R\$ 31,374.		

**Reason for replacement** Not applicable

**Reason given by auditor in the event of disagreeing with the issuer's reason** Not applicable

**Reason given by auditor in the event of disagreeing with the issuer's reason**

Name of technical person responsible	Period in which services rendered	Taxpayer number (CPF)	Address
Washington Luiz Pereira Cavalcanti	01/05/2009 to 06/30/2010	023.115.418-62	Av. Francisco Matarazzo, 1400, Torre Torino, 9º andar, Água Branca, São Paulo, SP, Brazil, postal code 05001-903, telephone +55 (11) 36742000, e-mail: washington.cavalcanti@br.pwc.com

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**3.1 – Consolidated Financial information**

<b>(Brazilian reais)</b>	<b>Fiscal year (12/31/2010)</b>	<b>Fiscal year (12/31/2009)</b>
Shareholder equity	51,158,565,000.00	44,646,707,000.00
Total assets	602,954,024,000.00	489,683,951,000.00
Net revenue /fin.intermed./Insurance premiums earned	101,034,627,272.00	87,731,759,634.00
Gross earnings	15,324,117,000.00	12,565,173,000.00
Net earnings	10,052,193,000.00	8,300,843,000.00
Number shares excluding Treasury	3,762,055,141	3,420,550,403
Share equity value (Brazilian reais per unit)	13.60000	13.05000
Net earnings per share	2.67000	2.43000

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**3.2 – Non-accounting metrics**

Non-accounting metrics were not disclosed in the course of the last fiscal year.

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### **3.3 – Events subsequent to the most recent financial statements**

Subsequent to the most recent consolidated financial statements, on January 24, 2011, Bradesco acquired shares issued by Companhia Brasileira de Soluções e Serviços – CBSS (“CBSS”), held by Visa International Service Association (“Visa International”), corresponding to 5.01% of CBSS' share capital at the value of R\$ 85.8 million. Therefore, Bradesco's holdings in CBSS increased from 45% to 50.01%, thus reinforcing its holdings in the capital of companies operating in the card market. Note that this transaction does not substantially alter the most recent consolidated financial statements.

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**3.4 – Policy for allocating earnings**

Pursuant to Article 192 of Law No. 6,404/76, together with the accounting statements for the period, and subject to the provisions of articles 193 to 203 and its bylaws the company's management bodies shall draw up a proposal for use of the period's net income and submit it to the Annual General Meeting.

The following table shows use of income for the last 3 (three) years:

<b>Description</b>	<b>Use of income</b>			<b>R\$ thousand</b>
	<b>2010</b>	<b>2009</b>	<b>2008</b>	
Net income for the period	10,021,673	8,012,282	7,620,238	
Legal reserve	501,084	400,614	(*)	
Statutory reserves	6,151,846	4,893,586	376,051	
Interest on shareholder equity	2,464,538	2,133,269	4,452,492	
Dividends	904,205	584,813	1,956,591	

(\*) (7,620,238 – 99,219)\*5%, of which R\$ 7,620,238,000 corresponds to net income and R\$ \$ 99,219,000 to prior period adjustment related to Law 11.638/07. For more details, see Note 35d to the Financial Statements for the year 2008 available at Bradesco Investor Relations.

**a) Rules on retained earnings****Legal Reserve**

Allocation of a portion of net profit to the legal reserve is determined by Article 193 of Law No. 6,404/76 in order to ensure the integrity of share capital, and may be used only to offset losses or increase capital.

Five percent (5%) of the period's net profit, before any other use, will be allocated to the legal reserve, which must not exceed twenty percent (20%) of share capital.

There is no requirement to allocate to the legal reserve in a year in which the balance of this reserve, plus capital reserves as per §1 of Article 182, exceeds thirty percent (30%) of share capital.

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### **3.4 – Policy for allocating earnings**

#### **Statutory Reserves**

Article 194 of Law No. 6,404/76 which governs the creation of statutory reserves states that the bylaws of the company may establish reserves on condition that in each case:- its purpose is accurately and fully stated;- criteria are set to determine the annual portion of net profits that will be allocated to the statutory reserve; and- the maximum amount of the reserve is stated.

Pursuant to the legislation, Article 31 of the bylaws states that after all statutory allocations have been made, a proposal for the allocation or use of any net income remaining shall be made by the executive board, to be approved by the board of directors and decided by General Meeting, and such income may be allocated one hundred percent (100%) to "Income Reserves – Statutory" in order to maintain an operational margin consistent with the development of the Company's active operations up to the limit of ninety-five percent (95%) of paid-up share capital.

If the board's proposal for use of net income from the period contains provision for distributing dividends and/or payment of interest on own capital in an amount greater than the mandatory dividend pursuant to Article 30, item III of the bylaws, and/or retained earnings under Article 196 of Law No. 6,404/76, the balance of net income for making this reserve will be determined after deducting these allocations in full.

#### **b) Rules for distribution of dividends**

With the introduction of Law No. 9,249/95, which came into force on January 1, 1996, companies may pay interest on own capital to their shareholders, to be imputed, net of income tax at source, to the amount of the minimum mandatory dividend.

#### **Minimum mandatory dividend**

Pursuant to item III of Article 28 of Bradesco's bylaws, shareholders are assured thirty percent (30%) of net income, each year, as a minimum mandatory dividend, adjusted for any decrease or increase of the amounts specified in items I, II and III of Article 202 of Law No. 6,404/76 (Law of Joint Stock Corporations).

### **3.4 – Policy for allocating earnings**

Thus the minimum of thirty percent (30%) stipulated in the bylaws is greater than the minimum of twenty-five percent (25%) set forth in §2 of Article 202 of Law No. 6,404/76.

#### **Shareholders holding preferred shares**

Preferred shares confer on their holders dividends ten percent (10%) higher than those paid on common shares (item "b", §2, Article 6 of the bylaws).

#### **Reinvestment of dividends or interest on own capital**

Reinvestment of dividends or interest on own capital is a product that enables a shareholder and account holder registered with Bradesco Corretora (brokerage), personal or corporate, to invest the amount received and credited to current account in new shares (currently only for preferred shares), thereby increasing their shareholding.

Shareholders have the option of reinvesting monthly and/or special (supplementary or intermediate) dividends. There is no upper limit for reinvesting and the minimum must be enough to purchase at least one (1) share.

#### **C) Periodicity of dividend distributions**

Banco Bradesco S.A. ("Bradesco") has distributed dividends monthly since 1970, and became the first Brazilian financial institution to adopt this practice.

#### **Interim dividends**

The executive board, on approval of the board of directors, is authorized to declare and pay out interim dividends, semiannual or monthly, from existing earnings, or profit reserve accounts (§1, Article 28 of the bylaws).

It may also authorize payment of interest on own capital in total or partial substitution of interim dividends (§2, Article 28 of the bylaws).

#### **Monthly Payment of Interest on Own Capital**

For the purposes set forth in Article 205 of Law No. 6,404/76, beneficiaries are shareholders registered with the Company on declaration dates, which are on the first day of each month.

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### **3.4 – Policy for allocating earnings**

Payments are made on the first business day of the following month, as monthly advances on the mandatory dividend by crediting the account informed by the shareholder or made available to the Company.

#### **Any restrictions on dividend payments imposed by special laws or regulations applicable to the issuer, as well as contracts, court decisions, administrative or arbitration court rulings**

There are no restrictions on the distribution of dividends.

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**3.5 – Distribution of dividends and retention of net income**

<b>(BRL)</b>	<b>Fiscal year 12/31/2010</b>		<b>Fiscal year 12/31/2009</b>		<b>Fiscal year 12/31/2008</b>	
Adjusted net income		9,520,589,046.91		7,611,668,193.44		7,244,186,529.91
Dividend distributed / adjusted net income		35.384000		35.709402		37.167395
Issuer's return on shareholders' equity		19.816870		18.229903		21.146869
Total dividend distributed		3,368,743,286.83		2,718,081,158.73		2,692,475,443.99
Retained earnings		6,652,929,394.13		5,294,201,150.15		4,828,542,821.96
Date retention approved		03/10/2011		03/10/2010		03/10/2009
<b>Retained earnings</b>	<b>Amount</b>	<b>Dividend payment</b>	<b>Amount</b>	<b>Dividend payment</b>	<b>Amount</b>	<b>Dividend payment</b>
<b>Mandatory dividend</b>						
Common	22,607,384.78	07/01/2010	20,287,376.85	07/01/2009	18,444,799.47	07/01/2008
Common	22,607,384.88	05/03/2010				
Common	22,607,383.86	03/01/2010				
Common	24,868,194.69	01/03/2011				
Common	24,868,194.17	11/01/2010				
Common	24,868,193.88	09/01/2010				
Common	22,607,384.82	04/01/2010				
Common	20,552,275.75	02/01/2010				
Common	24,868,193.82	10/01/2010				
Common	22,607,385.16	06/01/2010				
Common	22,607,385.02	08/02/2010				
Common	24,868,193.91	12/01/2010				
Common	150,025,491.86	02/18/2011				

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**3.5 – Distribution of dividends and retention of net income**

Preferred	165,076,049.21	02/18/2011	22,317,056.59	08/03/2009	20,282,157.48	12/01/2008
Preferred	24,865,169.36	06/01/2010				
Preferred	27,353,813.12	10/01/2010				
Preferred	27,353,834.89	12/01/2010				
Preferred	24,865,183.77	08/02/2010				
Preferred	24,865,151.22	04/01/2010				
Preferred	24,865,137.19	03/01/2010				
Preferred	24,865,162.33	05/03/2010				
Preferred	24,865,181.43	07/01/2010				
Preferred	27,353,838.53	01/03/2011				
Preferred	22,607,330.78	02/01/2010				
Preferred	27,353,805.43	09/01/2010				
Preferred	27,353,829.25	11/01/2010				
Common			20,553,168.99	01/04/2010		
Common			20,287,373.27	05/04/2009		
Common			20,252,324.90	12/01/2009		
Common			18,443,377.65	02/02/2009		
Common			20,288,639.90	08/03/2009		
Common			20,287,271.46	06/01/2009		
Common			20,287,372.01	04/01/2009		
Common			20,286,933.57	10/01/2009		
Common			20,264,408.68	11/03/2009		

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**3.5 – Distribution of dividends and retention of net income**

Common	20,287,605.49	03/02/2009		
Common	20,287,859.49	09/01/2009		
Common	36,666,668.65	03/09/2010		
Preferred	20,282,156.59	02/02/2009		
Preferred	22,315,243.60	03/02/2009		
Preferred	22,315,310.00	07/01/2009		
Preferred	22,317,066.35	10/01/2009		
Preferred	22,315,303.39	06/01/2009		
Preferred	22,315,274.90	05/04/2009		
Preferred	22,317,059.89	09/01/2009		
Preferred	40,333,331.35	03/09/2010		
Preferred	22,281,056.58	12/01/2009		
Preferred	22,613,297.87	01/04/2010		
Preferred	22,296,957.73	11/03/2009		
Preferred	22,315,251.44	04/01/2009		
Common			184,453,605.50	07/21/2008
Common			18,444,908.11	06/02/2008
Common			18,444,908.78	05/02/2008
Common			18,444,282.70	09/01/2008
Common			18,443,377.22	01/02/2009
Common			18,443,965.03	11/03/2008
Common			18,444,282.19	08/01/2008
Common			18,443,377.53	12/01/2008

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**3.5 – Distribution of dividends and retention of net income**

Common					18,444,282.86	10/01/2008
Preferred					20,282,614.01	05/02/2008
Preferred					20,282,640.24	06/02/2008
Preferred					20,282,150.33	08/01/2008
Preferred					20,282,604.01	07/01/2008
Preferred					20,282,161.19	11/03/2008
Preferred					20,282,151.62	01/02/2009
Preferred					20,282,154.56	09/01/2008
Preferred					20,282,149.12	10/01/2008
Preferred					202,891,593.72	07/21/2008
<b>Interest on own capital</b>						
Common	907,618,820.67	02/18/2011	238,690,962.07	07/20/2009	18,193,408.95	02/01/2008
Common	265,971,873.30	07/19/2010				
Preferred	998,379,638.25	02/18/2011	854,941,608.16	03/09/2010	964,880,026.03	03/09/2009
Preferred	292,566,416.50	07/19/2010				
Common			777,055,954.33	03/09/2010		
Preferred			262,577,886.98	07/20/2009		
Common					18,193,292.14	04/01/2008
Common					18,193,379.50	03/03/2008
Common					877,113,542.98	03/09/2009
Preferred					20,005,624.80	04/01/2008
Preferred					20,005,983.62	03/03/2008
Preferred					20,006,019.30	02/01/2008

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**3.6 – Declaration of dividends charged to the retained earnings account or reserves**

In relation to the previous three fiscal years, no dividends were declared or charged to the retained earnings account or reserves established in prior fiscal years.

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**3.7 – Level of indebtedness**

Fiscal year	Total debt of all Type of index types	Description of other index and Level of endedness reason for using it
12/31/2010	551,795,459,000.00 Level of indebtedness	10.79000000

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**3.8 – Obligations by nature and due date**

<b>Fiscal year (12/31/2010)</b>					
<b>Type of debt</b>	<b>Less than 1 year</b>	<b>1 -3 years</b>	<b>3 - 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
<b>Unsecured</b>	360,517,551,000.00	160,751,368,000.00	21,192,384,000.00	9,334,156,000.00	551,795,459,000.00
<b>Total</b>	360,517,551,000.00	160,751,368,000.00	21,192,384,000.00	9,334,156,000.00	551,795,459,000.00
<b>Notes</b>					

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**3.9 – Other material information**

The selected financial information in this item refers to the consolidated accounting statements.

NB: Item 3.1: Breakdown of net income – consolidated

<b>Composition</b>	<b>2010</b>	<b>2009</b>	R\$
Revenues for interest and similar	63,772,183,000.00	55,165,229,000.00	
Fee and commission income	9,421,485,000.00	7,866,601,000.00	
Premiums retained – insurance and pension plans	27,994,116,000.00	24,118,550,000.00	
Income from equity interests in affiliates	577,053,000.00	728,867,000.00	
Other operating income	2,028,780,000.00	2,211,799,000.00	
Tax / social contribution (Cofins)	(2,072,156,331.00)	(1,727,616,107.00)	
Tax on services of any type – (ISS)	(344,084,883.00)	(312,607,834.00)	
Tax / social contribution (PIS)	(342,748,514.00)	(319,062,425.00)	
<b>TOTAL</b>	<b>101,034,627,272.00</b>	<b>87,731,759,634.00</b>	

***Distribution of dividends and retention of net income***

Note that the accounting statements used policy for use of income and distribution of dividends and interest on own capital as per items 3.4 and 3.5, respectively, were prepared in accordance with accounting practices adopted in Brazil and applicable to institutions authorized to operate by the Central Bank of Brazil.

***Reasons for issuer not filling out data for FY 2008***

Note that issuer accounting data disclosed in item 3 and its sub-items refer to consolidated data compiled in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). These consolidated financial statements are covered by First-time Adoption of International Financial Reporting Standards (IFRS 1 R). The statements for the year ended December 31, 2008 were not prepared under the international accounting standard, so we are not including comments or statements on 2008 because they do not enable proper comparison with the years ended December 31, 2010 and 2009.

**4.1 – Description of risk factors****Macroeconomic risks*****Bradesco's business and results from operations are substantially affected by conditions on global financial markets.***

There was excessive volatility and disruption in global credit and capital markets in 2008, 2009 and the first half of 2010. Global capital and credit markets recent turbulence led to a liquidity crunch and higher credit risk premiums for various market participants, which led to less availability of funding and/or increased costs for both financial institutions and their customers. Rising or high interest rates and/or higher levels of spreads on credit created a less favourable environment for most of Bradesco's business dealings and may impair customers' ability to repay their debts, reducing Bradesco's flexibility in terms of planning or reacting to changes in its operations and the financial industry in general. Therefore, even though conditions in the world and Brazilian economies improved, results from operations may still be affected by adverse conditions in global financial markets for as long as they remain volatile and subject to turbulence and uncertainty.

***The Brazilian government has influence on the Brazilian economy and local political and economic conditions have a direct impact on Bradesco's business.***

Bradesco's financial conditions and results from operations depend substantially on the Brazilian economy, which in the past has been characterized by frequent and occasionally drastic intervention by the Brazilian government and by volatile economic cycles.

In the past, the Brazilian government has often changed monetary, fiscal and taxation policy in order to influence the course of the Brazilian economy. Bradesco has no means of controlling or predicting which measures or policies the Brazilian government may take in response to current or future economic situations or how the Brazilian government's policies or intervention will affect the economy and directly or indirectly affect Bradesco's operations and revenues.

Our business, our financial situation, and the market value of our preferred shares may be adversely affected by alterations in these policies involving currency controls, taxes and other factors such as the following:

- fluctuating exchange rates;
- fluctuating benchmark interest rates;
- domestic economic growth;
- political, social or economic instability;
- monetary policy;
- fiscal policy factors and alterations to the taxation system;
- currency exchange controls policy;
- liquidity of domestic credit, capital and financial markets;
- customers' ability to meet their other obligations to Bradesco;
- reductions in wages or income levels;
- rising rates of unemployment;
- inflation; and
- other political, diplomatic, social or economic developments in Brazil or internationally, that may affect Brazil.



#### **4.1 – Description of risk factors**

Presidential elections were held in Brazil in October 2010. Uncertainty over the implementation of alterations to monetary, fiscal and pension-fund policies, and in relation to relevant legislation, may contribute to economic instability. These facts may heighten volatility on Brazilian stock and bond markets. We are unable to foresee whether the government elected in October 2010 or any subsequent government will have an adverse effect on the Brazilian economy and consequently on Bradesco's business and the market value of our preferred shares.

***Exchange rate variations may negatively affect the Brazilian economy, and Bradesco's earnings and financial situation.***

Bradesco's business is impacted by variations in Brazilian real's exchange rate. Since October 2002 and more intensively since June 2004, the Brazilian real has appreciated against the US dollar, with a few periods of depreciation (reaching R\$ 1.5593 per US\$ 1.00 on August 1st, 2008). At the end of 2008, in the context of the global financial crisis, the Brazilian real fell sharply against the US dollar (reaching R\$ 2.3370 per US\$ 1.00 on December 31st, 2008, after reaching R\$ 2.5000 on December 5th, 2008). In 2009, the real was again appreciating against the dollar (reaching R\$ 1.7412 per US\$ 1.00 at the end of the year). In 2010, the real continued its appreciation against the dollar (reaching R\$ 1.6662 per US\$ 1.00 at the end of the year). Macroeconomic fundamentals and the current global situation (abundant liquidity, high appetite for risk and rising commodity prices) suggest that the vector of currency appreciation is still present.

When the Brazilian currency is devalued or depreciates, Bradesco incur losses on its liabilities denominated in foreign currencies, or indexed to them. For example, its long-term debt denominated in dollars, loans in foreign currencies and gains on monetary assets denominated in foreign currencies or indexed to them, since such liabilities and assets are converted into Brazilian reais. Therefore, if Bradesco's liabilities denominated in foreign currency, or indexed to it, significantly exceed its assets denominated in foreign currency or indexed to it, including any financial instruments used for hedging purposes, major depreciation or devaluation of the Brazilian currency could substantially and adversely affect its financial results and the market price of preferred shares, even though the value of its liabilities had not altered in their original currency. Furthermore, Bradesco's loans depend significantly on its ability to match the cost of dollar-indexed funds with rates charged to customers. Significant depreciation or depreciation may affect its ability to attract customers on these terms or to charge fees indexed in dollars.

On the other hand, when the Brazilian currency appreciates Bradesco sustains losses on monetary assets denominated in, or indexed, to foreign currencies such as the US dollar, and is affected by reductions in liabilities denominated in, or indexed to, foreign currencies since liabilities and assets are converted into Brazilian reais. Therefore, if Bradesco's monetary assets denominated in or indexed to foreign currency significantly exceed its liabilities denominated in or indexed to foreign currency, including any financial instruments used for hedging purposes, major appreciation of Brazil's currency could substantially and adversely affect its financial performance, even if the monetary value of such an asset remains unchanged in its original currency.

***If Brazil experiences substantial inflation in the future, Bradesco's revenues and its ability to access foreign financial markets will be diminished.***

In the past, Brazil has experienced extremely high rates of inflation. According to the Consumer Price Index -Domestic Availability (or IGP-DI), inflation rates in Brazil reached 9.11%, (1.44%) and 11.31% on December 31, 2008, 2009 and 2010 respectively. Inflation and government measures to curb inflation had significant negative impacts on the Brazilian economy. Government measures to curb inflation and public speculation in relation to possible government measures had a negative effect on the economy and added to economic uncertainty in Brazil and heightened volatility in the Brazilian securities market, which may have a negative effect for Bradesco.

#### 4.1 – Description of risk factors

These measures have often included restrictive monetary policy with high interest rates, restricting availability of credit and reducing economic growth. As a result, interest rates have fluctuated significantly. Increases in the rate of the Special Settlement and Custody System, known as the "SELIC" rate, and the benchmark interest rate set by the Brazilian Monetary Policy Committee, or "COPOM", may negatively affect Bradesco by reducing demand for credit and raising funding costs, the cost of domestic debt, and the risk of customer default. SELIC rate reductions may also have a negative effect on Bradesco by reducing financial income, on interest-earning assets and reduced revenues and margins.

Future actions of the Brazilian government – including interest rate cuts, foreign exchange market interventions, or steps to adjust or fix the value of the Brazilian real – may lead to rising inflation. If Brazil undergoes fluctuating inflation rates, Bradesco's costs and net margins may be affected and if there is lack of investor confidence, prices of its securities may fall. Inflationary pressures may also affect its ability to access financial markets abroad and may lead to counter-inflationary policies that may have adverse effects on its business, financial situation, results from operations and market value of its preferred shares.

***Alterations of the benchmark interest rate made by the Central Bank's monetary policy committee (COPOM) may substantially and adversely affect margins and results from Bradesco's operations.***

COPOM sets basic interest rates for the Brazilian banking system. Basic interest rates were 13.75%, 8.75% and 10.75% per annum on December 31, 2008, 2009 and 2010, respectively. Variations in the basic interest rate may substantially and adversely affect Bradesco's results from operations for these reasons:

- high basic interest rates raise Bradesco's domestic debt costs and may increase the probability of customer default; and
- low basic interest rates may reduce Bradesco's net financial income.

The monetary policy committee (COPOM) sets the benchmark interest rate to manage certain aspects of the Brazilian economy, including hedge capital reserves and flows. The basic interest rates set by COPOM or the frequency at which these rates are adjusted are not controlled.

***Events and perception of risk in Brazil and in other countries, specially other emerging markets, may negatively affect the market value of Brazilian securities, including Bradesco's preferred shares.***

The market value of securities issued by Brazilian companies is affected to varying degrees by economic and market conditions in other countries including other Latin American countries, and other emerging countries. Although economic conditions in these countries may differ significantly from economic conditions in Brazil, investors' reaction to events in these countries can have an adverse effect on the market value of securities of Brazilian issuers. Crises in other emerging countries may reduce investor appetite for securities from Brazilian issuers, including the ones issued by Bradesco, which might negatively affect the market value of its preferred shares.

The recent global financial crisis has had significant consequences worldwide, including in Brazil, such as volatility on capital markets, tight credit or non-availability of credit, higher interest rates, a slowdown in the global economy, volatile exchange rates, and inflationary pressures, among others that have directly or indirectly had, and will continue to have, negative impacts on Bradesco's business dealings, financial position, results from operations, the market value of securities of Brazilian issuers, including Bradesco, and its ability to finance its operations.

#### **Risks related to Bradesco and the Brazilian banking sector**

***Bradesco may meet with higher levels of arrears in repayment of loans, as its loan portfolio matures.***

Bradesco's loan portfolio has grown substantially since 2004, mainly due to Brazil's economic growth. Any corresponding increase in its level of borrowing taking an abnormal course may lead to a slower pace than the ratio

#### 4.1 – Description of risk factors

of growth of loans, since the latter are not normally repayable within a short period of their origination. Levels of non-performing loans are higher for Bradesco's personal than for its corporate customers.

The weakening of economic conditions in Brazil, which began in mid-2008, resulted in higher unemployment, which in turn led to increases in Bradesco's levels of non-performing loans, especially for personal customers' portfolio. This trend towards higher levels of non-performing loans deteriorated in 2009. In 2010 there was an improvement in delinquency levels arising from the economic recovery in Brazil. However, if economic conditions in Brazil deteriorate, the issuer may be forced to increase its provision for loan losses in the future.

Rapid growth of loans may also reduce the ratio of non-performing loans compared to total loans, until the rate of growth slackens or the portfolio becomes more mature. Adverse economic conditions and a lower growth rate of Bradesco's loan portfolio may result in an increase in its provisions for loan losses, write-downs and non-performing loans as a proportion of total loans, which may have an adverse effect on its business dealings, financial condition and results from operations.

***The increasingly competitive environment in banking and insurance in Brazil may adversely affect Bradesco's business prospects.***

The Brazilian markets for financial, banking and insurance services are highly competitive. Bradesco faces significant competition from other large Brazilian and foreign banks and insurance companies, both public and private, in all the key segments of its operations. There has also been more consolidation of the Brazilian banking market. In November 2008, Banco Itaú S.A. (Banco Itaú), and Unibanco - União de Bancos Brasileiros S.A. (Unibanco), merged to form Banco Itaú Unibanco (Itaú Unibanco), thus creating an important presence in the market. At the end of 2010, Banco Itaú Unibanco was renamed Banco Itaú. In addition, Banco do Brasil S.A. (Banco do Brasil), also joined with Banco Nossa Caixa S.A. in November 2008 and entered into a strategic partnership agreement with Banco Votorantim S.A. (Banco Votorantim).

Banco Itaú entered into a partnership agreement with Porto Seguro Cia. de Seguros Gerais (Porto Seguro) in the automobile and residential insurance sector, to create a market leader in the auto insurance segment.

Moreover, Brazilian regulations create barriers to entry and make no distinction between foreign and Brazilian commercial and investment banks or between Brazilian and foreign insurance companies and insurers. Therefore the presence of foreign banks and insurance companies in Brazil, some of whom have more resources than Bradesco, has increased competitiveness in banking and insurance in general and also brought more competition in markets for specific products. Privatization of public (government controlled) banks has also made the Brazilian banking and other financial services markets more competitive.

A higher level of competition may adversely affect Bradesco's results and its potential business, and may among other factors:

- restrict the ability to build its customer base and expand our operations;
- reduce the profit margins on services and Bradesco's products, insurance, leasing and other services and products; and
- lead to more competition for foreign investment opportunities.

***Losses on investments in securities may have a significant impact on Bradesco's results from operations and are unpredictable.***

The value of some of the investments in securities may be significantly reduced due to volatile financial markets and may vary over short periods. The amounts of these gains and losses, which are journalized as investments in securities are sold, or in certain circumstances in which they are marked to market or recognized at fair value, may

## 4.1 – Description of risk factors

fluctuate substantially from one period to another. The extent of this fluctuation partly depends on market values of securities, which in turn may vary considerably, and on Bradesco's policies for investment. It is not possible to predict the amount of gains or losses realized in a certain future period and Bradesco's management believes that variations from one period to another are of no practical value for the purposes of analysis. Additionally, any income from its investment portfolio may no longer contribute to its net income at the same levels as in recent periods, and Bradesco may no longer enjoy rising valuations such as those currently seen in its consolidated investment portfolio, or any portion of the corresponding increase in value.

### ***May suffer losses associated with exposure to counterparties.***

Bradesco is subject to the possibility of a counterparty not honouring its contractual obligations. Counterparties default may be due to bankruptcy, lack of liquidity, operational failure, or other reasons. This risk may arise, for example, with swaps or other derivatives in which counterparties have an obligation to repay or execute currencies or other trades that do not occur when required due to inability to make delivery or system failures affecting clearing agents, currency exchange, clearing houses or other financial intermediaries. This counterparty risk is higher in difficult markets where there is greater risk of counterparty failure.

### ***Bradesco's trading in derivatives and related transactions may cause substantial losses.***

Bradesco is actively engaged in trading securities, and in buying fixed-income securities and equity shares, in particular, to sell them in the short-term with the aim of profiting from short-term price differentials. These investments may expose Bradesco to substantial financial losses in the future, since securities are subject to fluctuations in value and may lead to losses. In addition, Bradesco is present in derivatives transactions to manage its exposure to currency and interest-rate risk. The purpose of these derivative transactions is to protect Bradesco against increases or decreases in exchange rates or interest rates, but not in both cases. For example, Bradesco may buy derivatives to hedge against reductions in the rate of the Brazilian real or a lower interest rate; if the Brazilian real appreciates, or interest rates rise, the Bank may incur financial losses. Such losses could significantly and adversely affect Bradesco's cash flow and future results of operations.

### ***The Brazilian government regulates operations of local financial institutions and insurance companies, and changes in existing regulations and laws or new laws or regulations may adversely affect Bradesco's operations and revenues.***

Brazilian banks and insurance companies, including Bradesco's banking and insurance operations, are subject to extensive and ongoing regulatory supervision by the Brazilian government. Bradesco has no control over government regulation, which governs all aspects of the Bank's operations, including the imposition of:

- minimum capital requirements;
- compulsory deposits/reserves;
- requirements for investment in fixed assets;
- lending limits and other credit restrictions;
- accounting and statistical requirements;
- solvency margins;
- minimum coverage levels; and
- mandatory policies for provisioning.

#### **4.1 – Description of risk factors**

The regulatory framework for banks and insurance companies in Brazil is constantly evolving. Existing laws and regulations may be altered, or the ways in which the laws and regulations are implemented or interpreted may change, and new laws and new regulations may be introduced. These changes may adversely affect Bradesco's operations and revenues.

The Brazilian government, in particular, has historically promulgated regulations affecting financial institutions in an attempt to implement its economic policies. These regulations aim to control the availability of credit and boost or lower consumption in Brazil. These changes may adversely affect Bradesco, since the returns it earns on compulsory deposits are less than those it would obtain from other investments.

Part of Bradesco's business currently not subject to government regulations may be regulated in the future. For example, various legislative proposals to regulate the credit card sector are now being discussed in Brazil's Congress. Some of these proposals aim to increase competitiveness in the sector and restrict tariffs charged by credit card companies. On November 25th, 2010, for example, the Central Bank issued new rules on tariff charges for financial institutions, and even set criteria for calculating minimum amounts to be paid on credit card invoices. New regulations affecting the credit card industry may have a material negative effect on Bradesco's revenues from credit card business. Such regulations and regulatory changes affecting other business dealings in which Bradesco is involved, including leasing and brokerage, may have a negative effect on its operations and revenues.

***Most of Bradesco's common shares are owned by a shareholder whose interests may conflict with those of other investors.***

On December 31, 2010, the Bradesco Foundation (Fundação Bradesco) directly or indirectly owned 51.06% of Bradesco's shares. Under the terms of the Bradesco Foundation's bylaws, all directors, members of the executive board, and department directors working in the Bradesco Group for over ten years are members of the Bradesco Foundation's governing body. The governing body does not have other members. Decisions on our policy in relation to acquisitions, disposals of equity investments, loans or other transactions taken by Fundação Bradesco may be contrary to the interests of holders of common shares and have a negative impact on the interests of holders of common shares.

***Changes in regulations relating to reserve requirements and compulsory deposits and taxes may reduce operating margins.***

The Central Bank has periodically altered the levels of compulsory deposits that financial institutions in Brazil are required to keep at the Central Bank. For example, in September 2008, the Central Bank revoked and changed various compulsory deposit requirements in an attempt to reduce the impact of the global financial crisis. In February 2010, after the recovery of the Brazilian and global economies in the second half of 2009, the Central Bank raised reserve requirements on time deposits and in June 2010 raised reserve requirements on demand deposits, and in December 2010 raised reserve requirements on time deposits and additional deposits. The Central Bank may raise reserve requirements and compulsory deposits in the future or may introduce new reserve requirements and compulsory deposits.

Compulsory deposits generally yield small return than other investments and deposits for the following reasons:

- part of compulsory deposits are non-interest bearing;
- part of compulsory deposits must be held in Brazilian government bonds;
- part of compulsory deposits must be used to finance the federal housing program, Brazil's agricultural sector, low-income customers and small businesses through what is known as a "microcredit program."

#### 4.1 – Description of risk factors

Reserve requirements have been used by the Central Bank to control liquidity as part of its monetary policy in the past, and Bradesco has no control over these requirements. Any increase in compulsory deposit requirements may reduce its ability to make loans and other investments and may thus negatively affect Bradesco.

***Changes in taxes and other fiscal initiatives may adversely affect Bradesco.***

The Brazilian government regularly changes tax regimes and takes other fiscal initiatives that affect Bradesco and its customers. The latter include changes in tax rates and occasionally temporary taxes, the proceeds from which are used for the government's purposes. The effects of these changes and other changes resulting from additional tax initiatives have not been, and cannot be quantified and there is no guarantee that these laws, once implemented, will not have a negative effect on Bradesco's business dealings. Furthermore, such changes may lead to uncertainties for the financial system, raise the cost of loans and contribute to an increase in the loan portfolio taking an abnormal course.

***Brazil's Constitution set a ceiling for interest rates on loans, including interest rates on bank loans, and the impact of subsequent legislation containing regulations on this matter is uncertain.***

The Brazilian constitution's Article 192, promulgated in 1988, set a 12% per annum cap for interest rates charged on bank loans. However, after promulgation of the constitution, this rate was not put into practice since the regulatory aspects for the cap were still pending. The interpretation that this ceiling has not yet come into force was recently confirmed by Binding Precedent No. 7, a final decision and binding precedent promulgated by Brazil's Supreme Court in 2008, confirming the court's previous view on this issue. Since 1988, several attempts have been made to adjust lending rates, particularly interest rates on bank loans, but none have been implemented or upheld by higher courts in Brazil.

On May 29, 2003, Constitutional Amendment No. 40 (locally known as EC 40/03) was enacted to repeal all paragraphs and subparagraphs of Article 192 of Brazil's constitution. This amendment allows the Brazilian financial system to be regulated by specific laws for each system sector rather than a single law for the system as a whole.

When the new Civil Code (or Law 10406, of January 10th, 2002) came into effect, unless parties to a loan had agreed to a different rate, the maximum interest rate was geared to the basic interest rate charged by Brazil's Treasury (Office of the National Treasury). This basic rate is now the SELIC rate, which stood at 10.75% per annum on December 31, 2010. However, there is some uncertainty as to whether this applicable base rate would be the SELIC rate or the 12.0% per annum interest rate stipulated in the Tax Code (*Código Tributário Nacional Brasileiro*).

The impacts of EC 40/03 and the determinations of the new Civil Code are uncertain at the moment, but any substantial increase or decrease in the interest rate may have a material effect on the financial conditions, results from operations or prospects of Brazilian financial institutions, including Bradesco.

Furthermore, some Brazilian courts have, in the past, issued rulings restricting interest rates on consumer financing transactions that are regarded as unfair or excessive in comparison with market practices. Future decisions by Brazilian courts, or changes in legislation and regulations restricting interest rates charged by financial institutions may have a negative effect on Bradesco's business.

***Losses relating to insurance claims may vary from time to time and differences between losses on actual claims and underwriting assumptions and actuarial reserves may have an adverse effect on Bradesco.***

Bradesco's results from operations depend significantly on the extent to which claims and loss event numbers are consistent with its actuarial assumptions used to evaluate obligations related to claims under current and future policies and to price its insurance products. Bradesco attempts to limit its liability and price its insurance products, based on expected payments of benefits calculated using several factors such as: assumptions for returns on investments, mortality and disability expenses, continuity and certain macroeconomic factors such as inflation and



**4.1 – Description of risk factors**

interest rates. These assumptions may differ from past experience due to factors beyond Bradesco's control, such as natural disasters (floods, explosions and fires) or human disasters (riots, terrorist or gang attacks) or changes in rates of mortality and disability as a result of advances in medicine and increased longevity, among others. Therefore, Bradesco is unable to accurately determine the values that will ultimately be paid to settle these obligations, or when these payments will have to be made, or if the assets guaranteeing its insurance obligations, together with future premiums, will be sufficient to cover payments against these obligations. These values may vary in relation to estimates, especially when payments do not occur until the distant future, as is the case with some of Bradesco's life insurance products. To the extent that the actual experience of loss events and claims is less favourable than the underlying assumptions used to calculate obligations, Bradesco may be required to increase its reserves, which may adversely affect its cash flow.

***If actual losses exceed reserves for the risks that have been underwritten, Bradesco could be adversely affected.***

Bradesco's results from operations and financial condition depend on its ability to accurately assess actual losses associated with the risks that have been underwritten. Bradesco's current reserves are based on estimates that rely on available information and involve many factors, including experiences of recent losses, current economic conditions, internal risk ratings, actuarial and statistical projections of expected costs of settling future claims, such as estimates of future trends for the severity and frequency of claims, legal theories concerning liability, levels and/or time of receipt or payment of premiums and retirement, mortality and incapacity rates, continuity, among others. Consequently, calculating reserves is inherently uncertain and actual losses are often different from such estimates, sometimes by a substantial margin. Discrepancies occur for several reasons, for example: since Bradesco records its provisions for loan losses based on estimates, but provisions may not be sufficient to cover losses; there may be more numerous claims for loss events; or costs could be higher than estimated. If actual losses significantly exceed its reserves, Bradesco may be adversely affected.

***Bradesco is jointly liable for customers' losses if its reinsurers fail to meet their obligations under reinsurance contracts.***

Purchasing reinsurance does not exempt Bradesco from liability to its customers if a reinsurer fails to comply with its obligations under reinsurance contracts. Consequently, the reinsurer's insolvency or failure to make timely payments as described in the contracts could have an adverse effect on Bradesco, since the latter continues to be liable to its insured persons.

***The strategy of marketing and expanding Internet Banking in Brazil may not be well received or may be more costly than profitable.***

Bradesco has been aggressively insisting on using the Internet for banking and other customer services and expects to continue to do so. However, the market for our Internet products is evolving rapidly and becoming increasingly competitive. Whether this market will grow, and at what pace, is unforeseeable. Additionally, should Bradesco fail to effectively adapt to growth and new developments in the Internet and technology market, its business, competitiveness or results from operations could be adversely affected.

The Internet may not prove to be a viable retail market in Brazil for a number of reasons, including lack of acceptable security technology, potentially inadequate development of the required infrastructure, lack of marketing and development required for improved performance, or visible lack of customer trust in Bradesco's systems.



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**4.2 – Comments on expected alterations of exposure to risk factors**

No reduction or increase in the issuer's exposure is expected in relation to risks mentioned in Section 4.1.

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### **4.3 – Non-confidential significant judicial, administrative or arbitration proceedings**

In terms of assessing materiality, Bradesco has found that there are no cases that could materially damage its image or pose legal risks. Cases relating to this item were obtained from a materiality of R\$ 280 million, which represents 0.5% of the issuer's capital base (R\$ 56,146 million). Therefore, we selected cases whose financial impacts exceed this material amount. Any differences between the cases shown below and the values shown in Notes refer to processes that individually involve amounts below the level we consider material.

Bradesco is a party in judicial proceedings involving labor, civil-liability and tax claims arising in the normal course of its business.

Provisions were made taking into account: the opinion of legal advisors, the nature of the actions, similarity with previous cases, complexity and positioning of the courts, whenever loss is rated "probable".

Management believes that provision is sufficient to cover any losses arising from these cases.

Liabilities related to legal obligation currently in litigation is maintained until as case is conclusively won, which means favorable legal decisions that may no longer be appealed, or falls due to prescription.

#### ***Labor contingency***

Currently we are defendants in labor proceedings or actions brought by former employees, claiming in particular "overtime payments". In cases in which judicial deposit is required, the amount of the labor contingency is made presuming loss of these deposits. For the other cases, provision is based on the average value of payments made in cases judged in the last 12 months, considering the year the action was brought.

Time-clocks were introduced to control actual hours worked in 1992, and overtime is paid in the ordinary course of the employment contract. Therefore, labor claims brought after 1997 individually involve much smaller amounts.

On December 31, 2010, our provision for labor-claim related liabilities rated "probable" reached R\$ 1,578,688 thousand.

There are no individually material cases based on the above-mentioned criterion.

#### ***Civil-liability contingency***

We are a party in civil actions for claims involving compensation for moral damages and property damages, mostly relating to credit reports, returned (bounced) checks, reports in debtor database and compensating for inflation adjustments cancelled under government economic programs.

These actions are controlled individually through our computerized system and provisioned whenever loss is rated "probable", based on the opinions of legal advisors, the nature of actions, similarity with previous cases, complexity and positioning of the courts.

The cases involving credit reports, returned checks and debtor database entries do not normally amount to events capable of causing substantial impact on our financial results. Most of these actions involve the Special Civil Court (*Juizado Especial Cível*, or *JEC*), in which claims are limited to 40 times the minimum monthly wage.

Note the increase in the actions claiming inflation adjustments that were cancelled when balances in savings accounts were restated under economic programs introduced as part of Federal Government's economic policy to lower inflation rates in the past. Although the Bank complied with the legislation in force at the time, these cases are being provisioned in light of the actions notified so far and the corresponding perspective of loss analyzed from the point of view the current jurisprudence of the Higher Court of Justice (STJ).

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Two points are worth noting in relation to cases involving economic plans: a) there is not substantial potential liability, since the right to bring new claims has been prescribed; b) awaiting a verdict from the Supreme Court (STF)

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**4.3 – Non-confidential significant judicial, administrative or arbitration proceedings**

is action "APDF" 165 (pleading failure to fulfill fundamental precept) proposed by the National Financial System Confederation (CONSIF), which seeks to suspend all cases involving these plans now underway.

On December 31, 2010, our provision for liabilities relating to civil-law actions rated "probable" reached R\$ 2,657,620 thousand.

There are no individually material cases based on the above-mentioned criterion.

Note that repetitive or related civil liability cases based on similar facts or causes, which are considered material as a whole, are listed in item 4.6.

***Tax and social-insurance/pension contingencies***

Bradesco has brought legal actions challenging the constitutionality of certain taxes and social contributions, which are fully provisioned despite good chances of success in the medium and long term, in the opinion of our legal advisors.

On December 31, 2010, our provision for tax and social security contingencies totaled R\$ 9,091,558 thousand.

Based on our assessment of materiality, the cases shown below involve tax and social security issues and the chances of losing were rated "remote or possible":

<b>a. court :</b>	Federal
<b>b. instance:</b>	TRF 3rd Region - 6th Bench
<b>c. date brought:</b>	11/14/2005
	Plaintiff: Special Delegate of Financial Institutions in Sao Paulo
<b>d. parties to the proceedings:</b>	Defendant: Banco Bradesco S.A.
<b>e. sums, goods or rights involved:</b>	R\$ 4,170,702,671.03
	Judicial process in which plaintiff seeks to calculate and pay Cofins tax on effective revenue from October 2005, as per the concept stated in Article 2 of LC 70/91, thus challenging the unconstitutional broadening of the calculation base in paragraph 1 of Article 3 of Law 9,718/98.
<b>f. principal facts:</b>	The demand to pay the values involved has been suspended by court ruling since the case began.
<b>g. chance of losing (probable, possible or remote)</b>	The prospect of losing the case is rated "possible". Provision was made because we believe this is a legal obligation
<b>h. analysis of impact if case is lost:</b>	If the case is lost, the amounts provisioned will be paid.
<b>i. amount provisioned (if applicable)</b>	R\$ 4,170,702,671.03

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**4.3 – Non-confidential significant judicial, administrative or arbitration proceedings**

- a. court :** Federal
- b. instance:** TRF 3rd Region - 6th Bench
- c. date brought:** 11/14/2005
- d. parties to the proceedings:** Plaintiff: Special Delegate of Financial Institutions in Sao Paulo  
Defendant: Banco Bradesco S.A.
- e. sums, goods or rights involved:** R\$ 343,723,876.02  
Judicial process in which plaintiff seeks to calculate and pay Cofins tax on effective revenue from October 2005, as per the concept stated in Article 2 of LC 70/91, thus challenging the unconstitutional broadening of the calculation base in paragraph 1 of Article 3 of Law 9,718/98.  
The demand to pay the amounts involved has been suspended by the court's ruling since the case began.
- f. principal facts:**
- g. chance of losing (probable, possible or remote)** The prospect of losing the case is rated "possible". Provision was made because we believe this is a legal obligation
- h. analysis of impact if case is lost:** If the case is lost, the amounts provisioned will be paid.
- i. amount provisioned, if applicable)** R\$ 343,723,876.02
- 
- a. court :** Federal
- b. instance:** TRF 3rd Region - 3th Bench
- c. date brought:** 12/14/2006
- d. parties to the proceedings:** Plaintiff: Special Delegate of Financial Institutions in Sao Paulo  
Defendant: Banco Bradesco S.A.'
- e. sums, goods or rights involved:** R\$ 345,857,352.00 (COFINS R\$ 297,511,700.02)  
Legal action brought January/2007: (i) recognize and declared that there should be no COFINS and PIS contribution liability pursuant to Law 9718/98, thus preventing their being charged on revenues earned not covered by the invoicing concept (proceeds from goods sold and services delivered); and (iii), recognize the existence of unduly charged taxes, PIS (calculation base) and COFINS (calculation base and rate) with the resulting deferred tax assets and offset these amounts against pending taxes and contributions administered by the federal tax authority.  
The demand to pay the amount involved has been suspended, partly due to deposit in court and partly due to ruling obtained in MC 2007.03.00.104038-1.
- f. principal facts:**
- g. chance of losing (probable, possible or remote)** The prospect of losing the case is rated "possible". Provision was made because we believe this is a legal obligation
- h. analysis of impact if case is lost:** If the case is lost, the amounts provisioned will be paid.
- i. amount provisioned (if applicable)** R\$ 345,857,352.00



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**4.3 – Non-confidential significant judicial, administrative or arbitration proceedings**

<b>a. court :</b>	Administrative
<b>b. instance:</b>	First Instance - Federal Revenue Service Office Judgment -(local acronym DRJ)
<b>c. date brought:</b>	12/10/2010
<b>d. parties to the proceedings:</b>	Plaintiff: Federal Authority (Brazil's Federal Revenue). Defendant: Banco Bradesco S.A.
<b>e. sums, goods or rights involved:</b>	R\$ 291,550,402.31 Administrative proceedings - Notification of assessment in relation to social security contributions (INSS) charged on private pension fund contributions that the tax authorities classed as remuneration subject to this contribution and on values of transportation vouchers paid in cash.
<b>f. principal facts:</b>	The challenge is pending trial by the Brazilian Federal Revenue Office (local acronym DRJ), and the demand for the amount involved is suspended. R\$ 219,082,587.34 – possible - INSS pension plans
<b>g. chance of losing (probable, possible or remote)</b>	R\$ 52,482,057.49 - remote - lapsed INSS pension plans R\$ 19,985,757.48 - remote - INSS transport voucher R\$ 291,550,402.31 If the proceedings at the administrative level end in a loss, the case will go to the courts, where the prospect of loss is also possible given the factual and legal grounds involved.
<b>h. analysis of impact if case is lost:</b>	If the case is lost after any future legal proceedings, the amount involved will have to be paid, which will sensitize the period's earnings.
<b>i. amount provisioned (if applicable)</b>	There is no contingency provision since the prospect of losing the case is "probable".
<b>a. court :</b>	Brazilian Federal Revenue
<b>b. instance:</b>	Taxpayer Council
<b>c. date brought:</b>	9/27/2007
<b>d. parties to the proceedings:</b>	Plaintiff: Brazilian Federal Revenue Defendant: Banco Saúde S/A
<b>e. sums, goods or rights involved:</b>	R\$ 360,946,118.65 – Demand to pay suspended due to judicial deposit of full amount Administrative proceedings - Originating from NFLD 37.107.894-6, issued to avoid lapse of deferred tax assets challenged in court - INSS on individual taxpayers (Apr/2000
<b>f. principal facts:</b>	-

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Sept/2006).

Amounts deposited in court

**g. chance of losing (probable, possible or remote)**

Remote

The amount of the assessment as notified has been deposited in full as part of the briefs

for court case No.2000.51.01.006622-4 (writ of mandamus filed by Bradesco Saude S / A

**h. analysis of impact if case is lost:**

challenging the existence of a legal relationship that requires it to collect social security

contributions on payments made to doctors / dentists). If the case is lost, these amounts

will be paid and this will sensitize our earnings.

**i. amount provisioned (if applicable )**

None.

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**4.3 – Non-confidential significant judicial, administrative or arbitration proceedings**

- a. court :** 14th Federal Bench - Judicial Section of Rio de Janeiro
- b. instance:** High Court of Justice
- c. date brought:** 4/10/2000
- d. parties to the proceedings:** Plaintiff: Federal Authorities  
Defendant: Banco Saúde
- e. sums, goods or rights involved:** R\$ 537,051,101.40 (deposited in court)  
Judicial proceedings - writ of mandamus filed by Bradesco Saúde S/A challenging the existence of the legal-tax relationship obliging it to withhold social security contributions
- f. principal facts:** on payments made to doctors / dentists  
Amounts deposited in court
- g. chance of losing (probable, possible or remote)** Remote  
Deposit in court paid to Federal Revenue. Need to withhold social security contribution
- h. analysis of impact if case is lost:** on payments made to doctors / dentists. If the case is lost, amounts provisioned will be paid.
- i. amount provisioned (if applicable )** R\$ 537,051,101.40

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**4.4 – Non-confidential judicial, administrative or arbitration proceedings in which the other parties are officers, former officers, controlling shareholders, former controlling shareholders, or investors**

We are not involved in any case covered by the conditions mentioned in item 4.4.

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**4.5 – Significant confidential cases**

We are not involved in any case covered by the conditions mentioned in item 4.5.

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**4.6 – Repeated or related significant non-confidential judicial, administrative or arbitration proceedings, as a whole**

**Civil liability action in which customers who had amounts invested in savings accounts when government economic plans were introduced (“Bresser Plan”, “Summer Plan” and the “Collor Plan”) claim that they were adversely affected by altered indices used to adjust savings.**

a. amounts involved: R\$ 1,265,831,503.80 b. amount provisioned, if applicable: R\$ 1,265,831,503.80 c. practice of the issuer or its subsidiary that gave rise to this contingency: Like all the other financial institutions, the issuer complied with legislative programs designed to control inflation in 1987, 1989 and 1999, which were known as the "Bresser Plan", "Summer Plan" and "Collor Plan" respectively.

These "plans" modified indices used for inflation adjustment of amounts in savings accounts. Now, some 20 years later, account holders alleging losses due to these alterations are asking the courts to order financial institutions to use the previous indices.

Individually none of these cases involve significant amounts.

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**4.7 – Other material contingencies**

There are no significant contingencies other than those covered in previous items.

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**4.8 – Rules of the country of origin or country in which securities are custodied**

Not applicable as Bradesco is not classed as a foreign issuer.

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## 5.1 – Description of principal market risks

Bradesco is exposed to market risks inherent to its business, such as currency risk and interest rate risk, since its role as financial intermediary involves borrowing and lending/financing using various types of indexers.

As good governance practice for its risk management, Bradesco has an ongoing process for managing its positions, which includes control of all positions exposed to market risk using measures consistent with best practices internationally and the New Capital Accord – Basel II. A unit working separately from the business units is tasked with monitoring and controlling market risk tolerance limits.

The proposed exposure limits are validated by specific business committees and submitted for approval by the Integrated Risk Management and Capital Allocation Committee, observing the limits set by the board of directors, depending on the objectives of positions, which are divided into the following portfolios: Trading Portfolio: consists of all transactions with financial instruments, including derivatives, held with the intention of trading or to hedge other trading portfolio assets, and not subject to restrictions on their tradability. Transaction held for trading are those intended for resale, to obtain arbitrage benefits from actual or expected prices.

Banking: transactions not classified in the Trading Portfolio. Consists of structural transactions derived from the Organization's different lines of business and its respective hedging transactions.

### Market Risk Measurement Models

Market risk is measured and controlled using Value at Risk (VaR), Economic Value Equity (EVE), stress testing and sensitivity analysis, in addition to limits of management of results and financial exposure.

### Trading Portfolio and Banking Portfolio Equity Risk

Although controlled separately, risks relating to the Trading and Banking portfolio equity positions are measured using the Delta-Normal VaR methodology for one-day horizons, with a confidence level of 99%, and volatility and correlation levels are calculated using statistical methods that give higher weightings to recent returns.

Trading portfolio risk is also controlled by stress testing to quantify the negative impact of economic shocks and events that are financially unfavorable for our positions. Analysis uses stress scenarios prepared by our Market Risk and Economic units, based on historical and prospective data for risk factors affecting Trading portfolio positions.

### Banking Portfolio - Interest Rate Risk

Measurement and control of interest rate risk for the Banking portfolio uses EVE methodology, which measures economic impact on positions arising from scenarios prepared by our Economics units, which chart any positive or negative changes in yield curves affecting our investments and funding efforts.

EVE methodology consists of re-pricing the portfolio subject to interest-rate variation taking into account increases or decreases in the rates used for calculating present value and total tenor/expiration of assets and liabilities. On this basis, the portfolio's economic value is calculated for interest rates on the date of the analysis and for scenarios projected over a one-year horizon. Any difference between the values obtained for the portfolio will be the EVE, or interest-rate risk attributed to the portfolio.

### Evolution of Exposure to Risk

This section shows the evolution of Trading portfolio's VaR and stress analysis. Finally, we show the data from sensitivity testing as per the criteria defined in CVM Instruction 475/08.

### VaR Internal Model - Trading Portfolio

Total value at risk at the end of 2010 showed a slight increase compared to 2009, as shown in the table below:





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**5.1 – Description of principal market risks**

Risk Factors	R\$ '000	
	Dec 10	Dec 09
Fixed	16,510	10,351
IGP-M	1,556	289
IPCA	11,192	2,799
Forex Coupon	5,199	179
Foreign Currency	6,179	954
Equities	1,049	7,766
Sovereigns/Eurobonds and Treasuries	2,845	9,250
Other	5	24
Correlation/diversification effect	(21,674)	(11,556)
VaR at end-year	22,861	20,056
VaR at mid-year	14,549	92,172
VaR year low	5,288	16,588
VaR year high	32,096	417,290

**Stress Analysis - Trading Portfolio**

In order to estimate possible loss not covered by VaR, we make daily assessments of possible impacts on positions in stress scenarios. Taking into account the effect of diversification across risk factors, the estimated medium possibility of loss in stress situations would be R\$ 276 million in December 2010, while estimated maximum loss would be R\$ 521 million.

R\$ '000	With Diversification		Without Diversification	
	Dec 10	Dec 09	Dec 10	Dec 09
End year	232,218	399,537	404,383	631,700
Mid year	276,120	817,552	439,531	1,368,982
Year low	84,089	374,839	176,933	596,790
Year high	521,463	1,576,158	792,893	2,251,277

**Sensitivity analysis**

The Trading portfolio is also monitored by daily sensitivity analysis, which measures the effect of varying market curves and prices on our positions. In addition, we run a quarterly sensitivity analysis of our financial exposure (Trading and Banking portfolios) in compliance with CVM Instruction 475/08. However, note that the impacts of the Banking portfolio's financial exposure (particularly the interest rate and price indices factors) do not necessarily represent potential accounting losses for the Organization. This is because some Banking portfolio loans are financed by sight deposits and/or savings, which are natural hedges against any interest-rate fluctuations; interest-rate fluctuations do not have a material impact on our earnings, since securities are intended to be held to maturity.

**5.1 – Description of principal market risks**

Period	Scenarios (1)	Trading and Banking Portfolios Risk Factors							R\$ '000	
		Interest Rate in BRL	Price Indices	Forex Coupon	Foreign Currency	Equities	Sovereigns/ Eurobonds and Treasuries	Other	Total without correlation	Total with correlation
Dec 10	1	(4,559)	(11,338)	(76)	(3,061)	(16,610)	(383)	(10)	(36,037)	(24,371)
	2	(1,333,759)	(1,440,641)	(5,223)	(76,533)	(415,241)	(7,411)	(246)	(3,279,054)	(2,721,192)
	3	(2,552,669)	(2,578,706)	(10,283)	(153,066)	(830,483)	(17,556)	(492)	(6,143,255)	(5,058,152)
Dec 09	1	(3,983)	(7,437)	(95)	(337)	(12,251)	(1,083)	-	(25,186)	(16,960)
	2	(901,254)	(1,052,419)	(2,949)	(8,434)	(306,264)	(54,670)	(14)	(2,326,004)	(1,810,669)
	3	(1,729,973)	(1,871,014)	(5,889)	(16,868)	(612,529)	(103,964)	(28)	(4,340,265)	(3,369,293)

Definition	Exposures subject to varying predetermi ned interest rates and interest- rate coupon	Exposures subject to varying price-index coupons	Exposures subject to varying foreign- currency coupons	Exposures subject to currency rate variations	Exposures subject to share-price variations	Exposures subject to variations in the interest rate on securities traded on the international market	Exposures not covered by the previous definitions
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(1) Net of tax effects

The sensitivity analysis shown below applies exclusively to the Trading portfolio and shows exposures that may have significant impacts on the Organization's results. Note that the results show impacts for each scenario in a static portfolio position. Given the dynamic nature of the market, these positions are continuously changing and do not necessarily reflect the position here stated. In addition, as mentioned previously, the Bank is continuously managing market risk, and constantly analyzing the market's dynamism to find ways of mitigating/minimizing associated risks in accordance with strategy determined by senior management. Therefore, in cases of signs of deterioration of a certain position, we take proactive initiatives to minimize possible negative impacts and maximize risk-return ratios for the Organization.

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**5.1 – Description of principal market risks**

Period	Scenarios (1)	Trading and Banking Portfolios Risk Factors							Total without correlation	Total with correlation	R\$ '000
		Interest Rate in BRL	Price Indices	Forex Coupon	Foreign Currency	Equities	Sovereigns/ Eurobonds and Treasuries	Other			
	1	(439)	(374)	(40)	(3,707)	(322)	(154)	0	(5,036)	(2,669)	
	2	(130,396)	(55,064)	(3,924)	(92,673)	(8,054)	(4,570)	(1)	(294,682)	(155,665)	
Dec 10	3	(251,911)	(106,444)	(7,650)	(185,345)	(16,109)	(8,927)	(1)	(576,387)	(301,866)	
	1	(766)	(270)	(3)	(337)	(1,285)	(746)	-	(3,407)	(1,881)	
	2	(170,612)	(39,565)	(141)	(8,434)	(32,126)	(18,661)	(14)	(269,553)	(205,907)	
Dec 09	3	(336,518)	(77,676)	(279)	(16,868)	(64,252)	(36,375)	(28)	(531,996)	(406,008)	

  

Definition	Exposures subject to varying predetermi ned interest rates and interest- rate coupon	Exposures subject to varying price-index coupons	Exposures subject to varying foreign- currency coupons	Exposures subject to currency rate variations	Exposure s subject to share- price variations	Exposures subject to variations in the interest rate on securities traded on the international market	Exposure s not covered by the previous definition s
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(1) Net of tax effects

Sensitivity analyses were performed using scenarios prepared for the respective dates, in all cases using market information data for the periods and scenarios that would adversely affect our positions.

Scenario 1: Based on market information as of 12.31.2010 (BM&FBovespa, Anbima, etc.), shocks were applied for a 1 basis point interest rate hike and 1% price variation. For example: in the scenario applied to positions on 12.31.2010 with the dollar at R\$ 1.68. For the interest-rate scenario, the one-year fixed rate applied to the positions was 12.05% p.a.

Scenario 2: 25% shocks were determined based on the market data of 12.31.2010. For example: for the scenario applied to positions on 12.31.2010, the dollar was at R\$ 2.08. For the interest-rate scenario, the 1-year fixed rate applied to positions was 15.05% p.a. Scenarios for other risk factors also accounts for 25% shocks in their yield curves or prices.

Scenario 3: 50% shocks were determined based on the market data of 12.31.2010. For example: in the scenario applied to positions as of 12.31.2010, the dollar was quoted at R\$ 2.49. For the interest-rate scenario, the 1-year fixed rate applied to positions was 18.06% p.a. The scenarios for the other risk factors also accounts for 50% shocks in their yield curves or prices.

## 5.2 – Description of market risk management policy

### *a. risks for which hedging is sought*

The Treasury Department is the only unit in the organization with a mandate to assume risks in the trading portfolio. In addition, Treasury is responsible for decisions to mitigate risk in the financial conglomerate's commercial portfolio, which involves volatility, currency, liquidity, share price and interest rate risk.

All Organization's exposures to market risk are admitted up to the limits established by the board of directors, which are reviewed at least annually.

### **b. asset protection strategy (hedging)**

The Organization's Treasury has a hedging policy determining that its hedging transactions must necessarily cancel out or mitigate risks of mismatch in quantities, terms, currencies and indexes, and be within the limits of risk exposure approved by the board of directors.

### **c. instruments used for asset protection (hedging)**

Given the characteristics of its business and its international operations, the Organization uses a number of financial instruments for hedging, including trading in securities issued by governments or private companies, as well as exchange-traded or OTC derivatives.

### **d. Parameters used for managing these risks**

Proposed exposure limits are validated by specific business committees and submitted for approval by the Integrated Risk Management and Capital Allocation Committee, observing the limits set by the board of directors, depending on the objectives of positions, which are divided into the Trading and Banking books.

The Integrated Risk Control Department acts separately from business management to monitor compliance with limits set and produces management reports to control positions that are sent to business areas and Senior Management, in addition to weekly reports and periodic presentations to the Board of Directors.

The following Trading Portfolio limits are monitored:

- ü Risk;
- ü Stress;
- ü Results;
- ü Financial exposure.

The following Banking book limits are monitored:

- ü Interest Rate Risk;
- ü Stock portfolio.

In addition to the above-mentioned limits, there are specific limits for each Treasury Department trader. **e. whether issuer trades in financial instruments for purposes other than asset protection (hedging) and what these purposes are**

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As part of its proposal as a financial institution, the Organization meets customer demand for swaps, term and other transactions, as well as proprietary treasury trades within the limits of market risk exposure set by the board of directors. **f. organizational structure for controlling risk management**

The Organization aims to be aligned with international best practices in the market, local regulations and recommendations of the Basel Committee on Banking Supervision. Therefore it applied to the Central Bank of Brazil,

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## **5.2 – Description of market risk management policy**

June 30, 2010, for authorization to use its own internal risk models for market risk measurement and capital allocation in compliance with the Bank's requirements and thus with those of the New Basel Capital Accord too.

The Integrated Risk Control Department's mission is to foster and facilitate control of the Organization's risk and capital allocation activities independently, consistently, and transparently on an integrated basis, and it has the responsibility to:

- Propose methods for measuring risks;
- Detect, calculate, and report risks;
- Control calculated risks in relation to limits set;
- Calculate capital allocation;
- Propose and decide policies and revisions, rules and procedures relating to market and liquidity risk management.

### **Macro-process for market risk management**

Market risk is monitored by meetings of the Treasury's executive committees, and Market and Liquidity Risk management departments. In addition, monitoring is also carried out by the Integrated Risk Management and Capital Allocation Committee, which is also responsible for holding special meetings to review positions and situations in which maximum tolerance to risk exposure may be exceeded, thus prompting the Board to take measures and adopt strategies for validation as required.

The Integrated Risk Management and Capital Allocation Committee have the following responsibilities:

## 5.2 – Description of market risk management policy

- ensure compliance with the Organization's risk management policies;
- ensure the efficacy of the risk management process in the ambit of the Organization;
- approve exposure limits for different types of risks in accordance with the overall limit set by the board of directors;
- validate and submit to the board of directors:

I - risk management related policies and guidelines;

II - proposed risk exposure tolerance limits on a global basis, segregated by category; and

III - results of reviews of risk management policies and structures as frequently as regulations require, or more so;

- report to the Board of Directors on risk positions in the ambit of the Organization, as well as any material alterations in relation to strategies adopted, the amount of capital to be allocated and the status of business continuity plans;
- be informed of internal and external audit reports pertaining to risk management and results relating to Independent Model Validation;
- regularly inform the board of directors of the Committee's activities; and
- review and propose to the Board of Directors updates to the Risk Management Executive Committee's rules and regulations when necessary.

Market and Liquidity Risk executive committee has the following responsibilities:

- ensure compliance with the Organization's Risk Management and Market Liquidity policies;
- ensure the efficacy of market and liquidity risk management processes in the ambit of the Organization;
- review and approve market and liquidity risk management related definitions, criteria and tools, as well as measure(s) to be taken in relation to methodologies, mathematical modeling, statistics and econometrics;
- evaluate and submit policy structure, roles, responsibilities and procedures of the dependencies involved in market and liquidity risk management for validation by Bradesco's Integrated Risk Management and Capital Allocation Committee, as well as reviews conducted annually or more often;
- validate results from backtesting models and other matters deemed pertinent;
- create conditions for reviews by the Independent Models Validation unit and by internal and independent auditors; and
- delegate responsibilities to technical committees involved in market and liquidity risk management.

Finally, the Treasury Executive Committee's responsibilities are:

- reporting and monitoring performance, behavior and risks of different portfolios and benchmarks maintained by the Organization, including liquidity reserves;
- defining Treasury's strategies to optimize results, based on analyzing political-economic scenarios locally and internationally;
- validating proposed risk exposure tolerance limits for Treasury to be submitted for approval by the Integrated Risk Management and Capital Allocation Committee ;

## **5.2 – Description of market risk management policy**

- validating proposed liquidity policy, which is subject to approval by the Integrated Risk Management and Capital Allocation Committee;
- holding special meetings to review positions and situations in which risk exposure and tolerance limits are exceeded; and
- discuss and decide in relation to new products traded on financial markets.

### **g. adequacy of operational structure and internal controls for verifying the effectiveness of policy adopted**

The Organization has its specific Internal Controls and Compliance Department (locally DCIC) which is segregated from those running trading business and corporate risk management, and runs a unit focusing on internal controls and compliance. This department also has a unit tasked with independently validating models and gauging the adherence and adequacy of models used for risk management. Additionally, all the Organization's departments and companies have persons responsible for introducing, appraising and deploying controls, and applicable adherence tests.

There is also the General Inspection Department, which is responsible for the Organization's internal auditing.



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### **5.3 – Significant alterations in principal market risks**

In relation to risk management policy, an annual review is conducted by the Board of Directors, and it has not been materially altered in the period.

As shown in item 5.1, there were no alterations in means used for mitigating risks, thus upholding the institution's conservative profile. The bank's risk levels have historically been related to the yield curve of both nominal and real interest rates.

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**5.4 – Other material information**

Bradesco forwards daily reports to the Central Bank showing the market risk of its trading portfolio, with its exposures to foreign currency and commodities. In this case, the reported risk is calculated based on the standard model established by the Central Bank and is used to measure the regulatory capital the Organization must hold to support risks involved in its activities. Therefore, like other financial institutions, the Bradesco Organization operates in accordance with Central Bank rules, and its risks are subject to the Basel index, which determines an institution's maximum leverage depending on its reference equity.

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**6.1/6.2/6.4 – Incorporation of issuer, duration and date of registration with the Brazilian Securities and Exchange Commission CVM**

**Issuer's incorporation**

**date** 01/05/1943

**Issuer 's corporate**

**format** Privately held business corporation, incorporated as a commercial bank.

**Country of**

**incorporation** Brazil

**Duration** Indefinite

**CVM registration date** 07/20/1977

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### **6.3 – Brief history**

Banco Bradesco S.A. was founded in 1943 as a commercial bank under the name of Banco Brasileiro de Descontos S.A. In 1948, we embarked on a period of intensive growth to become the largest private-sector commercial bank in Brazil by the late 1960s. We expanded our activities all over Brazil in the 1970s, and gained new urban and rural markets.

On 12.29.1988, as authorized by the Central Bank of Brazil, the Company was reorganized as a multiple bank with the incorporation of Bradesco S.A. Crédito Imobiliário, in order to operate commercial and real estate portfolios, and the business name was altered to Bradesco S.A. – Banco Comercial e de Crédito Imobiliário and on 01.13.1989, it was again changed to Banco Bradesco S.A., as the current name of Banco Brasileiro de Descontos S.A.

On 09.25.1989, the company known as Financiadora Bradesco S.A. Crédito, Financiamento e Investimentos altered its business name and its business purpose, which led to the Central Bank of Brazil canceling its authorization to operate as a financial institution, and its Credit, Financing and Investment Portfolio was then constituted.

On 11.04.1992, Banco Bradesco de Investimento S.A. (BBI) was taken over by Bradesco, and the investment portfolio constituted.

We are one of Brazil's largest private-sector banks in terms of total assets. We offer a wide range of banking and financial products and services in Brazil and abroad for individuals, and small and medium businesses in Brazil, major corporate customers, and local and international institutions. Our network of branches and services is more extensive than any other private sector bank in Brazil and serves the entire country, which enables us to cover a diversified customer base. Our products and services include banking transactions such as: making loans and accepting deposits, issuing credit cards, managing groups of consumers buying durables by installment (known locally as "consortiums"), insurance, certificated savings plans with prize draws, leasing, collection and payment processing, private pension plans, asset management, and broker and dealer services for financial securities.

## 6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies

### 2008

- a. event  
**Acquisition of Corporate Control of Mediservice – Administradora de Planos de Saúde Ltda.**
- b. principal conditions of the deal  
**date:** 01.21.2008  
**price:** R\$ 84.9 million  
**payment:** on 02.22.2008  
**pending approval by regulators:** no  
**effects of the decision on the transaction:** important strategic step for Organização Bradesco, enabling the Bradesco insurance and pensions business (Grupo Bradesco de Seguros e Previdência) to expand its customer base in a highly competitive segment and supplement its market positioning in the market of healthcare plans for groups of employees.
- c. companies involved  
Organização Bradesco (via Bradesco Seguros), Marsh Corretora de Seguros Ltda. (controller of Mediservice) and Mediservice.
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
Not applicable.

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

a. event

**Acquisition, by the controllers of Bradesco, of the interest of Banco Bilbao Vizcaya Argentaria, S.A. (BBVA) in Bradesco and sale/ transfer by controllers, on the same date, of part of the shares thus acquired to Banco Espírito Santo, S.A. (BES)**

b. principal conditions of the deal

**date of acquisition of lot held by BBVA:** 04.11.2008

**acquisition price:** R\$ 2 billion

**date of partial sale/ transfer of the lot acquired:** 04.11.2010

**price of transfer/ sale of partial lot:** R\$ 685 million

**pending approval by regulators:** no

**details of the transaction:** (i) exercise by the controllers of Bradesco (Cidade de Deus – Companhia Comercial de Participações and Fundação Bradesco), of the obligation to purchase Bradesco nominative common shares held by BBVA corresponding to 5.01% of Bradesco's common share capital; (ii) on the same date (04.11.2008) Bradesco's controlling shareholders sold part of the shares acquired from BBVA to Banco Espírito Santo, S.A., equivalent to 1.5% of Bradesco's voting capital, for the amount of R\$ 685.8 million. The acquisition decision arose from BBVA exercising its put option in relation to Cidade de Deus and Fundação Bradesco. The sale/ transfer of part of the shares acquired to BES arose from BES's objective of augmenting its holding in Bradesco's capital. This led to the termination of the Bradesco Shareholders' Agreement signed on 06.09.2003 between Cidade de Deus, Fundação Bradesco and BBVA.

c. companies involved

Cidade de Deus and Fundação Bradesco (indirectly – NCF Participações S.A.), BBVA and BES.

d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management

On this occasion, the joint interest of controllers Cidade de Deus and Fundação Bradesco (including through NCF) in Bradesco's common share capital increased from 64.66% to 68.17%. The portion of common stock held

by BES increased from 5.64% to 7.14%.

e. corporate structure before and after the transaction

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**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies****Banco Bilbao Vizcaya - sells its holding to NCF and the latter sells approximately 1.5% to BES**

Shareholders	Before			After		
	%ON	%PN	%Total	%ON	%PN	%Total
Cidade de Deus Cia. Cial. Participações	48.22%	0.02%	24.12%	48.22%	0.02%	24.12%
Fundação Bradesco	16.42%	1.56%	8.99%	16.42%	1.56%	8.99%
<b>NCF Participações S.A.</b>	<b>0.03%</b>	<b>0.06%</b>	<b>0.05%</b>	<b>3.54%</b>	<b>0.06%</b>	<b>1.80%</b>
<b>Total controllers</b>	<b>64.66%</b>	<b>1.64%</b>	<b>33.15%</b>	<b>68.17%</b>	<b>1.64%</b>	<b>34.91%</b>
<b>Banco Bilbao Vizcaya Argentina S.A.</b>	<b>5.01%</b>	<b>0.00%</b>	<b>2.50%</b>	<b>0.00%</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Grupo BES</b>	<b>5.64%</b>	<b>0.01%</b>	<b>2.83%</b>	<b>7.14%</b>	<b>0.01%</b>	<b>3.58%</b>
Other	24.68%	98.35%	61.51%	24.68%	98.35%	61.51%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

a. event

**Acquisition of Corporate Control of Ágora Holdings, holder of the controlling block of Ágora Corretora de Títulos e Valores Mobiliários S.A.**

b. principal conditions of the deal

**date of commitment to acquisition by merging shares:** 03.06.2008 **date of payment (takeover of stock):** 09.17.2008 **price:** R\$ 907 million **form of payment:** attribution of Banco Bradesco BBI S.A. shares to Ágora Holdings shareholders, representing at the time approximately 8% of BBI's share capital. **pending approval by regulators:** no **effects of the decision on the transaction:** enable Bradesco to take over leadership of a segment characterized by high growth rates.

c. companies involved

Organização Bradesco, Ágora Holdings S.A. and Ágora Corretora de Títulos e Valores Mobiliários S.A.

d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management

There was no effect on Bradesco's share ownership structure. As a result of this transaction, former Ágora shareholders became owners of 7.78% of Banco BBI's common and total share capital. Currently, these shareholders hold less than 2% of BBI's capital, and Bradesco, the controlling shareholder, holds 98.35% of BBI's capital.

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## 6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies

e. corporate structure before and after the transaction

Not applicable.

a. event

### Sale/ transfer of Equity Interest – Visa Inc. (USA)

b. principal conditions of the deal

**date:** 03.19.2008 **amount:** R\$ 352 million **details of the transaction:** partial disposal of Bradesco's holding in the capital of Visa Inc. in the process relating to the Initial Public Offering (IPO) in the United States of America **pending approval by regulators:** no

c. companies involved

Organização Bradesco and Visa Inc.

d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management

There was no effect on Bradesco's share ownership structure. e. corporate structure before and after the transaction Not applicable.

a. event

### Operational Alliance between Bradesco and Tokyo-Mitsubishi UFJ

b. principal conditions of the deal

**date:** 08.18.2008 **details of the transaction:** Bram – Bradesco Asset Management S.A. DTVM (BRAM) and Mitsubishi UFJ Asset Management Co. Ltd. (MUAM) signed a cooperation agreement for investment fund management and distribution. **pending approval by regulators:** no **effects of the decision on the transaction:** enable Japanese investors to access Brazilian assets through the distribution network of Mitsubishi UFJ Financial Group.

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**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

- c. companies involved  
Organização Bradesco and The Bank of Tokyo-Mitsubishi UFJ
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
Not applicable.

**2009**

- a. event  
**Acquisition of Banco ibi and partnership with C&A**
- b. principal conditions of the deal  
**date of commitment to acquisition by merging shares:** 06.04.2009 **date of payment (takeover of stock):** 10.29.2009 **price:** R\$ 1.4 billion **form of payment:** delivery to Banco ibi S.A. shareholders of Bradesco shares.  
**details of the transaction:** part of the deal was the Partnership Agreement with C&A Modas Ltda., for a period of twenty years to jointly market financial products and services exclusively through C&A's chain of retail outlets.  
**pending approval by regulators:** no **effects of the decision on the transaction:** enable Bradesco to expand and strengthen its transactions involving financial products and services, especially credit cards, building up customer relationships in a segment characterized by very high growth rates.
- c. companies involved  
Organização Bradesco, Banco ibi S.A. – Banco Múltiplo and C&A Modas Ltda.
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There were no material effects on Bradesco's share ownership structure, as shown in item "e" below.
- e. corporate structure before and after the transaction

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**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies****Absorption of shares of Ibi Participações for it to become a wholly owned subsidiary of Banco Bradesco**

Shareholders	Before			After		
	%ON	%PN	%Total	%ON	%PN	%Total
Cidade de Deus Cia. Cial. Participações	49.09%	0.02%	24.56%	48.37%	0.02%	24.20%
Fundação Bradesco	17.29%	1.01%	9.15%	17.04%	0.99%	9.02%
NCF Participações S.A.	1.92%	0.00%	0.96%	1.89%	0.00%	0.95%
<b>Total Controllers</b>	<b>68.31%</b>	<b>1.03%</b>	<b>34.66%</b>	<b>67.30%</b>	<b>1.02%</b>	<b>34.16%</b>
<b>Grupo BES</b>	<b>7.10%</b>	<b>0.00%</b>	<b>3.55%</b>	<b>7.00%</b>	<b>0.00%</b>	<b>3.50%</b>
<b>Other</b>	<b>24.59%</b>	<b>98.96%</b>	<b>61.78%</b>	<b>25.70%</b>	<b>98.98%</b>	<b>62.34%</b>
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

- a. event  
**Partial sale of the Organização Bradesco holding in the share capital of Companhia Brasileira de Meios de Pagamento (VisaNet Brasil)**
- b. principal conditions of the deal  
**date of initial offer:** 07.03.2009 **total value (including sale of supplementary lot):** R\$ 2.4 billion **details of the transaction:** sale of shares as part of the Public Offering of Common Shares issued by VisaNet Brazil. **pending approval by regulators:** no
- c. companies involved  
Organização Bradesco and VisaNet Brasil
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
Not applicable.

- a. event  
**Association between Bradesco Dental and OdontoPrev S.A.**

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

- b. principal conditions of the deal  
**date of association:** 10.18.2009 **agreement reached:** Organização Bradesco (Bradesco Saúde) gained shares representing 43.50% of OdontoPrev's total capital and OdontoPrev shareholders acquired the remaining 56.50% of OdontoPrev's total capital. **pending approval by regulators:** no effects of the decision on the **transaction:** integration of activities developed by OdontoPrev and Bradesco Dental in the dental plan business, providing economies of scale and synergy.
- c. companies involved  
 Organização Bradesco S.A. and OdontoPrev S.A.
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
 There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
 Not applicable.

**2010**

- a. event  
**Bradesco acquires shareholder control of Ibi México and signs partnership agreement with C&A México**
- b. principal conditions of the deal  
**date of commitment to acquisition:** 01.21.2010 **date of conclusion of transaction:** 06.02.2010 **price:** 2.104.0 million Mexican pesos, equivalent to approximately R\$ 297.6 million. **details of the transaction:** acquisition by Bradesco of entire share capital Ibi Services S. de R. L. México (Ibi México) and RFS Human Management S. de R.L. **pending approval by regulators:** no effects of the decision on the **transaction:** partnership agreement signed with C&A México S. de R.L. (C&A México) for a period of twenty years, for exclusive rights to market products and services through C&A México chain stores.
- c. companies involved  
 Banco Bradesco S.A., Ibi Services S. de R. L. México (Ibi México), and RFS Human Management S. de R.L.

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
Not applicable.
  
- a. event  
**Bradesco signs memorandum of understanding with BB and Santander consolidating operations of their respective networks of external self-service terminals**
- b. principal conditions of the deal  
**date:** 02.11.2010 **details of the transaction:** signed memorandum of understanding for the purpose of facilitating consolidation of operations of the networks of external self-service terminals (" ATMs outside branches). **pending approval by regulators:** no **effects of the decision on the transaction:** the banks' customers may access approximately 11,000 external ATMs, therefore enjoying significantly more network availability and capillarity, with efficiency gains in relation to the current method of individual use of their ATM networks.
- c. companies involved  
Banco Bradesco S.A., Banco do Brasil S.A. and Banco Santander (Brasil) S.A.
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
Not applicable.
  
- a. event  
**Bradesco acquires part of the shares of Cielo and CBSS owned by Santander Spain**
- b. principal conditions of the deal **date of commitment to acquisition:** 04.23.2010

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

**date of the transaction conclusion:** 07.13.2010 **details of the transaction:** acquisition of part of the shares held by Santander Spain in the following companies: Cielo S.A. (Cielo), corresponding to 2.09% of share capital, for the amount of R\$431.7 million; and Companhia Brasileira de Soluções e Serviços – CBSS, corresponding to 10.67% of share capital for the value of R\$ 141.4 million. **pending approval by regulators: no effects of the decision on the transaction:** Bradesco's holding in Cielo rose from 26.56% to 28.65%, and Bradesco holding in CBSS rose from 34.33% to 45.00%.

c. companies involved

Banco Bradesco S.A., Cielo S.A., Companhia Brasileira de Soluções e Serviços - CBSS and Grupo Santander Espanha.

d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management

There was no effect on Bradesco's share ownership structure.

e. corporate structure before and after the transaction

Not applicable.

- a. event
- **Bradesco, Banco do Brasil, and Caixa Econômica Federal sign memorandum of understanding to**
  - **the Brazilian card flag Elo and undertake new business with prepaid cards**
- b. principal conditions of the deal
- **of non-binding commitment between Bradesco and BB:** 04.27.2010
  - **of commitment between Bradesco, BB and CEF:** 08.09.2010
  - **of transaction with Banco do Brasil on 04.27.2010:** Bradesco and Banco do Brasil signed a memorandum
  - understanding to develop a business model in order to:
  - join part of their card operations;
  - launch a Brazilian credit, debit and prepaid card flag for account holders and non-account holders;
  - jointly format new business for *private label* cards (cards offered to non-account holder customers via retail partners);
  - set up a company to sell cards to certain groups of non-account holder customers; and
  - transfer interests in CBSS S.A. held by both institutions and their subsidiaries, to a company to be created.

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

**detail of transaction with Caixa Econômica Federal, 08.09.2011:** Bradesco, together with Banco do Brasil S.A., signed a memorandum of understanding with Caixa Econômica Federal (Caixa) in relation to: Caixa's participation in the company to be set up, which will manage Brazilian flag Elo's credit, debit and prepaid cards for both account-holder customers of the respective banks and non-account holders; assess the possibility of developing new business for prepaid cards by setting up a means-of-payment company or using existing companies aligned with this business.

A binding commitment between Banco Bradesco S.A. and Banco do Brasil S.A. was signed on 03.15.2011 **detail of transaction with Banco do Brasil:** moving forward from the memorandum of understanding signed on 04.27.2010, Bradesco signed a new binding memo with Banco do Brasil to develop and integrate joint business by setting up a business holding company ("Elo Participações") to launch the Elo flag.

Elo Participações will be 50.01% owned by Bradesco and 49.99% by Banco do Brasil and cover certain business related to electronic payments, which include: Elo Serviços S.A., owner and manager of Elo flag credit cards, debit and prepaid cards; Integration of Companhia Brasileira de Soluções e Serviços – CBSS, directly and indirectly to the business of Elo Participações; Sale to CBSS of 100% of shares held by Bradesco and/or its affiliates in IBI Promotora de Vendas Ltda., of the customer base and business related to this sales channel for the amount of R\$ 419 million. This transaction is subject to : (i) the parties holding negotiations to sign definitive documents; and (ii) compliance with applicable legislation; Sale to CBSS of 100% of the shares held by Bradesco and/or its affiliates in the company Fidelity Processadora e Serviços S.A. - FPS, which represent 49% of the share capital of FPS, for the amount of R\$ 557.9 million, of which R\$ 328.9 million as performance payment.

Bradesco together with Banco do Brasil has reached the stage of final talks with Caixa Econômica Federal to integrate the latter to the launch of Elo flag cards. **pending approval by regulators:** pending approval by competition agency CADE **effects of the decision on the transaction:** the new nationwide Elo flag for credit, debit and prepaid cards for both account holders and non-account holders.

## c. companies involved

Banco Bradesco S.A., Banco do Brasil S.A. and Caixa Econômica Federal.

## d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management

There was no effect on Bradesco's share ownership structure.

## e. corporate structure before and after the transaction

Not applicable.

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

- a. event  
**Bradesco Seguros, ZNT Empreendimentos and Odontoprev signed a non-binding memorandum of understanding to set up a strategic alliance for the development and marketing of dental health products.**
- b. principal conditions of the deal  
**date:** 08.19.2010 **details of the transaction:** Odontoprev S.A. and its controllers Bradesco Seguros S.A. and ZNT Empreendimentos, Comércio e Participações Ltda., signed with BB Seguros Participações S.A., a memorandum of understanding to form a strategic alliance for the development and marketing of dental health products. **pending approval by regulators:** no **effects of the decision on the transaction:** setting up a new company with of 75% of total capital (49.99% of voting and 100% of preferred capital) from BB Seguros and 25% of total capital (50.01% of voting capital) from Odontoprev. BB Insurance will take part indirectly with up to 10% of the total capital of Odontoprev through a holding company to be formed between BB Seguros, Bradesco and ZNT.  
 As a result of this transaction, the availability of Banco do Brasil S.A.'s distribution channels on an exclusive basis will be assured for Odontoprev to market dental health products under the terms of the the strategic partnership, for a period of 10 years, including dental plans for Banco do Brasil S.A. employees and their dependents.
- c. companies involved  
 Banco Bradesco S.A., Bradesco Seguros S.A., BB Seguros Participações S.A., ZNT Empreendimentos, Comércio e Participações Ltda. and OdontoPrev S.A.
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
 There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
 Not applicable.
  
- a. event  
**Bradesco signs an agreement with CPM Braxis and other shareholders of the latter to transfer its controlling interest to Capgemini.**
- b. principal conditions of the deal  
**date:** 09.02.2010

**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

**details of the transaction:** Bradesco, together with its subsidiary CPM Braxis S.A. and its other shareholders, signed an agreement with Capgemini SA through which Capgemini acquired 55% of CPM Braxis stock and became its controlling shareholder. **pending approval by regulators:** pending approval by competition agency CADE **effects of the decision on the transaction:** with the conclusion of the transaction, Bradesco sold 35% of its interest in CPM Braxis for the amount of approximately R\$ 104 million, and continued to hold 20% of its total capital.

- c. companies involved  
Banco Bradesco S.A., CPM Braxis and Capgemini S.A.
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management  
There was no effect on Bradesco's share ownership structure.
- e. corporate structure before and after the transaction  
Not applicable.

**2011**

- a. event  
**Bradesco acquires CBSS shares**
- b. principal conditions of the deal:  
**date:** 01.24.2011 **details of the transaction:** Bradesco acquired shares in Companhia Brasileira de Soluções e Serviços - CBSS held by Visa International Service Association corresponding to 5.01% of the share capital of CBSS, for the amount of R \$ 85.8 million. **pending approval by regulators:** pending approval by competition agency CADE **effects of the decision on the transaction:** Bradesco raised its holding from 45% to 50.01%, thus strengthening its interest in the capital of companies operating in the card market.
- c. companies involved  
Banco Bradesco S.A., Companhia Brasileira de Soluções e Serviços – CBSS, and Visa Internacional Service Association
- d. effects arising from the transaction for share ownership structure, especially for the holding of the controlling block of shareholders with more than 5% of share capital and the issuer's management



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**6.5 – Principal corporate events occurring in issuer, subsidiaries or affiliated companies**

There was no effect on Bradesco's share ownership structure.

- e. corporate structure before and after the transaction

Not applicable.

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**6.6 – Information on any filing for bankruptcy based on material value or judicial or extrajudicial recovery**

There is not and there has not been any event of this nature related to the Company.

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**6.7 – Other material information**

There is no further information that we believe to be significant.

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### **7.1 – Description of the business of the issuer and its subsidiaries**

We are currently one of the largest private sector banks (non government controlled) in Brazil in terms of total assets. We offer a wide range of banking and financial products and services in Brazil and abroad to individuals, large, mid sized and small companies and major local and international corporations and institutions. We have the most extensive private sector branch and service network in Brazil, allowing us to reach a diverse client base. Our products and services encompass banking operations such as loans and deposit taking, credit card issuance, purchasing consortiums, insurance, leasing, payment collection and processing, pension plans, asset management and brokerage services.

Bradesco is a multiple service bank in compliance with the terms of Brazilian banking regulations, operating in two main segments: banking and insurance. The banking segment includes a number of areas in the banking sector, serving individual and corporate customers, investment banking activities by national and international banking operations, asset management operations and consortium administration. The insurance segment covers auto, health, life, accident and property insurance and pension plans as well as certificated savings plans.

The retail banking products include demand deposits, savings deposits, time deposits, mutual funds, foreign exchange services and a range of loan operations, including overdrafts, credit cards and loans with repayments in installments. The services provided to corporate customers include fund management and treasury services, foreign exchange operations, corporate finance and investment banking services, hedge and finance operations including working capital financing, leasing and loans with repayments in installments. These services are provided, mainly, in domestic markets, but also include international services on a smaller scale.

The Organization was originally registered with the “BM&FBovespa” (Sao Paulo Stock Exchange) and subsequently with the “NYSE” (New York Stock Exchange).

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## 7.2 – Information on operational segments

### *a. products and services marketed*

We operate through two principal operating segments: (i) the banking segment and (ii) the insurance, pension plans and certificated savings plan segment. The following diagram shows the main elements of the business segments:

#### ***Banking***

Bradesco has a diverse client base that includes individuals and small, mid-sized and large companies in Brazil. Historically, we have cultivated a stronger presence among the broadest segment of the Brazilian market, middle- and low-income individuals.

Bradesco has a segmented customer base and offers the following range of banking products and services in order to meet the needs of each segment:

- deposit-taking, including checking accounts, savings accounts and time deposits;
- loans (individuals and companies, real estate financing, microcredit, onlending BNDES funds, rural credit, leasing, among others);

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## **7.2 – Information on operational segments**

- credit cards, debit cards and pre-paid cards;
- management of receipts and payments;
- asset management;
- services related to capital markets and investment banking activities;
- intermediation and trading services;
- custody, depositary and controllership services;
- international banking services; and
- purchasing consortiums.

### ***Insurance, private pension plans and certificated savings plans***

We offer insurance products through a number of different entities, which we refer to collectively as Grupo Bradesco de Seguros e Previdência. Grupo Bradesco de Seguros e Previdência is the largest insurer group in Brazil by total revenues and technical provisions, according to data published by SUSEP and ANS. The group provides a wide range of insurance products for both individuals and corporate clients. Products include health, life, personal accident, automobile and other assets.

According to the annual publication of Fundacion Mapfre in Spain, Grupo Bradesco de Seguros e Previdência was the largest insurance and pension plan group in Latin America in 2009.

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**7.2 – Information on operational segments*****b. the segment's revenue and its share of the issuer's net revenues***

Composition of Net Income 2010	R\$ million			
	Banking (1) (2)	Insurance, private pension plans and certificated savings plans	Other operations, adjustments and eliminations (4)	Total
Interest and similar income	56,309	8,907	(1,444)	63,772
Fee and commission income	10,451	975	(2,004)	9,421
Premiums retained from insurance and pension plans	-	27,994	-	27,994
Equity in the earnings of associates	324	148	105	577
Other operating income	1,369	718	(59)	2,029
Contribution to Cofins	(1,705)	(337)	(29)	(2,072)
Tax on Services (ISS)	(325)	-	(19)	(344)
Contribution to PIS	(283)	(53)	(6)	(343)
<b>TOTAL</b>	<b>66,139</b>	<b>38,353</b>	<b>(3,457)</b>	<b>101,035</b>

<b>b) Participation in Net Income</b>	<b>65.5%</b>	<b>38.0%</b>	<b>-3.4%</b>	<b>100.0%</b>
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Composition of Net Income 2010	R\$ million			
	Banking (1) (2)	Insurance, private pension plans and certificated savings plans	Other operations, adjustments and eliminations (4)	Total
Interest and similar income	48,141	7,430	(405)	55,165
Fee and commission income	8,889	861	(1,883)	7,867
Premiums retained from insurance and pension plans	-	24,119	-	24,119
Equity in the earnings of associates	514	214	1	729
Other operating income	1,495	772	(55)	2,212
Contribution to Cofins	(1,431)	(269)	(27)	(1,728)

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Tax on Services (ISS)	(297)	-	(16)	(313)
Contribution to PIS	(270)	(43)	(6)	(319)
<b>TOTAL</b>	<b>57,040</b>	<b>33,083</b>	<b>(2,392)</b>	<b>87,732</b>
<b>b) Participation in Net Income</b>	<b>65.0%</b>	<b>37.7%</b>	<b>-2.7%</b>	<b>100.0%</b>

(1) The "Financial" segment comprises: financial institutions; holding companies (w hich are mainly responsible for managing financial resources); as w ell as credit card and asset management companies;

(2) The balances of equity accounts, income and expenses among companies from the same segment are being eliminated;

(3) The "Insurance Group" segment comprises insurance, private pension plans and savings bonds companies; and

(4) Amounts eliminated among companies from different segments, as w ell as operations carried out in Brazil and abroad.

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**7.2 – Information on operational segments*****c. profit or loss resulting from the segment and its share of the issuer's net income***

Consolidated Statement of Income 2010	R\$ million			
	Banking (1) (2)	Insurance, private pension plans and certificated savings plans	Other operations, adjustments and eliminations (4)	Total
Net interest income	28,224	2,824	1,724	32,771
Net fee and commission income	10,451	975	(2,031)	9,395
Net gains/(losses) on financial instruments classified for trading	906	(1.1)	1,307	2,213
Net gains/(losses) on financial instruments classified as available for sale	98	419	238	754
Net gains/(losses) of foreign exchange operations	337	-	(1,020)	(683)
Income from insurance and pension plans	-	2,554	23	2,578
Impairment of loans and advances	(6,355)	-	599	(5,756)
Personnel expenses	(7,944)	(763)	(87)	(8,794)
Other administrative expenses	(9,019)	(1,046)	304	(9,761)
Depreciation and amortization	(1,539)	(1)	(426)	(1,966)
Other operating income/(expenses)	(6,112)	(354)	463	(6,003)
<b>Operating income</b>	<b>9,047</b>	<b>4,606</b>	<b>1,094</b>	<b>14,747</b>
Equity in the earnings of associates	324	148	105	577
<b>income before taxes and participation of non-controlling shareholders</b>	<b>9,371</b>	<b>4,755</b>	<b>1,199</b>	<b>15,324</b>
Income and social contribution taxes	(2,416)	(1,772)	(1,084)	(5,272)
<b>Net income for the year</b>	<b>6,955</b>	<b>2,983</b>	<b>115</b>	<b>10,052</b>
Chargeable to controlling shareholders	6,944	2,913	83	9,940
Chargeable to non-controlling shareholders	11	70	32	113
<b>c) Participation in Net Income</b>	<b>69.2%</b>	<b>29.7%</b>	<b>1.1%</b>	<b>100.0%</b>

Consolidated Statement of Income 2010	R\$ million			
	Total			

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	<b>Banking (1) (2)</b>	<b>Insurance, private pension plans and certificated savings plans</b>	<b>Other operations, adjustments and eliminations (4)</b>	
Net interest income	23,992	2,301	898	27,191
Net fee and commission income	8,889	861	(1,902)	7,847
Net gains/(losses) on financial instruments classified for trading	2,702	(3.6)	3,286	5,984
Net gains/(losses) on financial instruments classified as available for sale	75	619	64	757
Net gains/(losses) of foreign exchange operations	1,339	-	(2,237)	(898)
Income from insurance and pension plans	-	1,789	(11)	1,778
Impairment of loans and advances	(11,236)	-	426	(10,810)
Personnel expenses	(6,860)	(532)	57	(7,334)
Other administrative expenses	(7,649)	(765)	276	(8,138)
Depreciation and amortization	(1,270)	(49)	(197)	(1,517)
Other operating income/(expenses)	(2,934)	(230)	139	(3,025)
<b>Operating income</b>	<b>7,047</b>	<b>3,991</b>	<b>798</b>	<b>11,836</b>
Equity in the earnings of associates	514	214	0.7	729
<b>income before taxes and participation of non-controlling shareholders</b>	<b>7,561</b>	<b>4,205</b>	<b>799</b>	<b>12,565</b>
Income and social contribution taxes	(2,320)	(1,463)	(482)	(4,264)
<b>Net income for the year</b>	<b>5,241</b>	<b>2,743</b>	<b>317</b>	<b>8,301</b>
Chargeable to controlling shareholders	5,244	2,716	323	8,283
Chargeable to non-controlling shareholders	(2)	26	(6)	18
<b>c) Participation in Net Income</b>	<b>63.1%</b>	<b>33.0%</b>	<b>3.8%</b>	<b>100.0%</b>

(1) The "Financial" segment comprises: financial institutions; holding companies (w hich are mainly responsible for managing financial resources); as w ell as credit card and asset management companies; (2) The balances of equity accounts, income and expenses among companies from the same segment are being eliminated; (3) The "Insurance Group" segment comprises insurance, private pension plans and savings bonds companies; and (4) Amounts eliminated among companies from different segments, as w ell as operations carried out in Brazil and abroad.

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## **7.2 – Information on operational segments**

### ***Reasons for issuer not filling out data for FY 2008***

Note that issuer accounting data disclosed in item 7.2 refer to the consolidated financial data in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). These consolidated financial statements are covered by First-time Adoption of International Financial Reporting Standards (IFRS 1 R). The statements for the year ended December 31, 2008 were not prepared under the international accounting standard, so we are not including comments or statements on 2008 because they do not enable proper comparison with the years ended December 31, 2010 and 2009.

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### **7.3 – Information on products and services relating to the operational segments**

#### **a) Characteristics of the product process**

We present below some characteristics of the main products and services of Banco Bradesco.

##### ***Deposit-taking***

We offer a variety of deposit products and services to our customers through our branches, including:

- Non-interest bearing checking accounts;
- investment deposit accounts;
- traditional savings accounts, which currently earn the Brazilian reference rate, or taxa referencial, known as the "TR," plus 6.2% annual interest;
- time deposits, which are represented by Bank Deposit Certificates (certificados de depósito bancário - or "CDBs"), and earn interest at a fixed or floating rate; and
- deposits exclusively from financial institutions, which are represented by Interbank Deposit Certificates (certificados de depósito interbancário - or "CDIs"), and earn the interbank deposit rate.

As of December 31, 2010, we had 23.1 million checking account holders, 21.8 million of which were individual account holders and 1.3 million corporate account holders. On the same date, we also had 41.1 million savings accounts and a 14.3% share of the Brazilian savings deposit market, totaling R\$192.9 billion (excluding deposits from financial institutions), according to the Central Bank

We offer our clients certain additional special services, such as:

- "identified deposits," which allow our clients to identify deposits made in favor of a third party by using a personal identification number; and
- real-time "banking transfers" from a checking, savings or investment account to another checking, savings or investment account, including accounts at other banks.

##### ***Loans and discounted loans***

Our loans and discounted loans consist mostly of consumer loans, corporate loans and rural loans.

##### ***Consumer loans***

Our significant volume of individual loans enables us to reduce the impact of single individual loans on the performance of our portfolio and helps build customer loyalty. They consist primarily of:

- short-term loans, extended through our branches to checking account holders and, within certain limits, through our ATM network. These short-term loans are on average repaid in four months with an average interest rate of 6.8% per month as of December 31, 2010;
- vehicle financings are on average repaid in seventeen months with an average interest rate of 2.5% per month as of December 31, 2010; and
- overdraft loans on checking accounts (which we call "Cheque Especial"), which are on average repaid in one month, at interest rates varying from 7.8% to 8.4% per month as of December 31, 2010.

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### **7.3 – Information on products and services relating to the operational segments**

We also provide revolving credit facilities and traditional term loans. On the basis of loans outstanding on that date, we had a 12.5% share of the Brazilian consumer loan market, according to information published by the Central Bank.

In April 2008, *Banco Finasa S.A.* was dissolved by its merger into *Banco Finasa BMC S.A.* and all of its assets and liabilities were transferred to *Banco Finasa BMC S.A.* In April, 2008, the merger of Banco Finasa S.A. into Banco Finasa BMC S.A. was approved by the Central Bank.

In 2009 we repositioned the "Finasa" and "BMC" brands as "Bradesco Financiamentos" and "Bradesco Promotora," respectively.

Bradesco Financiamentos, our financing subsidiary, has two business lines:

- providing loans against repayment deducted from paychecks for public employees, INSS retirees and pensioners and private-sector employees. This nationwide retail operation is run through non-bank correspondents. In addition to paycheck loans, these points provide aggregated products such as credit cards, insurance, certificated savings plans, and purchasing consortiums, among others, that are sold in partnership with Bradesco's branch network or directly prospecting new customers; and
- financing and leasing for vehicles with solutions in CDC, leasing and others using own funds or onlending to Bradesco clients and non-clients, working in partnership with 24.195 retailers and dealers across the country in the segments of light vehicles, motorcycles and heavy vehicles.

#### ***Real estate financing***

As of December 31, 2010, we had 49,402 outstanding real estate loans. We financed 28.7% of the financial sector lending for civil construction in 2010, according to data published by the Central Bank.

Real estate financing is made through the Housing Finance System - SFH (*Sistema Financeiro Habitacional*), by the Housing Mortgage Portfolio - CHF (*Carteira Hipotecária Habitacional*) or by the Commercial Mortgage Portfolio - CHC - (*Carteira Hipotecária Comercial*). Loans from SFH or CHH feature variable-installment repayments and annual interest rates ranging from 7.8% to 11.5% plus TR, or 13.0% from CHC. Loans from SFH with pre-fixed installment repayment are made at annual interest rates of 12.73% for properties valued at no more than R\$150,000.

Residential SFH and CHH loans are for repayment within thirty years and commercial loans within ten years.

The individual loans made for construction purposes are repaid within 30 years, with 24 months to finish construction, a 2-month grace period and the remainder for repaying the loan. The annual interest rate on these loans is TR plus 10.5% for the SFH loans, or a fixed 12.7% for homes valued at R\$150,000 or less.

We also extend corporate financing for builders under the SFH. These loans are for construction purposes and typically specify 36 months for completion of construction work and repayments starting within 36 months after official registration of the building. These loans are charged the TR plus an annual interest rate of 12% during the construction stage for SFH loans, and TR plus an annual interest rate of 15% for CHH loans.

Central Bank regulations require us to provide real estate financing in the amount of at least 65% of the balance of our savings accounts. In addition to real estate financing, mortgage notes, charged-off real estate financing, and



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### **7.3 – Information on products and services relating to the operational segments**

other financings can be used to satisfy this requirement. We generally do not finance more than 80% of the purchase price or the market value of a property, whichever is lower.

#### ***Microcredit***

We extend microcredit to low-income individuals and small companies, in accordance with Central Bank regulations requiring banks to use 2% of their cash deposits to provide these loans. We started providing microcredit loans in August 2003. As of December 31, 2010, we had 57,737 microcredit loans outstanding.

In accordance with Central Bank regulations, most microcredit loans are charged at a maximum effective interest rate of 2% per month. However, microcredit loans for certain types of business or specific production have a maximum effective interest rate of 4%. The CMN requires that the maximum amount loaned to a borrower be limited to (i) R\$2,000 for individuals in general, (ii) R\$5,000 for individuals developing certain professional, commercial or industrial activities or for micro companies, and (iii) R\$15,000 for microcredit loans in certain segments. In addition, microcredit loans must be not for less than 120 days, and origination fee must be 1% to 5% of the loan value.

#### ***BNDES onlending***

The Brazilian government has a program to provide government-funded long-term loans with below-market interest rates to sectors of the economy that it has targeted for development. We borrow funds under this program from either (i) BNDES, the federal government's development bank, or (ii) *Agência Especial de Financiamento Industrial* (Finame), which we call "Finame," the equipment financing subsidiary of BNDES. We then on-lend these funds to borrowers in targeted sectors of the economy. We determine the spread on the loans based on the borrowers' credit. Although we bear the risk for these BNDES and Finame onlending transactions, they are always secured.

According to BNDES, in 2010, we disbursed R\$17.4 billion, 57.4% of which was loaned to micro-, small- and medium-sized companies.

#### ***Other local commercial loans***

We offer a range of loans to our Brazilian corporate clients, including:

- short-term loans of twenty nine days or less;
- working capital loans to cover our customers' cash needs;
- guaranteed checking accounts and corporate overdraft loans;
- discounting trade receivables, promissory notes, checks, credit card and supplier receivables, and a number of other receivables;
- financing for purchase and sale of goods and services;
- corporate real estate financing;
- investment lines for acquisition of assets and machinery; and
- guarantees.

These lending products generally bear an interest rate of 2.0% to 7.5% per month.

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### **7.3 – Information on products and services relating to the operational segments**

#### ***Rural loans***

We extend loans to the agricultural sector by financing demand deposits, BNDES onlendings and our own funds, in accordance with Central Bank regulations.

In accordance with Central Bank regulations, loans arising from compulsory deposits are paid a fixed rate. The annual fixed rate was 6.75% as of December 31, 2010. Repayment of these loans generally coincides with agricultural harvest and principal is due when a crop is sold, except BNDES onlending for rural investment which is repaid within a five years with repayments on a semi-annual or annual basis. As security for such loans, we generally obtain a mortgage on the land where the agricultural activities being financed are conducted.

Since July 2010, Central Bank regulations require us to use at least 29% of our checking account deposits to provide loans to the agricultural sector. If we do not reach 29%, we must deposit the unused amount in a non-interest-bearing account with the Central Bank.

#### ***Leasing***

According to ABEL, as of December 31, 2010, our leasing companies were among the sector leaders, with a 18.9% market share. According to this source, the aggregate discounted present value of the leasing portfolios in the country as of December 31, 2010 was R\$86.3 billion.

The Brazilian leasing market is dominated by large banks and both domestic- and foreign-owned companies affiliated with vehicle manufacturers. Brazilian lease contracts generally relate to motor vehicles, computers, industrial machinery and other equipment.

Most of our leases are financial (as opposed to operational). Our leasing operations primarily involve the leasing of cars, trucks, cranes, aircraft and heavy machinery.

We conduct our leasing operations through our primary leasing subsidiary, Bradesco Leasing and also through Bradesco Financiamentos.

We obtain funding for our leasing operations primarily by issuing debentures and other securities in the domestic market.

#### ***Credit cards***

In 1968, Bradesco was the first bank to issue credit cards in Brazil, and as of December 31, 2010, we were one of Brazil's largest card issuers with a base of 86.5 million credit and private-label cards. We offer Visa, American Express, MasterCard credit and private label cards, which are accepted in over 200 countries.

In April 2010 Bradesco and Banco do Brasil signed a non-binding memorandum of understanding for the preparation of a business model, involving: (i) the integration of part of their card operations and (ii) the launch of a Brazilian brand of credit, debit and pre-paid cards for account holders and non-accountholders. Completion of this deal is subject to technical, legal and financial studies, satisfactory negotiation of final documents and compliance with the applicable legal and regulatory requirements.

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### 7.3 – Information on products and services relating to the operational segments

Our partnership with American Express Company has enabled us to successfully operate their credit cards and other related activities in Brazil, in particular our exclusive issue of the Centurion line of cards, which includes the Membership Rewards Program, and management of the network of establishments taking Amex Cards.

In addition, through our participation in *Fidelity Processadora e Serviços S.A.*, Bradesco is one of the largest service providers of processing, customer services management and support activities in Brazil.

In June 04, 2010, we completed our acquisition of Ibi México and RFS Human Management in a deal that includes a 20-year partnership with C&A Mexico for exclusive sales of financial products and services in its stores.

Since October 2010, our Visa and MasterCard credit cards have been processed by our subsidiary *Fidelity Processadora e Serviços S.A.* This was the largest change in credit card processing company in Latin America and was completed very successfully.

This change will be advantageous for our development and maintenance of standard IT systems that can be tailored to specific client needs upon request, more responsive customer service, positive impact on our service network, and more flexibility on launching new products and services, thus boosting our competitiveness in the marketplace.

We earn revenues from our credit card operations through:

- fees on purchases carried out in commercial establishments;
- issuance fees and annual fees;
- interest on credit card balances;
- interest and fees on cash withdrawals through ATMs;
- interest on cash advances to cover future payments owed to establishments that accept credit cards; and
- several fees charged cardholders and affiliated commercial establishments.

We offer our customers the most complete line of credit cards and related services, including:

- cards issued for use restricted to Brazil;
- credit cards accepted nationwide and internationally;
- credit cards for high net worth customers, such as "Gold," "Platinum" and "Infinite/Black" Visa, American Express and MasterCard. Highlights are loyalty programs including the "Membership Rewards Program;"
- cards that combine credit and debit features in a single card, which may be used for traditional banking transactions and shopping;
- to enhance security, we are issuing chip-embedded credit cards for our entire client base, enabling cardholders to use passwords instead of signatures;
- corporate credit cards accepted nationwide and internationally;
- co-branded credit cards, which we offer through partnerships with traditional companies, such as airlines, retail stores, and others;
- "affinity" credit cards, which we offer through civil associations, such as sport clubs and non-governmental organizations;
- "CredMais" credit cards for employees of our payroll processing clients, which have more attractive revolving credit fees, and "CredMais INSS" credit cards for INSS pensioners and other beneficiaries with lower financing interest rates;
- private label credit cards, which exclusively target retail clients to leverage our business and build loyalty which may or may not have a brand for use with our retailers;
- SMS - Bradesco Message Service enables cardholders to have text messages sent to their mobile phone when a transaction with their card is made;



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### 7.3 – Information on products and services relating to the operational segments

- CPB - Bradesco Ticket Card, a virtual card for corporates to manage and control airlines travel expenses;
- "Cartões Transporte Bradesco" - Bradesco's card for transportation companies, shippers, risk management companies and truck drivers, with both prepaid and debit card functionalities;
- "Blue Credit Cards" a modernly designed credit card that offers special benefits for American Express clients with upscale lifestyles;
- "FixCard," with a reduced fee enabling cardholders to plan their monthly repayment;
- Flex Car Visa Vale Card is a prepaid card that offers the client more practical payment options for vehicle related expenses, such as fuel or parking and enables companies to set maximum credit available to each employee;
- payment of invoice in up to 12 fixed installments, with specific charges per type of card;
- Bradesco Unemployment Protection Insurance ("Seguro Proteção Desemprego Bradesco" ) settles or amortizes the amount due on the participant's credit card in the event of involuntary unemployment (for employed professionals) or permanent or temporary physical disability (for self-employed workers or professionals). Coverage varies by type of plan;
- Bradesco Unauthorized Purchase Protection Insurance ("Seguro Cartão Super Protegido Premiável Bradesco") settles or amortizes the amount due on the participant's credit card, excluding cash withdrawals, resulting from the card's loss, robbery or theft. Protection covers a 7-consecutive-day period (168 hours) prior to the notification of the event, up to the credit card limit, with a ceiling of R\$50,000;
- "Purchase with Change" is a service provided by Bradesco, Banco do Brasil and Banco Real, which enables clients to ask for cash back purchasing with the card;
- "Contactless" branded cards (pilot) enable clients to simply place the card next a scanner to make a payment;
- "Bradesco Corporate Checking Account Card" does checking account transactions and is ideal for small everyday expenses, with advanced technology making company business more convenient, faster and more secure; and
- "Gold Cards" with differentiated services in line with Bradesco's customer segmentation strategy, offering competitive products that provide profitability for the Bank and benefits for clients.

In 1993, we launched the *SOS Mata Atlântica* card, which allocates a portion of its revenues to environmental causes. In 2008, we launched the *Amazonas Sustentável* credit card, the first credit card made of recycled plastic, and part of its revenues will be transferred to *Fundação Amazonas Sustentável*.

As of December 31, 2010, we had more than 78 partners with whom we offered co-branded, affinity and private label/hybrid credit cards. These relationships have allowed us to integrate our relationships with our clients and offer our credit card customers banking products, such as financing and insurance.

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### 7.3 – Information on products and services relating to the operational segments

The following table shows the number of credit and debit cards issued for the years indicated:

	2010	2009	2008
		(In millions)	
<b>Card base:</b>			
<i>Credit</i>	86.5	79.6	35.3
<i>Debit</i>	58.7	53.3	48.0
<b>Total</b>	<b>145.2</b>	<b>132.9</b>	<b>83.3</b>
<b>Revenue – R\$:</b>			
<i>Credit</i>	75,561	55,294	46,704
<b>Number of transactions:</b>			
<i>Credit</i>	959,1	722,6	607,4

#### **Debit cards**

We first issued debit cards in 1981 under the name "*Bradesco Instantâneo*." In 1999, we started converting all of our *Bradesco Instantâneo* debit cards into new cards called "*Bradesco Visa Electron*." Bradesco debit cardholders may use them to purchase goods and services at establishments or make withdrawals through our self-service network in Brazil or the "Plus" network worldwide. Purchase amounts are debited to the cardholder's Bradesco account, thus eliminating the inconvenience and bureaucracy of writing checks.

#### **Prepaid cards**

In January 2011, Bradesco concluded acquisition of part of CBSS's shares owned by Santander in July 2010, thus increasing Bradesco's ownership interest in CBSS to 50.1%.

#### **Management of receipts and payments**

In order to meet the cash management needs of our clients in both public and private sectors, we offer many electronic solutions for receipt and payment management, supported by a vast network of branches, banking correspondents and electronic channels, all of which aim to improve speed and security for client data and transactions.

These solutions include: (i) collection and payment services and (ii) online resource management enabling our clients to pay suppliers, salaries, and taxes and other levies to governmental or public entities.

These solutions, which can also be customized, facilitate our clients' day-to-day tasks and help to generate more business for the Bank.

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We also earn revenues from fees and investments related to collection and payment processing services.

#### ***Global cash management***

The global cash management concept provides solutions for multinationals in Brazil and/or domestic companies operating abroad.

Bradesco's Global Cash Management provides payments, receipts and treasury management services for companies to centralize cash regionally or globally through partnerships with banks worldwide.

#### ***Solutions for collection and other receipts***

In 2010, we processed 1,047.6 million receipts through our collection system, checks custody service, identified deposits and credit orders via our teleprocessing system (credit order by teleprocessing or OCT), which was 19.9% more than in the same period of 2009.

#### ***Tax collection solutions***

In 2010, we processed payments of 459.7 million documents related to taxes and other amounts due to governmental, public and private entities, which was 11.1% more than in the same period of 2009.

#### ***Check-custody services***

Under the post-dated check system, our clients pay for goods and services by writing checks payable at a future date. Sellers deposit the post-dated check on the future date, effectively postponing payment date. We hold such checks in custody for our clients to facilitate control of the document in the period from writing the check to the day it is deposited in the recipient's account.

#### ***Solutions for payment of suppliers, salaries and taxes***

Our volume of electronically processed transactions in 2010 was 337.8 million, an increase of 31.6% on the same period of 2009.

#### ***Production chain solutions***

In the current market, we believe companies operating in the same segment must act together to ensure better results. In this context, we have acted as a "Production Chain Bank" for all stages of the production process, posing solutions, products, services and partnerships to cater for all members of the production chain, whether they are suppliers, distributors, clients, or collaborators.

#### ***Public authority solutions***

Public administration also requires agility and technology in its everyday activities. We have a business area specifically to serve this market, which offers specialized services to entities and bodies of the Executive, Legislative and Judiciary branches at federal, state and municipal levels, in addition to independent governmental agencies, public foundations, state-owned and mixed companies, the armed forces (army, navy and air force) and the auxiliary

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forces (federal and state police forces) and notary officers and registrars, identifying business opportunities and structuring customized solutions.

Our exclusive website developed for these clients poses corporate solutions for federal, state and municipal governments for payments, receipts, human resources and treasury services, meeting the needs and expectations of the Executive, Legislative and Judiciary branches. The portal also features exclusive facilities for public employees and the military showing all of our products and services for these clients.

The relationship works through exclusive service platforms located nationwide, with specialized relationship managers to provide services to these clients, creating a closer relationship to conquer new business and establishing a consolidated presence with Public Authorities.

In 2010, we participated in 61 public auctions across Brazil to provide payroll bank account services for government employees and were successful in 52, representing 293,596 new payroll bank accounts. As of December 2010, we processed over 1.5 million payroll payments totaling R\$2.9 billion for public-sector bodies or entities.

#### ***Asset management***

We manage third-party assets through:

- mutual funds;
- individual and corporate investment portfolios;
- pension funds, including assets guaranteeing the technical reserves of Bradesco Vida e Previdência;
- insurance companies, including assets guaranteeing the technical reserves of Bradesco Seguros; and
- Receivable funds (FIDCs), real estate and private equity funds (FIPs).

As of December 31, 2010, we had R\$295.7 billion in assets under management, of which R\$202.2 billion were managed by Bradesco Asset Management and R\$93.5 billion related to the fiduciary administration, custody and controllership services provided separately by the brokerage *BEM Distribuidora de Títulos e Valores Mobiliários Ltda.*, which we call "BEM DTVM."

In the same period we offered 1,146 funds and 221 managed portfolios to 3.1 million investors. We also offer a range of fixed income, equity, money market and other funds. Currently we do not offer investments in highly leveraged funds.

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The following tables show our portfolio of assets under management by number of investors, and number of investment funds and managed portfolios for each period.

(R\$ in millions)	Distribution of Assets		
	2010	As of December 31, 2009	2008
<b>Investments Funds:</b>			
<i>Fixed income</i>	242,751	201,012	155,365
<i>Variable income</i>	27,227	23,999	10,797
<i>Third party share funds</i>	5,629	5,641	4,857
<b>Total</b>	<b>275,607</b>	<b>230,652</b>	<b>171,019</b>
<b>Managed Portfolios:</b>			
<i>Fixed income</i>	10,460	8,590	8,484
<i>Variable income</i>	8,470	7,552	6,881
<i>Third party share funds</i>	1,171	906	767
<b>Total</b>	<b>20,101</b>	<b>17,048</b>	<b>16,132</b>
<b>Overall total</b>	<b>295,708</b>	<b>247,700</b>	<b>187,151</b>

	2010		As of December 31, 2009		2008	
	Number	Quota holders	Number	Quota holders	Number	Quota holders
<i>Investment Funds</i>	1146	3,125,605	960	3,169,464	807	3,281,540
<i>Managed Portfolios</i>	221	497	209	486	209	568
<b>Overall Total</b>	<b>1,367</b>	<b>3,126,102</b>	<b>1,169</b>	<b>3,169,950</b>	<b>1,016</b>	<b>3,282,108</b>

Total assets in our investment funds grew 19.5% in 2010, mainly as a result of larger third-party investments in our fixed income investment funds, which have lower management fees than equity funds.

Our products are distributed through our branch network, our telephone banking services and our internet site ShopInvest.

#### Services related to capital markets and investment banking activities

As our investment bank, Bradesco BBI's business includes trading in equities and fixed-income assets, structured finance, mergers and acquisitions, project finance and private equity. BBI also manages trading for our brokerage and asset management firms Bradesco Corretora de Títulos e Valores Mobiliários, Ágora Corretora de Títulos e Valores Mobiliários, BRAM - Bradesco Asset Management, and Bradesco Securities Inc.





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In 2010, we coordinated placements worth R\$144.8 billion for primary and secondary offerings of shares and debt instruments, accounting for 80.5% of the year's CVM-registered issues.

#### ***Equities***

Bradesco BBI coordinates and places public offerings of shares in the local and international capital markets, and intermediates public tender offers. In 2010, Bradesco BBI acted as lead coordinator for Petrobras in the world's largest ever IPO of common and preferred shares raising R\$120 billion, which resources were used in the acquisition of reserves located in the pre-salt and also in the investment plan for the coming years.

Bradesco BBI was one of the main players in IPOs and follow-ons that went to the market in 2010. Of 22 CVM-registered IPOs in the period, Bradesco BBI acted as coordinator and joint book runner for 8 offerings worth a total of R\$128.2 billion and ended the year 2010 placed third in ANBIMA's consolidated distribution ranking for equities. In addition, Bradesco BBI acted as one of the underwriters for the General Motors US\$ 23 billion primary public offering, the largest ever in the United States of America.

#### ***Fixed income***

Several major deals were successfully closed in 2010 and BBI ended the year taking first place in ANBIMA's ranking for fixed-income origination with a combined total of over R\$18 billion volume and a 24.3% market share.

In addition to the local market, BBI also operates in the international capital markets, originating and structuring debt transactions (notes or bonds) for placement with foreign investors. In the fourth quarter of 2010, BBI was placed eighth by total issues in ANBIMA's ranking of issues on international capital markets published in December 2010.

#### ***Structured operations***

Bradesco BBI offers various funding solutions to clients through diverse financial instruments, including securitization.

ANBIMA rankings published in December 2010 placed BBI first by number of deals involving securitization and real-estate receivables certificates (ANBIMA's Origination Ranking).

#### ***Mergers and acquisitions***

Bradesco BBI acts as advisor to important clients for mergers, acquisitions, asset sale, joint ventures, corporate restructuring and privatization. It is one of the leading investment banks in Brazil and the second largest in mergers and acquisitions ranked by number of transactions (as announced in September 2010).

#### ***Project finance***

Bradesco BBI has a sound record of acting as an advisor and arranging structured finance for several project finance and corporate finance deals, and in all cases pursues the best solutions for all different sectors of the economy. We

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believe it has excellent relationships with various development agencies such as BNDES, Banco Interamericano de Desenvolvimento (BID), the International Finance Corporation (IFC) and Banco do Nordeste do Brasil (BNB).

Among the operations completed in 2010, a highlight was BBI's role as financial adviser to LLX Logística S.A. ("LLX"), which successfully obtained R\$1.2 billion in long-term BNDES finance for a new port project in the southeast of Brazil (Superporto Sudeste).

#### ***Intermediation and trading services***

Through our wholly owned subsidiary *Bradesco S.A. Corretora de Títulos e Valores Mobiliários*, to be referred to as "Bradesco Corretora," we trade futures, options and corporate and Brazilian government securities on behalf of our customers. The clients of Bradesco Corretora include high net worth individuals, large companies and institutional investors.

In 2010, Bradesco Corretora traded more than R\$87.184 billion in the BM&FBovespa equities market and the exchange ranked us thirteenth in Brazil in terms of total trading volume.

In addition, in the same period, Bradesco Corretora traded 9,862,475 futures, swaps and options totaling R\$853.6 billion, on the BM&FBovespa. According to the BM&FBovespa, in 2010, Bradesco Corretora was ranked 20<sup>th</sup> in the Brazilian market, in terms of the number of options, futures and swaps contracts executed.

With more than 45 years of tradition and efficiency in capital markets, Bradesco Corretora was the first brokerage firm to provide its clients with DMA-Direct Market Access, an innovative computer order routing service enabling investors to buy or sell assets directly in BM&FBovespa's market.

BM&FBovespa, through its Operational Qualification Program, awarded the 5 Qualification Seals (Agro Broker, Carrying Broker, Execution Broker, Retail Broker and Web Broker) to Bradesco Corretora in September 2009, indicating excellence in futures transactions.

Bradesco Corretora has 117 traders for retail investors and assisting our branch managers, 14 for Brazilian and foreign institutional investors, and 13 for BM&FBovespa.

Bradesco Corretora offers its clients the ability to trade securities on the Internet through its "Home Broker" service. In 2010, "Home Broker" trading totaled R\$17.9 billion, or 3.9% of all Internet transactions on BM&FBovespa, and Bradesco Corretora was the 8th largest Internet trader in the Brazilian market.

Bradesco Corretora offers its clients full service investment analysis with coverage of the main sectors and companies in the Brazilian market, currently more than 100 companies. There are twenty industry specialists (senior analysts and assistants) on our analyst team reporting to clients with follow-up reports and share guides with an extensive database of projections and comparative multiples. In addition to analysis from our team of economists, Bradesco Corretora has a separate economic team catering to specific demand from its clients, focusing on the stock market.

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Through our "Share Rooms Project", clients have access to professionals able to advise on investing on the BM&FBovespa. Our constantly-expanding network of share rooms currently consists of 21 share rooms located throughout Brazil. This means that Bradesco Corretora provides direct customer service and closer relations with clients, training and certifying employees for a range of operations, including structured operations, and attracting new clients. This channel is very profitable and enjoys a high-level of take-up from investors, making for closer relations with our network of branches as loyal clients concentrate their funds with us. We expect to have 28 share rooms in strategic locations around Brazil by the end of 2011 and 34 by the end of 2012.

We also offer a "Direct Treasury Program" enabling individual clients to invest in federal government bonds on the Internet by registering with Bradesco Corretora on our website.

Bradesco Corretora also offers its services as a representative of non-resident investors for transactions in the financial and capital markets, in accordance with CMN Resolution No. 2,689, which we refer to as "Resolution 2,689."

#### ***Custody, depositary and controllership services***

In 2010, we were one of the main providers of capital market services and retained leadership in the domestic asset custody market, according to the ANBIMA ranking. Our modern infrastructure and specialized team offer a broad range of services such as: asset registration (shares, BDR - Brazilian Depositary Receipts, investment fund shares, Certificates of Real Estate Receivables or CRIs, and debentures); qualified custody for securities; custody of shares underlying Depositary Receipts (DRs); controllership services for investment funds ("CVM Instruction No. 409" Funds and Structured Funds) and managed portfolios; trustee and management services for investment funds; offshore funds; custody and representation for foreign investors; agent bank; depositary (escrow account - trustee) and clearing agent.

We submit our processes to the Quality Management System ISO 9001:2008 and GoodPriv@cy certifications. Bradesco Custódia alone has 10 quality related and 3 protection and data privacy certifications.

As of December 31, 2010, Bradesco Custódia offered:

#### **● Controller and custody services for investment funds and managed portfolios and fiduciary asset management**

- Ø R\$ 728.7 billion in assets under custody for clients using custody services, as measured by methodology used for the ANBIMA ranking;
- Ø R\$ 818.6 billion in equity investment funds and portfolios using our controller services, as measured by methodology used for the ANBIMA ranking;
- Ø 21 registered DR programs with a market value of R\$120.7 billion;
- Ø R\$153.9 billion total assets under management in investment funds through BEM DTVM Ltda.

#### **● Asset registration:**

- Ø Bradesco's share registration system comprised 233 companies, with a total of 8.5 million shareholders;
- Ø our debenture registration system contained 150 companies with a total market value of R\$ 161.9 billion;
- Ø our fund share registration system contained 153 investment funds with a market value of R\$ 20.7 billion; and

we managed three registered BDR programs, with a market value of R\$448.9 million.

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#### ***International banking services***

As a private commercial bank, we offer a range of international services, such as foreign exchange transactions, foreign trade finance, lines of credit and banking. Our overseas network:

- New York City, a branch and Bradesco Securities Inc., our subsidiary brokerage firm, which we call "Bradesco Securities U.S.;"
- London, Bradesco Securities U.K., our subsidiary, which we call "Bradesco U.K.;"
- Cayman Islands, 2 Bradesco branches and our subsidiary, Cidade Capital Markets Ltd., which we call "Cidade Capital Markets;"
- Argentina, Banco Bradesco Argentina S.A., our subsidiary, which we call "Bradesco Argentina;"
- Luxembourg, Banco Bradesco Luxembourg S.A., our subsidiary, which we call "Bradesco Luxembourg;"
- Japan, Bradesco Services Co. Ltd., our subsidiary, which we call "Bradesco Services Japan;"
- in Hong Kong, our subsidiary Bradesco Trade Services Ltd; and
- in Mexico, our subsidiary Ibi Services, Sociedad de Responsabilidad Limitada.

Our Bradesco Nassau branch in the Bahamas closed on January 11, 2011.

Our international transactions are coordinated by our foreign exchange department in Brazil with support from 12 operational units, and 14 foreign exchange platforms located in major exporting and importing areas nationwide.

#### ***Foreign branches and subsidiaries***

Our foreign branches and subsidiaries are principally engaged in trade finance for Brazilian companies. Bradesco Europe also provides additional services to the private banking segment. With the exception of Bradesco Services Japan and Bradesco Trade Services, our branches abroad are allowed to receive deposits in foreign currency from corporate and individual clients and extend financing to Brazilian and non-Brazilian clients.

Funding for import and export finance is obtained from the international financial community by means of credit lines granted by correspondent banks abroad. In addition to this traditional source of correspondent banks, our funding from public and private issues of debt securities on international capital markets amounted to US\$3.4 billion during 2010.

Bradesco Argentina. To expand our operations in Latin America, in December 1999, we established our subsidiary in Argentina, Bradesco Argentina, the general purpose of which is to extend financing, largely to Brazilian companies established locally and, to a lesser extent, to Argentinean companies doing business with Brazil. In order to start its operations, we capitalized Bradesco Argentina with R\$54.0 million from March 1998 to February 1999, and a further R\$27.2 million in May 2007.

Bradesco Europe (current business name). In April 2002, we acquired full control of Banque Banespa International S.A. in Luxembourg and changed its name to Banco Bradesco Luxembourg S.A. In September 2003, Mercantil

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Luxembourg was merged into Banco Bradesco Luxembourg and the surviving entity was named Banco Bradesco Luxembourg.

Bradesco Services Japan. In October 2001, we incorporated Bradesco Services Japan to provide support and specialized services to the Brazilian community in Japan, including remittances to Brazil and advice regarding investments within Brazil.

Bradesco Trade Services. A non-financial institution and a subsidiary of our branch in the Cayman Islands, which we incorporated in Hong Kong in January 2007, in partnership with the Standard Chartered Bank.

Bradesco Securities (U.S. and U.K.) - Bradesco Securities, our wholly owned subsidiary, is a broker/dealer in the United States and England.

- The focus of Bradesco Securities U.S. is on facilitating the purchase and sale of shares, primarily in the form of ADRs. It is also authorized to deal bonds, commercial paper and deposit certificates, among other securities, and may provide investment advisory services. Currently, we have more than thirty ADR programs for Brazilian companies traded on the New York Stock Exchange; and
- Bradesco Securities U.K.'s focus is intermediating equity and fixed income trades of Brazilian companies for global institutional investors.

Cidade Capital Markets. In February 2002, through BCN, Bradesco acquired Cidade Capital Markets in Grand Cayman, as part of the acquisition of its parent company in Brazil, Banco Cidade.

#### ***Banking operations in the United States***

In January 2004, the United States Federal Reserve Bank authorized us to operate as a financial holding company in the United States. As a result, we may do business in the United States directly or through a subsidiary, and, among other lines, may sell insurance and certificates of deposit, provide underwriting services, act as advisors for private placements, provide portfolio management and merchant banking services and manage mutual fund portfolios.

#### ***Import and export finance***

Our Brazilian foreign-trade related business basically consists of export and import finance.

We provide foreign currency payments directly to foreign exporters on behalf of Brazilian importers, attached to receipt of local currency payment by the importers. Exporters are paid advances in local currency on closing an export forex contract for future receipt of the foreign currency on the contract due date. Export finance arrangements prior to shipment of goods are known locally as Advances on Exchange Contracts or "ACCs," and the sums advanced are used to manufacture goods or provide services for export. If advances are paid after goods or services have been delivered, they are referred to as Advances on Export Contracts, or "ACEs."

Other types of export finance include: export prepayment, onlending of funds from BNDES-EXIM, forfeiting through export credit notes and bills (referred to locally as "NCEs" and "CCEs").

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Our foreign trade portfolio is funded primarily by credit lines from correspondent banks. We maintain relations with various American, European, Asian and Latin American financial institutions for this purpose, using our network of approximately 1,000 correspondent banks abroad, 82 of which extended lines of credit at the end of 2010.

#### ***Foreign exchange products***

In addition to import and export finance, our clients have access to a range of services and foreign exchange products such as:

- purchasing and selling travelers checks and foreign currency paper money;
- cross border money transfers;
- advance payment for exports;
- accounts abroad in foreign currency;
- domestic currency accounts for foreign domiciled clients;
- cash holding in other countries;
- collecting import and export receivables;
- cashing checks denominated in foreign currency; and
- structured foreign currency transactions through our foreign units.

#### ***Purchasing consortiums***

In Brazil, persons or entities that wish to acquire certain goods may set up a group known as a "Consortium," in which members pool their resources to assist each other with the purchase of certain consumer goods. The purpose of a consortium is to acquire goods, and Brazilian law forbids the formation of consortiums for investment purposes.

In January 2003, our subsidiary Bradesco Consórcios initiated the sale of consortium memberships, known as "quotas," to our clients. Since May 2004, Bradesco Consórcios has been the leader in the real estate segment and, since December 2004, it has also been the leader in the vehicle segment. In October 2008, Bradesco Consórcios became leader in the truck/tractor segment. As of December 31, 2010, Bradesco Consórcios registered total sales of over 471,620 active quotas in the three segments, with total revenues of approximately R\$22.3 billion and net income of R\$253.4 million. Our purchasing consortium company (Bradesco Consórcios) manages plans for groups of purchasers buying real estate, automobiles, and trucks/tractors.

#### ***Life and personal accident insurance***

We offer life, personal accident and random events insurance through our subsidiary Bradesco Vida e Previdência. As of December 31, 2010 Bradesco Seguros had 20 million life insurance policyholders.

#### ***Health insurance***

The health insurance policies cover medical/hospital expenses. We offer health insurance policies through Bradesco Saúde and its subsidiaries for small, medium or large companies wishing to provide benefits for their staff.

On December 31, 2010, Bradesco Saúde and its subsidiary Mediservice Administradora de Planos de Saúde S.A had more than 3.1 million beneficiaries covered by company plans and individual/family plans. Approximately 32,000 companies in Brazil pay into plans provided by Bradesco Saúde and its subsidiaries, including 42 of the top 100.

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Bradesco Saúde currently has one of the largest networks of providers of health services in Brazil. As of December 31, 2010, it included 10,530 laboratories, 12,398 specialized clinics, 16,787 physicians, 3,277 hospitals located throughout the country.

#### ***Automobiles, property/casualty and liability insurance***

We provide automobile, property/casualty and liability products through our subsidiary Bradesco Auto/RE. Our automobile insurance covers losses arising from vehicle theft and damage passenger and third-party injury. Retail property/casualty insurance is for individuals, particularly those with residential and/or equipment related risks and small- and medium-sized companies whose assets are covered by multi-risk business insurance.

Of the mass property/casualty lines for individuals, our residential note ("Bilhete Residencial") is a relatively affordable and highly profitable product. For corporate clients, Bradesco Auto/RE offers *Bradesco Seguro Empresarial* (business insurance), which is adapted to meet our clients' and business needs. For corporate property/casualty and liability insurance, Bradesco Auto/RE has an exclusive highly specialized team that provides large business groups with services and products tailor-made to the specific needs of each policyholder. Top sellers in this segment are insurance policies for transportation, engineering and operational and oil risks.

As of December 31, 2010, Bradesco Auto/RE had 1.5 million insured automobiles and 1.8 million property/casualty policies and notes, making it one of Brazil's main insurers.

#### ***Pension plans***

We have managed individual and corporate pension plans since 1981 through our wholly owned subsidiary Bradesco Vida e Previdência, which is now the leading pension plan manager in Brazil, as measured by pension plan contributions, investment portfolio and technical provisions, based on information published by Fenaprevi and SUSEP.

Bradesco Vida e Previdência offers and manages a range of individual and group pension plans. Our largest individual plans in terms of contributions known as VGBL and PGBL are exempted from withholding taxes on income generated by the fund portfolio.

Under VGBL and PGBL plans, participants are allowed to make contributions either in installments or in lump-sum payments. Participants in pension plans may deduct the amounts contributed to PGBL up to 12% of the participant's taxable income when making their annual tax declaration. Under current legislation, redemptions and benefits are subject to withholding tax. VGBL plan participants may not deduct their contributions when declaring income tax. At the time of redemption, or when benefits are paid out, tax will be levied on these benefits, pursuant to current legislation.

VGBL and PGBL plans, and individual retirement fund plans (referred to as "FAPI") may be acquired by companies in Brazil for the benefit of their employees.

Bradesco Vida e Previdência also offers pension plans for corporate customers that are in most cases negotiated and adapted to specific needs of the corporate customer.

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### ***Certificated savings plans***

Bradesco Capitalização offers its clients certificated savings plans with the option of a lump-sum or monthly contributions. Plans vary in value (from R\$8 to R\$20,000), form of payment, contribution period, and periodicity of draws for cash prizes of up to R\$2 million (gross premiums). Clients' contributions earn interest at a rate of TR plus 0.5% per month over the value of the mathematical provision. Certificated savings plans may be redeemed after a 12-month grace period. As of December 31, 2010, we had around 5.7 million "traditional" certificated savings plans and around 11.7 million incentive certificated savings plans. Given that the purpose of the incentive certificated savings plans is to add value to the products of a partner company or even to provide an incentive for its customer to avoid delinquency, the plans are for short terms and grace periods with low unit sales value. As of December 31, 2010, Bradesco Capitalização had approximately 17.4 million certificated savings plans and 2.7 million clients.

### ***Treasury activities***

Our treasury departments trading includes derivative transactions, mainly for economic hedging purposes (known as "macro-hedge"). These transactions comply with limits set by our Senior Management and guidelines from our risk management unit using value-at-risk ("VaR") methodology.

### **Processing systems**

The Organization's data processing and communication systems are located in Cidade de Deus in a building called the Information Technology Center (CTI). This 11,900 square meter facility was built especially to house our IT infrastructure, and has all the requirements for class-4 certification from Uptime Institute, which ensures 99.995% availability.

Data is continuously replicated in a Processing Center located at Alphaville, in the city of Barueri, featuring equipment with enough capacity to take over the main system's activities in case of a problem at our Technology Center (CTI). All the branches and ATMs have telecommunications services that work with either of the two processing centers. We hold annual exercises simulating situations in which our IT center is impeded in order to ensure that we have effective contingency structures, processes and procedures in place. These exercises involve our business managers and are monitored by independent auditors. In addition, all backup copies of electronic files stored and maintained at our IT center in the Alphaville Processing Center are saved and second copies maintained.

Alphaville's IT infrastructure also houses all activities for developing application systems.

If the public energy supply is interrupted, both centers have sufficient capacity to operate independently for 72 hours non-stop.

The IT structure is backed by processes implemented in light of the ITIL (IT Infrastructure Library) reference and applies recognized practices for IT service management.

### ***b) Characteristics of the distribution process***

#### ***Distribution channels***

We have the largest private-sector banking network in Brazil. In 2010, we opened 174 new branches. Our branch network is complemented by other distribution channels such as ATMs, telephone banking services, and Internet and mobile banking. In introducing new distribution systems, we have focused on enhancing our security as well as increasing efficiency.

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In addition, to build stronger ties with our corporate clients, in 2010 we installed 368 new points of banking services on the premises of selected corporate clients, reaching a total of 4,480 points of banking service as of December 31, 2010. These points of service offer the same products and services as our branches.

We also offer banking services in 6,203 Brazilian post offices and through our 26,104 banking correspondent offices.

The following table describes our distribution channels:

<b>Structural Information - Units</b>	<b>Dec/10</b>
Service Points	<b>54,884</b>
- Branches	3,628
- Advanced Service Branch (PAAs) <sup>(1)</sup>	1,660
- Mini-Branches (PABs) <sup>(1)</sup>	1,263
- Electronic Service Branch (PAEs) <sup>(1)</sup>	1,557
- Outplaced Bradesco ATM Network Terminals	3,891
- Shared Network ATM Terminals	9,765
- Banco Postal (Postal Bank)	6,203
- Bradesco Expresso (Correspondent Banks)	26,104
- Bradesco Promotora de Vendas	801
- Branches / Subsidiaries Abroad	12
ATM Terminals	<b>43,072</b>
- Own Network	32,015
- ATM terminals shared with other banks	11,057

<sup>(1)</sup> PAB: Branch located on the premises of a company and with Bradesco employees; PAE: ATM located on the premises of a company; and PAA: service point located in a municipality without a Bank branch.

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The table below shows the distribution of sales of these products through our branches and externally:

	2010	2009	2008
	(% of total sales. per product)		
<b>Insurance products:</b>			
<i>Sales through the branches</i>	40.0%	40.7%	35.5%
<i>Sales outside the branches</i>	60.0%	59.3%	64.5%
<b>Pension plans products:</b>			
<i>Sales through the branches</i>	81.7%	82.5%	82.3%
<i>Sales outside the branches</i>	18.3%	17.5%	17.7%
<b>Leasing products:</b>			
<i>Sales through the branches</i>	55.0%	53.5%	26,00%
<i>Sales outside the branches</i>	45.0%	46.5%	74,00%
<b>Certificated savings plans</b>			
<i>Sales through the branches</i>	90.5%	92.3%	93.2%
<i>Sales outside the branches</i>	9.5%	7.7%	6.8%

#### ***Other distribution channels***

Our clients have easy access to their account details, to make financial transactions or acquire products and services through self-service channels, *Fone Fácil* (Easy Phone), Internet and *Bradesco Celular*.

People with disabilities may rely on internet banking services for the visually impaired; personalized service for the hearing impaired using digital language on *Fone Fácil*, and access to the ATM self-service network for visually impaired persons and wheelchair users.

#### ***Self-service network***

As of December 31, 2010, our self-service network had 32,015 ATMs for the exclusive use of Bradesco clients, strategically distributed across Brazil to provide quick and convenient access to a wide range of products and services. Additionally, our clients may use 11,057 shared machines and Banco24Horas pools facilities with Bradesco, Banco do Brasil and Banco Santander, which provides transactions such as cash withdrawals, statements, balance status queries, loans, payments and transfers, among others.

Bradesco's self-service network and *Banco24horas* ATMs executed 2.0 billion transactions in 2010.

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Special needs customers can use Internet banking services for the blind, personalized service for the hearing impaired using digital language on *Fone Fácil*, and access for visually impaired persons and wheelchair users to the self-service network.

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### **7.3 – Information on products and services relating to the operational segments**

Bradesco led banks in Brazil in the use of biometric reading systems. Our system is known as "Bradesco security in the palm of your hand" and it can identify clients by scanning their hand's vascular pattern as a supplementary password for ATM users. This technology is available on 18,176 machines and has been used 105.9 million times as of December 2010.

#### ***Telephone services - Fone Fácil***

"*Fone Fácil Bradesco*" provides 24-7 telephone numbers for clients to access their accounts conveniently, quickly and securely using personalized electronic to obtain information, complete transactions and acquire products and services related to checking and savings accounts, credit cards and other products available on this channel.

Clients may access several call centers using different numbers. Our main call centers are known as (translated): Internet Banking, Company Network, Purchasing Consortium, Private Pension Plan, Bradesco Financing, Collection and Hello Bradesco.

Hearing impaired clients have separate telephone services using digital language technology so they can inquire about products and services provided by Bradesco.

In 2010, 332.9 million calls were registered, and 331.8 million transactions completed.

#### ***Internet***

"Portal Bradesco" consists of a set of 80 sites, of which 57 are institutional and 23 transactional, enabling users, wherever they are located, to access various products and services with security assured by our system of passwords and other keys. The sites hosted 2.4 billion transactions in 2010.

"Bradesco Internet Banking" operates in the retail and prime segments, providing individual clients with products and services that can be accessed at any time from anywhere in the world. Internet banking allows our clients to check their account balances and statements, pay bills, transfer funds and request copies of document, among other services.

In addition, we offer our corporate customers in the retail, middle market and corporate segments the "Bradesco Net Empresa" service. For their banking transactions, customers use a digital certificate with an electronic signature and the Bradesco Safety Key. Registered companies can thus optimize their businesses' financial management, and access products and services such as transfers between checking and savings accounts, payments, collection and transferring files.

Bradesco also has exclusive sites for certain niches such as: Bradesco Universitários (students), Bradesco Nikkei (Brazilians working in Japan), Bradesco Poder Público (government) and Cidadetran, an exclusive site for offices facilitating vehicle documentation and for driving schools.

#### ***Bradesco Celular***

Clients may use mobile phones to obtain the balance of their account, get statements, make payments, buy prepaid mobile phone credits, transfer money, apply for loans, obtain share quotations and track buy and sell orders, among

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### **7.3 – Information on products and services relating to the operational segments**

other transactions, conveniently and securely. Our website [www.bradescocelular.com.br](http://www.bradescocelular.com.br) carries detailed information about the channel's products and services.

In addition, "Bradesco Celular" enables customers to reload credits for prepaid cell phones from the phone itself, even if it has no credit.

Using Infocelular, registered clients with mobile phones may be sent SMS messages relating to various types of banking transactions on their account quickly and securely, sorting by period and amount.

This channel was used to complete 32.5 million transactions in 2010.

#### ***Mail services***

In August 2001 we won a public bidding process held by the government owned postal service company *Empresa Brasileira de Correios e Telégrafos* (or ECT) to offer banking services in post offices as part of a project in which the nationwide network of post offices will be used to supplement the national financial system.

Services offered include forwarding applications for opening new accounts, credit cards and loans, making deposits and withdrawals, receiving utility bills, taxes and bank invoice/pay-in slips etc. All decisions on credit and opening accounts are the responsibility of Bradesco.

In March 2002, we opened our first branch in the state of Minas Gerais. As of December 31, 2010 we had opened 6,203 correspondent branches. Of the 6,203 correspondent branches, around 1,800 were opened in areas previously lacked access to banking services.

These clients are subject to our credit policy and limits.

#### ***Banking units in retail chains***

We have also entered into partnership agreements with retail chains, supermarkets, drug stores, grocery stores, etc., to provide correspondent banking services (mostly to pay bills, withdraw cash from checking and savings accounts, and receive pension payments). These offices are staffed by employees of our business partners, but all credit decisions are made by our employees.

#### **c) Characteristics of the market segments, specially:**

##### **i) Participation in each market:**

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### 7.3 – Information on products and services relating to the operational segments

As of December 31, 2010, according to the sources cited in parentheses below, we were:

- one of the leaders among private-sector banks in savings deposits, with 14.3% of savings deposits in Brazil ("Central Bank");
- the largest provider of insurance, private pension plans and certificated savings plans in Brazil ("SUSEP" and "ANS");
- the leader of the large banks in BNDES onlending special purpose funding to micro-, small- and medium-sized companies for the 9th consecutive year, with 57.4% of all loans being disbursed by us and having a presence in 93.6% of operations targeted at micro, small and medium-sized companies ("BNDES");
- one of the leaders in leasing operations in Brazil ("ABEL");
- one of the largest private-sector fund and portfolio managers in Brazil, with R\$295.7 billion in total third-party assets under management, representing over 18% of the total Brazilian market ("ANBIMA");
- one of the largest credit card issuers in Brazil, with 86.5 million credit cards issued (Visa, American Express, MasterCard and private label cards) with sales on credit cards and private label of R\$75.6 billion (Bradesco, Fidelity, Leader, American Express, Esplanada, Crediare and GBarbosa);
- one of the largest debit card issuers in Brazil, with 58.7 million debit cards issued;
- the leader in bank payment processing and collection in Brazil, with a market share of 26.7% ("Central Bank");
- the leader among private banks in number of client registrations in the Pre-Authorized Direct Debit (DDA) program, with over 2.0 million registered clients;
- the leader in active purchasing consortium quotas in the following three segments: real estate, automobile and trucks and tractors ("Central Bank");
- one of the leaders in automobile financing loans, with a market share of 17.4% ("Central Bank"); and
- the leading private-sector bank in benefit payments from the Social Security Institute (Instituto Nacional do Seguro Social, or INSS), with over 6 million "INSS" retirees, beneficiaries and other pensioners, accounting for 22.0% of the total number of INSS beneficiaries.

The following table shows our market share of banking, insurance and service network.

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### 7.3 – Information on products and services relating to the operational segments

<b>Market Share</b>	<b>Dec/10 Percentages (%)</b>
Banks – Source: Central Bank	
<i>Loan operations</i>	12.5
<i>Loan operations - Vehicles individuals</i>	17.4
<i>Payroll deductible loans</i>	10.9
<i>Number of branches</i>	18.7
Banks – Source Social Security National Institute (INSS)/Dataprev	
<i>Benefit payment to retirees and pensioners</i>	22.0
Banks – Source: Anbima	
<i>Investment funds + Portfolios</i>	17,0
Insurance, Private Pension Plans and Savings Bonds – Source: Insurance Superintendence (Susep) and National Agency for Supplementary Healthcare (ANS)	
<i>Insurance, Private Pension Plan and Savings Bond Premiums</i>	24.5
<i>Insurance Premiums</i>	24.6
<i>Life Insurance and Personal Accident Premiums</i>	17.1
<i>Auto/Basic Lines (RE ) Insurance Premiums</i>	10.9
<i>Auto/Optional Third-Party Liability (RCF) Insurance Premiums</i>	14.3
<i>Health Insurance Premiums</i>	51.5
<i>Revenues from Private Pension Plans Contributions</i>	27.2
<i>Revenues from Savings Bonds</i>	21.1
<i>Technical Provisions for Insurance, Private Pension Plans and Savings Bonds</i>	30.6
Insurance and Private Pension Plans – Source: National Federation of Life and Pension Plans (Fenaprevi)	
<i>Income on VGBL Premiums</i>	31.6
<i>Revenues from Unrestricted Benefits Generating Plans (PGBL) Contributions</i>	23.1
<i>Private Pension Plan Investment Portfolios</i>	34.8
Credit card – Source: ABECS	
<i>Credit Card revenue</i>	21.6
Leasing - Source: Brazilian Association of Leasing Companies (ABEL)	



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	<i>Leasing operations</i>	19.2
Consortiums – Source: Central Bank		
	<i>Real Estate</i>	27.3
	<i>Auto</i>	25.1
	<i>Trucks, Tractors and Agricultural Implements</i>	16.7
International Area – Source: Central Bank		
	<i>Export Market</i>	24.8
	<i>Import Market</i>	19.5

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## 7.3 – Information on products and services relating to the operational segments

### ii) Competitive conditions in markets

We face significant competition in all of our principal areas of operation, since the Brazilian financial and banking services market are highly competitive and have been through an intensive consolidation process in the past few years.

In 2009, Banco do Brasil concluded its acquisition of shareholder control of Banco Nossa Caixa, which belonged to the São Paulo State government, and entered into a strategic partnership through which it became the holder of 49.9% of voting capital and 50.0% of total Capital Stock of Banco Votorantim, thus again becoming the largest Brazilian bank in terms of total assets.

In 2008, there were two large mergers and acquisitions in the Brazilian market:

- Banco Santander's acquisition of the ABN AMRO Real conglomerate's Brazilian operations, making Santander the third largest private bank in Brazil; and
- The merger of Banco Itaú and Unibanco, resulting in the second largest Brazilian bank in terms of assets.

As of December 31, 2010, publicly owned financial institutions held 41.5% of the national financial system's assets, followed by private sector locally owned financial institutions (taking into consideration financial conglomerates) with a 40.7% share and foreign-controlled financial institutions, with a 17.8% share.

Public-sector financial institutions play an important role in the banking sector in Brazil. Essentially, they operate within the same legal and regulatory framework as private-sector financial institutions, except that certain banking transactions involving public entities must be made exclusively through public-sector financial institutions (including, but not limited to, depositing federal government funds or judicial deposits).

As of December 31, 2010, there were 165 financial conglomerates comprised of multiple-service and commercial banks (including Caixa Econômica Federal), providing a full range of commercial banking activities, such as consumer finance, investment banking, brokerage services, leasing, savings and loans and other financial services in Brazil. For further information on risks related to competition, see "Item 3.D. Risk Factors-Risks Relating to Bradesco and the Brazilian banking industry - The increasingly competitive environment in the banking and insurance segments in Brazil may negatively affect the prospects of our business."

The Brazilian credit card market is highly competitive, with approximately 153 million credit cards issued as of December 31, 2010, according to ABECS. Our primary competitors are Banco do Brasil, Banco Itaú Unibanco, Citibank and Santander. Management believes that the primary competitive factors in this area are interest rates, annual fees, card distribution network and benefits offered.

Credit cards have a competitor in the form of post-dated checks, a popular means of postponing payment in Brazil in which customers pay for merchandise and services with future dated bank checks, in effect allowing payment by installments over a longer term. Because of their convenience and growing acceptance, we believe credit cards will gradually replace post-dated checks.

In general, the Brazilian leasing market is dominated by companies affiliated with vehicle and equipment producers and large banks. We currently enjoy certain competitive advantages, as we have a larger service network than any of our private sector competitors.

Brazil's asset management industry ended 2010 with R\$1.7 trillion under management, thus showing nominal growth of 16.8% on 2009. The variation was mainly due to:

- a significant net inflow of R\$25.6 billion into multimarket funds and R\$38.0 billion in fixed-income funds;
- year-round growth in funding for open pension plans, which closed 2010 with a positive balance of R\$19.2 billion; and

- consolidation of the structured investment funds market, such as receivables funds (FIDCS), private equity and real estate funds.

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### **7.3 – Information on products and services relating to the operational segments**

By end-2010, the funds industry was at its highest level in volume terms since the 2008 financial crisis. However, in terms of funding, corporate and institutional client segments were showing the highest growth, whereas the retail segment has been redeeming more in recent years and funds have been lost to other types of investments such as bank deposit certificates (CDBs) and savings accounts. Our main competitors are Banco do Brasil, Banco Itaú Unibanco, Caixa Econômica Federal and Santander. Grupo Bradesco de Seguros e Previdência, the leading insurance company in the Brazilian market with a 24.5% market share, faces increased competition from a number of Brazilian and multinational corporations in all types of insurance business.

As of December 31, 2010, our principal competitors were Banco do Brasil, Itaú Unibanco Seguros S.A., Sul América Cia. Nacional Seguros, Porto Seguros Cia. de Seguros Gerais, Santander Seguros, Caixa Seguros and HSBC Seguros, which accounted for a combined total of approximately 56.8% of all premiums generated in the market, as reported by SUSEP. Although nationwide companies underwrite the majority most insurance business, we also face competition from local and regional companies, particularly in the health insurance segment, where they are able to operate at lower cost, or specialize in providing coverage for specific risk groups.

Competition in the Brazilian insurance industry changed drastically in the past few years as foreign companies started to form joint ventures with Brazilian insurance companies with more experience for the local market. For example, the Dutch Group ING acquired an interest in one of the Sul América Group companies. Hartford operates in Brazil through a joint venture with the Icatu Group. AXA, Allianz, ACE, Generali, Tokio Marine and other international insurers offer products in Brazil through their own local facilities.

We believe that the principal competitive factors in this area are price, financial stability, name recognition and services. At the branch level, we believe competition is primarily based on the level of services, including the handling of claims, level of automation and development of long-term relationships with individual clients. We believe that our ability to distribute insurance products through our branch network gives us a competitive advantage over most other insurance companies. Because most of our insurance products are offered through our retail banking branches, we benefit from certain cost savings and marketing synergies compared with our competitors. This cost advantage could become less significant over time, however, as other large private banks begin using their own branch networks to offer insurance products through exclusive agents.

The monetary stabilization brought by the Real Plan stimulated the pension plan sector and the Brazilian market attracted new international players, such as Principal, which created Brasilprev in association with Banco do Brasil; Hartford, through a joint venture with the Icatu Group; ING, through a partnership with Sul América; MetLife; Nationwide and others.

In addition to monetary stability, factors contributing to heightened competition were favorable tax treatment and the prospects of more far-reaching reform of Brazil's social security system.

Bradesco Vida e Previdência is currently the pension plan market leader with 34.8% of total assets under management in the sector, according to Fenaprevi.

We believe that the Bradesco brand name, together with our extensive branch network, strategy, our record of being in the forefront and our product innovation, are our competitive advantages.

The certificated savings plans market has been competitive since 1994, when exchange rates became more stable and inflation came under control. As of December 31, 2010, Bradesco Capitalização was second in the industry ranking with 21.1% of revenues from certificated savings plans and 21.6% in terms of technical provisions, according to SUSEP.

Our principal competitors in the certificated savings plans sector are Brasilcap Capitalização S.A., Itaú Unibanco Capitalização S.A., Caixa Capitalização S.A, Sul America Capitalização, Santander Capitalização S.A. and Icatu Hartford Capitalização S.A. The principal competitive factors in this industry are offering low-cost products with more frequent prize draws, security, financial stability and brand recognition.



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### **7.3 – Information on products and services relating to the operational segments**

#### **c) Seasonality**

Due to the specific characteristics of some products and services of the issuer, such as consumer finance segment, particularly credit card, in general, they are impacted by the effect of seasonality at certain periods or circumstances, such as final year. Other factors such as number of weekdays in the month, holidays, vacation periods, tax payments or receive of 13<sup>en</sup> bonus, can influence products and services such as loans, use of credit cards and / or demand for investments. It is noteworthy that despite this influence, these factors have no significant impact on the income of the issuer.

#### **e) Main raw materials, stating:**

##### **i) description of relationships with suppliers, including whether they are subject to governmental control or regulation, with agencies and applicable legislation:**

Bradesco hires suppliers and establish business relationships with partners that operate with ethical standards compatible with the organization, through a strict selection process and not negotiate with those who, verifiably, disrespect the provision of its Code of Ethical Conduct, and also guided its business relationship by the Sectorial Code of Ethical Conduct for the Purchasing Professional.

The Bank also has a program relationship with strategic suppliers to discuss about revaluation of the supply chain of the total acquisition cost, optimization of products, innovation and sustainability. There are regular meetings with executives of the Bank and suppliers, which established objectives and monitoring the results of actions taken.

##### **ii) Any dependence on a small number of suppliers:**

Not applicable. Bradesco has no dependence on suppliers to perform its activities.

##### **iii) Possible volatility affecting its prices:**

The prices volatility, as resources for loans, interest rates charged on products, among others, rely on macroeconomic conditions and market rates.

If there is expected growth rate of inflation, the Central Bank may increase the base interest rate, increasing, consequently, interest rates for loans. Another factor that can enhance loans is the increase in delinquency rate for customers. Moreover, variations in tax rates on loans also make these operations more expensive.

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#### **7.4 – Customers accounting for more than 10% of total net revenues**

Bradesco does not have any customers that account for more than 10% of the institution's total net revenues.

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## 7.5 – Material effects of state regulation on business

### *a. need of governmental for the exercise of activities and historical relation with the public administration in order to obtain such autorizations.*

The basic institutional framework of the Brazilian Financial System was established in 1964 by Law No. 4,595, known as the "Banking Reform Law." The Banking Reform Law dealt with monetary, banking and credit policies and institutions, and created the Brazilian Monetary Council (CMN).

#### **Principal regulatory agencies**

##### *CMN*

CMN, currently the highest authority responsible for Brazilian monetary and financial policy, is responsible for overall supervision of monetary, credit, budgetary, fiscal and public debt policies. CMN has the following functions:

- regulating lending by Brazilian financial institutions;
- regulating Brazilian currency issue;
- supervising Brazil's reserves of gold and foreign exchange;
- determining saving, foreign exchange and investment policies in Brazil; and
- regulating capital markets in Brazil.

In December 2006, CMN asked the CVM to devise a new "Risk-Bases Supervision System" in order to: (i) identify risks to which the market is exposed; (ii) rank these risks by their potential for harm; (iii) establish mechanisms for mitigating these risks and the losses they might cause; and (iv) control and monitor the occurrence of risk events. Additional measures necessary to implement this "Risk-Bases Supervision System" (SBR) have yet to be published by CMN.

#### **Central Bank**

The Central Bank is responsible for:

- implementing currency and credit policies established by the CMN;
- regulating and supervising public and private sector Brazilian financial institutions;
- controlling and monitoring the flow of foreign currency to and from Brazil; and
- overseeing the Brazilian financial markets.

The Central Bank's chairperson is appointed by the president of Brazil for an indefinite term of office, subject to approval by the Brazilian Senate.

The Central Bank supervises financial institutions by:

- setting minimum capital requirements, compulsory reserve requirements and operational limits;
- authorizing corporate documents, capital increases and the establishment or transfer of principal places of business or branches (in Brazil or abroad);
- authorizing changes in shareholder control of financial institutions;
- requiring the submission of annual and semiannual audited financial statements, quarterly revised financial statements and monthly unaudited financial statements; and



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- requiring full disclosure of credit and foreign exchange transactions, import and export transactions and other directly related economic activities.

### **CVM**

The CVM is responsible for regulating the Brazilian securities markets in accordance with securities and capital-market policies established by CMN.

The CVM is responsible for the supervision and regulation of equity funds. In addition, since November 2004, the CVM has had authority to regulate and supervise fixed-income asset funds. For more information, see "Regulation and Supervision -Asset management regulation."

### **Banking regulations**

#### *Principal limitations and restrictions on activities of financial institutions*

Under applicable laws and regulations, a financial institution operating in Brazil:

- may not operate without the prior approval of the Central Bank and in the case of foreign banks, authorization by presidential decree;
- may not invest in the equity of any other company beyond regulatory limits;
- may not lend more than 25.0% of its reference shareholders' equity to any single person or group;
- may not own real estate, except for its own use; and
- may not lend to or provide guarantees for:
  - any individual that controls the institution or holds, directly or indirectly, more than 10.0% of its share capital;
  - any entity that controls the institution or with which it is under common control, or any officer, director or member of the fiscal council and Audit Committee of such entity, or any immediate family member of such individuals;
  - any entity that, directly or indirectly, holds more than 10.0% of its shares (with certain exceptions);
  - any entity that it controls or of which it directly or indirectly holds more than 10.0% of the share capital;
  - any entity whose management consists of the same or substantially the same members as its own executive committee; or
  - its executive officers and directors (including their immediate families) or any company controlled by its executive officers and directors or their immediate families or in which any of them, directly or indirectly, holds more than 10.0% of share capital.

The restrictions with respect to related party transactions do not apply to transactions entered into by financial institutions in the interbank market.

#### *Capital adequacy and leverage*

Brazilian financial institutions are subject to a capital measurement and standards based on a weighted risk-asset ratio. The parameters of this methodology resemble the international framework for minimum capital measurements adopted for the Basel Accord. The Basel Accord requires banks to have a capital to risk-weighted assets ratio of at least 8.0%. At least half of total capital must consist of Tier I capital. Tier I, or core, capital corresponds to shareholders' equity less certain intangibles. Tier II capital includes asset revaluation reserves, and contingency reserves and subordinated debt, subject to certain restrictions. Tier II capital must not exceed Tier I capital.



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CMN requirements differ from the Basel Accord in some respects. Among other differences, the CMN:

- requires minimum capital of 11.0% of risk-weighted assets;
- does not permit contingency reserves to be considered as capital;
- requires fixed assets in excess of limits imposed by the Central Bank to be deducted from capital;
- requires additional capital in relation to off-balance-sheet interest rate and foreign currency swap transactions and for certain loans utilizing third party funds;
- when determining shareholders' equity, financial institutions may deduct costs, including taxes, incurred in connection with swap transactions used to hedge short positions associated with investments outside Brazil; and
- assigns different risk weightings to certain assets and credit conversion values, including a risk weighting of 300.0% on deferred tax asset for income and social contribution taxes but not for those arising from temporary differences which have a weighting of 100.0%.

In October 2009, the Central Bank reduced minimum capital requirements from 11% to 5.5% on loans to micro and small companies that are backed by one of the two guarantee funds created by the government in 2009 with a R\$4 billion budget.

Financial institutions are also required to maintain their reference shareholders' equity at a certain level. A financial institution's reference shareholders' equity is the sum of its Tier I and Tier II capital and is used to determine its operational limits. For purposes of CMN adjustments, financial institutions may deduct costs, including taxes, incurred in connection with swap transactions to hedge short positions associated with investments abroad. In July 2008, the Central Bank issued certain rules to include the operational risk of financial institutions amongst the factors to be considered in the calculation of reference shareholders' equity. In December 2009 the Central Bank established a single indicator for calculating the portion of capital to be maintained by financial institutions to cover, when needed, the operational risk for a non-financial company belonging to the conglomerate. In June 2010, the Central Bank issued rules amending the formula used to calculate required reference shareholders' equity, which in practice led to higher levels of net equity being required of financial institutions and this will be in force as of 2012. The Central Bank says the purposes of this change include bolstering the robustness of financial institutions in terms of their ability to weather a global crisis. As of February 17, 2011, the Central Bank issued guidelines and a timetable for implementing the recommendations of the Basel Committee on Banking Supervision concerning capital structure and liquidity requirements (Basel III), which initial phase, concerning the reformulation of normative about liquidity data, shall be regulated until December 2011.

Financial institutions, excepting credit cooperatives, must keep consolidated accounting records (for calculating their capital requirements) of their investments in companies whenever they hold, directly or indirectly, individually or together with partners, a controlling interest in the investee companies. If their interest does not result in control of a company, financial institutions may choose to recognize the interest as equity in the earnings of unconsolidated companies instead of consolidating.

Under certain conditions and within certain limits, financial institutions may include subordinated debt when determining their capital requirements in order to calculate their operational limits, *provided that* this subordinated debt complies fulfills the following requirements:

- it must be previously approved by the Central Bank;

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## 7.5 – Material effects of state regulation on business

- it must not be secured by any type of guarantee;
- its payment must be subordinated to the payment of other liabilities of the issuer in the event of dissolution;
- it cannot be redeemed by act of the holder;
- it must have a clause allowing postponement of the payment of interest or redemption if this would cause the issuer to fail to comply with minimum levels of reference shareholders' equity or other operational requirements;
- it must be nominative if issued in Brazil, and if issued abroad may be in any other form permitted by local legislation;
- if issued abroad, it must contain a clause for elected jurisdiction;
- it must have a minimum term of five years before redemption or amortization;
- it must be paid in cash; and
- its payment cannot be secured by any type of insurance any instrument that requires or permits payments between the issuer and the borrowing institution or that affects the subordinated status of the debt.

Brazilian financial institutions may elect to calculate their capital requirements on either a consolidated or an unconsolidated basis.

### *Risk Weighting*

In October 2010, the Central Bank issued instructions consolidating risk factor weightings applied to different exposure levels, for the purposes of calculating reference shareholders' equity required. Under these rules, the following factors must be applied:

- (i) 0% to amounts held in cash or securities issued by Brazil's Treasury or the Central Bank, except for those related to repurchase agreements;
- (ii) 20% to demand deposits held in banking institutions, rights related to certain transactions with cooperatives, and repurchase agreements for securities issued by the Treasury or the Central Bank;
- (iii) 50% to time deposits in financial institutions not subject to special arrangements, exposures for which underlying assets are securities issued by them, interbank deposits and credit commitments undertaken;
- (iv) 100% to investments in shares of investment funds, other securities in repurchase agreements, sureties, guarantees, co-obligations and collaterals provided, and transactions for which there is no specific weighting factor;
- (v) 300% to exposures related to tax credits not excluded for purposes of calculating reference shareholders' equity (except for deferred tax assets arising from temporary differences), for which a 100% weighting factor applies.

In December 2010, the Central Bank issued instructions applying a 150% risk weighting factor to exposures relating to loans and financial leasing agreements for individuals as of December 6, 2010, with certain exceptions to this rule (including rural credit, payroll-deductible loans for not more than 36 months, certain financing or leasing agreements for vehicles or homes).

### *Reserve requirements*

The Central Bank periodically sets compulsory reserve and related requirements for Brazilian financial institutions. The Central Bank uses reserve requirements as a mechanism to control liquidity in the Brazilian Financial System. Historically, the reserves against demand deposits, savings deposits and time deposits have accounted for almost all amounts required to be deposited with the Central Bank. In December 2010, the Central Bank raised compulsory deposit and reserve requirements, and reduced any deductions applicable. In addition, the Central Bank introduced

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higher compulsory deposits and reserve requirements for savings, demand, and time deposits. For a summary of current compulsory reserve requirements applicable to demand deposits, savings deposits and time deposits, see "Deposit taking activities."

The total consolidated exposure of a financial institution in foreign currencies and gold cannot exceed 30.0% of its reference shareholders' equity. In addition, if its exposure is greater than 5.0% of its adjusted net worth, the financial institution must hold additional capital at least equivalent to 100.0% of its exposure. Since July 2, 2007, the amount internationally offset in opposite exposures (purchases and sales) in Brazil and abroad by institutions of the same conglomerate is required to be added to the respective conglomerate's net consolidated exposure.

In the past, the Central Bank has imposed restrictions on other types of financial transactions. These compulsory deposit requirements are no longer in effect, but they may be re-imposed in the future, or similar restrictions may be instituted. At the beginning of 2008, the Central Bank determined a new compulsory deposit requirement relating to deposits of leasing companies. Our leasing company invests most of its cash available for immediate investment in interbank deposit accounts with us. For more information on Central Bank restrictions.

### *Asset composition requirements*

Brazilian financial institutions may not allocate more than 25.0% of their reference shareholders' equity to loans (including guarantees) to the same client (including client's parent, affiliates and subsidiaries) or in securities of any one issuer, and may not act as underwriter (excluding best efforts underwriting) of securities issued by any one issuer representing more than 25.0% of their reference shareholders' equity.

Permanent assets (defined as property and equipment other than commercial leasing operations, unconsolidated investments and deferred assets) of Brazilian financial institutions may not exceed 50.0% of their reference shareholders' equity.

CMN issued rules in October 2008 requiring financial institutions to record: (i) rights on assets used for maintaining the institution's activities, including rights resulting from transactions that have transferred the benefit, risks and control of these assets to the institution, except for those covered by leasing agreements, in fixed assets; and (ii) restructuring expenses that effectively result in an increase in income of more than one fiscal year and do not constitute merely a reduction in costs or greater operational efficiency, in deferred assets. A subsequent rule further defined intangible assets, such as vested rights on non-material assets used for maintaining the institution's activities, including those corresponding to payroll services, income, salary, wages and retirement and pension payments, among others.

### *Repurchase transactions*

Repurchase transactions are subject to operational capital limits based on the financial institution's shareholders' equity, as adjusted in accordance with Central Bank regulations. A financial institution may only hold repurchase transactions in an amount up to 30 times its reference shareholders' equity. Within that limit, repurchase operations involving private securities may not exceed five times the amount of the financial institution's reference shareholders' equity. Limits on repurchase operations involving securities backed by Brazilian governmental authorities vary in accordance with the type of security involved in the transaction and the perceived risk of the issuer as established by the Central Bank.

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### *Onlending of funds borrowed abroad*

Financial institutions and leasing companies are permitted to borrow foreign currency-denominated funds in the international markets (through direct loans or the issuance of debt securities) in order to on-lend such funds in Brazil. These onlendings take the form of loans denominated in *reais* but indexed to the U.S. dollar. The terms of the onlending transaction must mirror the terms of the original transaction. The interest rate charged on the underlying foreign loan must also conform to international market practices. In addition to the original cost of the transaction, the financial institution may charge onlending commission only.

Furthermore, the amount of the loan in foreign currency should be limited to the sum of foreign transactions undertaken by the financial institution to which loan funds are to be directed. Lastly, pursuant to the Central Bank's Circular 3,434/09, the total of loans made against these funds must be delivered to the Central Bank as collateral, as a condition for the release of the amount to the financial institution.

### *Foreign currency position*

Transactions in Brazil involving the sale and purchase of foreign currency may be conducted only by institutions authorized by the Central Bank to operate in the foreign exchange market.

As of March 2005, the previously existing "Commercial" and "Floating" were unified under a single foreign currency exchange regime ("Exchange Market"), in which all foreign exchange currency transactions are concentrated. The unified Exchange Market provides for settlement in foreign currency of any commitments in *reais* contracted between individuals and/or legal entities resident in Brazil and individuals or legal entities resident abroad, by submitting the relevant documentation.

Access to the Exchange Market may be granted by the Central Bank to commercial banks, multiple banks, investment banks, development banks, savings and loans entities, financing and investment associations, brokerage firms, securities dealers, travel agencies and tourist hospitality organizations accepting foreign currency. However, the agents that on March 4, 2005, were allowed to operate in the Commercial and Floating Markets, were automatically allowed to operate in the Exchange Market.

The Central Bank currently does not impose limits on long positions in forex (i.e., in which the aggregate amount of foreign currency purchases exceeds sales) of banks authorized to operate in the Exchange Market. As of December 2005, the Central Bank no longer limited short positions in forex (i.e., in which the aggregate amount of foreign currency purchases is less than sales) for banks authorized to operate in the Exchange Market.

Pursuant to CMN regulations, the investment abroad of available funds in foreign currency must be limited to (i) securities issued by the Brazilian government; (ii) securities issued by foreign governments; (iii) securities issued by financial institutions, or entities under their responsibility; and (iv) time deposits in financial institutions.

In March 2010, the Central Bank continued with the process of simplifying foreign exchange rules by consolidating existing rules and revoking others. These changes were designed to provide further transparency and standards for cross-border foreign exchange transactions, and may be divided into three main categories:

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- i) Consolidation of rules for foreign capital: registration of foreign direct investment, foreign credits, royalties, transfer of technology and leasing. Financial transfers from and to foreign countries will follow the general rules applicable to the Brazilian foreign exchange market, including the principles of legality, economic rationale and supporting documentation. Additionally, the need for specific authorizations or prior statements from the Central Bank has been eliminated and there is no need to provide information that the Central Bank may obtain elsewhere.
- ii) Rules for sale of depositary receipts abroad: companies that issue depositary receipts have the option of keeping the proceeds abroad. This option, however, does not apply to financial institutions. Therefore, our procedures in this respect remain unchanged.
- iii) Simplification of foreign exchange rules: several changes have been implemented to boost competition in the international transfer of funds and offer of banking services.

### *Registration of cross-border derivatives and hedging transactions and information on derivatives*

In December 2009, the Central Bank issued specific rules that became effective on February 1, 2010, requiring Brazilian financial institutions to register their cross-border derivative transactions with a clearing house regulated by the Central Bank and by the CVM. Specifically, cross-border derivative transactions must: (i) be registered within 2 business days and (ii) cover details of underlying assets, values, currencies involved, terms, counterparties, means of settlement and parameters used.

In February 2010, registration rules were extended to cover hedging transactions in foreign OTC markets or exchanges.

In December 2010, to facilitate management of derivatives-related risk incurred by financial institutions, the Central Bank stipulated that market participants should create mechanisms in order to share information on derivatives contracts traded or registered in their systems, subject to banking confidentiality rules.

### *Treatment of credit operations*

According to the Central Bank, financial institutions are required to classify their loans into nine categories, ranging from AA to H, based on their risk. These credit classifications are determined in accordance with Central Bank criteria relating to:

- the conditions of the debtor and the guarantor, such as their economic and financial situation, level of indebtedness, capacity for generating profits, cash flow, delay in payments, contingencies and credit limits; and
- the conditions of the transaction, such as its nature and purpose, the type, the level of liquidity, the sufficiency of the collateral and the total amount of the credit.

In the case of corporate borrowers, the nine categories that we use are as follows:

<b>Rating</b>	<b>Our Classification</b>	<b>Bradesco Concept</b>
AA	Excellent	First-tier large company or group, with a long track record, market leadership and excellent economic and financial concept and positioning.
A	Very Good	Large company or group with sound economic and financial position that is active in markets with good prospects and/or potential for expansion.
B	Good	Company or group, regardless of size, with good economic and financial positioning.
C	Acceptable	Company or group with a satisfactory economic and financial situation but with performance subject to economic variations.
D	Fair	Company or group with economic and financial positioning in decline or unsatisfactory accounting information, under risk management.





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A loan may be upgraded if it has credit support or downgraded if in default.

Collection of doubtful loans is classified according to the loss perspective, as shown below:

<b>Rating</b>	<b>Bradesco Classification</b>
E	Deficient
F	Bad
G	Critical
H	Uncollectible

In the case of transactions with individuals, we have a similar nine-category ranking system. We grade credit based on data including the individual's income, net worth and credit history, as well as other personal data.

For regulatory purposes, financial institutions are required to evaluate the loans portfolios, on a monthly basis, to conform their provision for loan losses. In general, banks review the loans classifications annually. However, a review is made every six months for loans extended to a single client or economic group whose aggregate loan amount exceeds 5.0% of the financial institution's reference shareholders' equity. Past due loans are reviewed monthly.

Financial institutions should maintain a credit risk management structure compatible with the nature of their transactions and with the complexity of products and services offered, which should also be proportional to the institution's credit risk exposure.

The regulations establish maximum risk classifications for Past due loans, as follows:

<b>Number of Days Past Due (1)</b>	<b>Maximum Classification</b>
15 to 30 days	B
31 to 60 days	C
61 to 90 days	D
91 to 120 days	E
121 to 150 days	F
151 to 180 days	G
More than 180 days	H

(1) These time periods are doubled in the case of loans with maturities in excess of 36 months.

Financial institutions are required to determine monthly, whether any loans must be reclassified as a result of these maximum classifications. If so, they must adjust their regulated accounting provisions accordingly.

The regulations specify a minimum provision for each category of loan, which is measured as a percentage of the total amount of the credit operation, as follows:

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<b>Classification of Loan</b>	<b>Minimum Provision (%)</b>
AA	-
A	0.5
B	1.0
C	3.0
D	10.0
E	30.0
F	50.0
G	70.0
H(1)	100.0

(1) Banks must write off any loan six months after its initial classification as an H loan.

Loans of up to R\$50,000 may be classified by the financial institution's own evaluation method or according to the payment delay criteria described above.

Financial institutions must make their lending and loan classification policies available to the Central Bank and to their independent accountants. They are also required to submit information relating to their loan portfolio to the Central Bank, together with their financial statements. This information must include:

- a breakdown of the business activities and nature of borrowers;
- maturities of their loans;
- amounts of rescheduled, written-off and recovered loans;
- loan portfolio diversification by the loan classification; and
- non-performing loans.

The Central Bank requires authorized financial institutions to compile and submit their loan portfolio data in accordance with several requirements. The Central Bank may admit discrepancies in these statements of up to 5.0% per risk level and 2.5% in the reconciled total.

*Brazilian clearing system*

The Brazilian clearing system was regulated and restructured under legislation enacted in 2001. These regulations are intended to streamline the system by adopting multilateral clearing and boost security and solidity by reducing systemic default risk and financial institutions' credit and liquidity risks.

The subsystems in the Brazilian clearing system are responsible for maintaining security mechanisms and rules for controlling risks and contingencies, loss sharing among market participants and direct execution of custody positions of contracts and collateral by participants. In addition, clearing houses and settlement service providers, as important components to the system, set aside a

portion of their assets as an additional guarantee for settlement of transactions.

Currently, responsibility for settlement of a transaction has been assigned to the clearinghouses or service providers responsible for it. Once a financial transaction has been submitted for clearing and settlement, it generally becomes obligation of the relevant clearinghouse and/or settlement service provider to clear and settle, and it is no longer subject to the risk of bankruptcy or insolvency on the part of the market participant that submitted it for clearing and settlement.

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Financial institutions and other institutions authorized by the Central Bank are also required under the new rules to create mechanisms to identify and avoid liquidity risks, in accordance with certain procedures established by the Central Bank. Under these procedures, institutions are required to:

- maintain and document criteria for measuring liquidity risks and risk management procedures;
- analyze economic and financial data to evaluate the impact of different market scenarios on the institution's liquidity and cash flow;
- prepare reports to enable the institution to monitor liquidity risks;
- identify and evaluate mechanisms for unwinding positions that could threaten the institution economically or financially and for obtaining the resources necessary to carry out such unwinds;
- adopt system controls and test them periodically;
- promptly provide the institution's management information and analysis for any liquidity risk identified, including any conclusions or measures taken; and
- develop contingency plans for handling liquidity crisis situations.

Financial institutions were positively affected by the restructuring of the Brazilian clearing system. Under the old system, in which transactions were processed at the end of the day, an institution could carry a balance, positive or negative, a situation which is no longer allowed. Payments must now be processed in real time, and amounts over R\$5,000 may be covered by electronic transfers between institutions with funds available immediately. If a transaction is made using checks, an additional bank fee will be charged.

After a period of tests and gradual implementation, the new Brazilian clearing system started operating in April 2002. The Central Bank and CVM have the power to regulate and supervise the Brazilian payments and clearing system.

### *Liquidation of financial institutions*

In February 2005, the "New Bankruptcy Law" was approved, replacing the previous legislation that had been in effect since 1945. The main goal of the New Bankruptcy Law is to avoid viable companies being unable to honor their debt obligations. The New Bankruptcy Law seeks to do this by providing greater flexibility in plan reorganization strategies while giving creditors more guarantees. It also seeks to improve creditors' ability to recover through the judiciary system by promoting an agreement between the company and a commission comprised of creditors. The New Bankruptcy Law is not currently applicable to financial institutions, and, accordingly, Law No. 6,024/74 governing intervention in and administrative liquidation of financial institutions is still applicable to us.

### *Intervention*

The Central Bank will intervene in the operations and management of any financial institution not controlled by the federal government if the institution:

- suffers losses due to mismanagement, putting creditors at risk;
- repeatedly violates banking regulations; or
- is insolvent.

Intervention may also be ordered upon the request of a financial institution's management.

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Intervention may not exceed twelve months. During the intervention period, the institution's liabilities are suspended in relation to overdue obligations, maturity dates for pending obligations contracted prior to intervention, and liabilities for deposits in the institution existing on the date intervention was ordered.

### *Administrative liquidation*

The Central Bank will liquidate a financial institution if:

- the institution's economic or financial situation is at risk, particularly when the institution ceases to meet its obligations as they fall due, or upon the occurrence of an event that could indicate a state of bankruptcy;
- management commits a material violation of banking laws, regulations or rulings;
- the institution suffers a loss which subjects its unsecured creditors to severe risk; or
- if, upon revocation of the authorization to operate, the institution does not initiate ordinary liquidation proceedings within 90 days, or, if initiated, the Central Bank determines that the pace of the liquidation may impair the institution's creditors.

As a consequence of administrative liquidation:

- lawsuits pleading claims on the assets of the institution are suspended;
- the institution's obligations are accelerated;
- the institution may not comply with any liquidated damage clause contained in unilateral contracts;
- interest does not accrue against the institution until its liabilities are paid in full; and
- the statute of limitations with respect to the institution's obligations is tolled.

### *Temporary special administration regime*

The temporary special administration regime, known as "RAET," is a less severe form of Central Bank intervention in financial institutions, which allows institutions to continue to operate normally. RAET may be ordered in the case of an institution that:

- repeatedly makes transactions contravening economic or financial policies under federal law;
- faces a shortage of assets;
- fails to comply with compulsory reserves rules;
- has reckless or fraudulent management; or
- has operations or circumstances requiring an intervention.

### *Repayment of creditors in liquidation*

In the case of liquidation of a financial institution, employees' wages, indemnities and tax claims have the highest priority among claims against the bankrupt institution. In November 1995, the Central Bank created the FGC (Deposit Guarantee Fund) to guarantee the payment of funds deposited with financial institutions in case of intervention, administrative liquidation, bankruptcy, or other state of insolvency. Members of the FGC are financial institutions that accept demand, time and savings deposits as well as savings and loans associations. The FGC is funded principally by mandatory contributions from all Brazilian financial institutions accepting deposits from clients.

The FGC is a deposit insurance system that guarantees a certain maximum amount of deposits and certain credit instruments held by a customer against a financial institution (or against member financial institutions of the same

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financial group). The liability of the participating institutions is limited to the amount of their contributions to the FGC, with the exception that in limited circumstances, if FGC payments are insufficient to cover insured losses, the participating institutions may be asked for extraordinary contributions and advances. The payment of unsecured credit and customer deposits not payable under the FGC is subject to the prior payment of all secured credits and other credits to which specific laws may grant special privileges.

In December 2010, the CMN increased the maximum amount of the guarantee provided by the FGC from R\$60,000 to R\$70,000. Since 2006, it reduced the ordinary monthly FGC contribution from 0.025% to 0.0125% of the balance held in bank accounts covered by FGC insurance.

In December 2010, the Central Bank issued Resolution 3,931/10 with new rules for taking time deposits with a special guarantee from the FGC. Under these rules, the maximum value of the balance of such deposits is limited to the greater of the following (with a maximum of R\$5 billion): (i) the equivalent of twice the reference shareholders' equity, calculated on the base date June 30 earning interest monthly at the Selic rate; (ii) the equivalent of twice the reference shareholders' equity, calculated on December 31, 2008, earning interest monthly at the Selic rate as of May 1, 2009; and (iii) the equivalent of the sum of balances in time deposits plus balances of bills of exchange held in the bank on June 30, 2008, earning interest monthly at the Selic rate as of May 1, 2009.

The same rule reduced the limit on taking time deposits with special FGC guarantees on the following schedule: (i) twenty percent (20%) from January 1, 2012; (ii) forty percent (40%) from January 1, 2013; (iii) sixty percent (60%) from January 1, 2014; (iv) eighty percent (80%) from January 1, 2015; and (v) one hundred percent (100%) from January 1, 2016.

### *Internal compliance procedures*

All financial institutions must have in place internal policies and procedures to control:

- their activities;
- their financial, operational and management information systems; and
- their compliance with all applicable regulations.

The board of executive officers of a financial institution is responsible for implementing an effective structure for internal controls by defining responsibilities and control procedures and establishing corresponding goals and procedures at all levels of the institution. Management is also responsible for verifying compliance with all internal procedures.

Our bylaws include a provision for an internal controls and compliance committee composed of up to 12 members appointed by our Board of Directors.

### *Restrictions on foreign banks and foreign investment*

The Brazilian constitution prohibits foreign financial institutions from establishing new branches in Brazil, except when duly authorized by the Brazilian government. A foreign bank duly authorized to operate in Brazil through a branch or a subsidiary is subject to the same rules, regulations and requirements that are applicable to any other Brazilian financial institution.

The Brazilian constitution permits foreign individuals or companies to invest in the voting shares of Brazilian financial institutions only if they have specific authorization from the Brazilian government. However, foreign investors

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without specific authorization may acquire publicly traded non-voting shares of Brazilian financial institutions or depositary receipts representing non-voting shares offered abroad.

*Anti-money laundering regulations, banking secrecy and financial transactions linked to terrorism*

Under Brazilian anti-money laundering rules, which the Central Bank consolidated in July 2009 through Circular No.

3,461, and subsequently in December 2010, through Circular No. 3,517, financial institutions must:

- keep up-to-date records regarding their customers;
- maintain internal controls and records;
- record transactions involving Brazilian and foreign currency, securities, metals or any other asset which may be converted into money;
- keep records of transactions that exceed R\$10,000 in a calendar month or reveal a pattern of activity that suggests a scheme to avoid identification;
- keep records of all check transactions; and
- keep records and inform the Central Bank of any cash deposits or cash withdrawals in amounts above R\$100,000.

The financial institution must review transactions or proposals whose characteristics may indicate the existence of a crime and inform the Central Bank of the proposed or executed transaction. Records of transactions involving currency or any asset convertible to money, records of transactions that exceed R\$10,000 in a calendar month, and records of check transactions must be kept for at least five years, unless the bank is notified that a CVM investigation is underway, in which case the five-year obligation may be extended. Pursuant to Circular No. 3,641, financial institutions must implement control policies and internal procedures. The policies must: (i) specify in an internal document the responsibilities of each of the organization's hierarchical levels; (ii) include the collection and registration of timely information about clients that makes it possible to identify the risks of occurrence of these crimes; (iii) define the criteria and procedures for selecting, training and monitoring the economic-financial status of the institution's employees; (iv) include a prior analysis of new products and services from the perspective of preventing these crimes; (v) be approved by the Board of Directors; and (vi) be broadly circulated internally. Current legislation allows us to develop internal procedures designed to identify any financial transactions or services that present a low level of risk of being used for money laundering or terrorist financing, which are exempted from the requirement to obtain clients' registration details.

Along with these policies, Circular No. 3,641/08 also establishes additional norms related to keeping registration information up-to-date, keeping records of politically exposed individuals, records of the beginning or continuation of business relations, records of financial services and transactions, records of deposits and clearance of checks deposited in other financial institutions, the use of fund transfer instruments, pre-paid card registrations, transfers of over R\$100,000 in cash, and other transactions that require special attention.

Likewise, Circular No. 3,642/08 set forth rules to combat money laundering in international transfers, including more detailed operational information requirements for payment orders, such as the name and identification document of the parties involved, address and bank account when applicable. Financial institutions shall also adopt measures to learn about methods and practices used by their correspondents abroad so as to inhibit money laundering and terrorist financing practices, and report to government authorities whenever transactions with these characteristics are detected.

Brazilian regulations list a number of potential money-laundering transaction characteristics, such as: transactions involving amounts that are incompatible with the professional, shareholders' equity and/or earnings condition of the

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involved parties; operations evidencing default on behalf of third parties; transactions intended to create loss or gain with no economic grounds; transactions from or to countries or territories that do not apply the recommendations sufficiently or do not cooperate with the Brazilian financial activity control agencies; transactions paid in cash; transactions the complexity and risk level of which are inconsistent with the client's technical qualification; transactions involving non-resident parties, trustees and companies, private banking clients and politically exposed individuals.

The CVM directed special attention to politically exposed individuals through Instruction No. 463/08 and consolidated in Circular No. 3,641/08, which refer to individuals politically exposed who hold or held prominent public positions in Brazil or abroad during the past five years and their relatives and representatives. Such individuals include heads of state and government, senior politicians and civil servants, judges or high-ranking military officers, and leaders of state controlled enterprises companies or political parties, among others. Financial institutions are required to adopt certain mechanisms in order to: (i) identify the final beneficiaries of each transaction; (ii) identify whether these politically exposed individuals are involved; (iii) monitor financial transactions involving politically exposed individuals; and (iv) pay special attention to people from countries with which Brazil maintains a high number of business and financial transactions, shared borders or ethnic, linguistic or political relations.

In addition, this CVM regulation contains special provisions to control and prevent the flow of funds derived from, or for financing, terrorist activities.

Also regarding the control of politically exposed individuals' activities and in light of the 2010 Brazilian elections for President, Governors, Senators, Federal and State Representatives, in March 2010 the Central Bank enacted rules that specifically address the opening, transacting with and closing of demand accounts for funds related to financing the 2010 election campaign. Those rules seek to avoid irregular use of said funds and illegal donations.

Financial institutions must maintain the secrecy of their banking operations and services provided to their customers. Certain exceptions apply to this obligation, however, such as: the sharing of information on credit history, criminal activity and violation of bank regulations, or disclosure of information authorized by interested parties. Banking secrecy may also be breached by court order when necessary for the investigation of any illegal act.

Government officials and auditors from the Brazilian Federal Revenue Service may also inspect an institution's documents, books and financial records in certain circumstances.

In October 2008, the Central Bank broadened the reach of its rules for controlling financial transactions related to terrorism, so that operations carried out on behalf of, services provided to, or access to funds, other financial assets or economic resources belonging to or directly or indirectly controlled by, the following individuals or entities were required to be immediately reported to the Central Bank: (i) Osama Bin Laden, members of the Al-Qaeda organization, members of the Taliban and other individuals, groups, companies or entities connected with them; (ii) the former government of Iraq or its agencies or companies located outside of Iraq, as well as funds or other financial assets that might have been withdrawn from Iraq or acquired by Saddam Hussein or by other former Iraqi government senior officials or by the closest members of their families, including companies owned by, or directly or indirectly controlled by them or by individuals working for them or under their management; and (iii) individuals perpetrating or attempting to perpetrate terrorist actions or who take part in or facilitate such acts, entities owned or directly or indirectly controlled by such individuals, as well as by individuals and entities acting on their behalf or under their command.

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### *Change of independent accounting firm*

Under Brazilian regulations, all financial institutions must:

- be audited by an independent accounting firm; and
- the specialist in charge, officer, manager or audit team supervisor must be periodically replaced without the need to change the independent auditor firm itself. Rotation must take place after five fiscal years at most and replaced professionals may be reintegrated three years later. Terms of responsible specialists, officers, managers or audit team supervisors begin on the day the team begins work on the audit.

Each independent accounting firm must immediately inform the Central Bank any event that may materially adversely affect the relevant financial institution's status.

In March 2002, an amendment to the Brazilian Corporate Law gave the members of our Board of Directors veto rights over the appointment or removal of our independent accounting firm.

### *Auditing requirements*

Because we are a financial institution registered with the local stock exchange, we are obliged to have our financial statements audited every six months in accordance with generally accepted accounting principles adopted in Brazil. Quarterly financial information filed with the CVM is subject to review by our independent accountants.

In January 2003, the CVM enacted regulations requiring audited entities to disclose information relating to their independent accounting firm's non-auditing services provided to the entity whenever such services accounted for more than 5.0% of the amount paid to the external auditors.

The independent auditors must also declare to the audited company's management that their providing these services does not affect the independence and objectivity required for external auditing services.

In May 2003, the CMN enacted new auditing regulations matters applicable to all Brazilian financial institutions; and they were revised in November 2003, January and May 2004 and December 2005. Under these regulations, we are required to appoint a member of our management to be responsible for monitoring and supervising compliance with the accounting and auditing requirements set forth in the legislation.

Pursuant to this regulation, financial institutions having reference shareholders' equity of more than R\$1.0 billion, managing third party assets of at least R\$1.0 billion or having an aggregate amount of third party deposits of over R\$5.0 billion are also required to create an audit committee consisting of independent members. The number of members, their appointment and removal criteria, their term of office and their responsibilities must be specified in the institutions' bylaws. Our Audit Committee has been fully operational since July 1, 2004. The Audit Committee is responsible for recommending to management which independent accounting firm to engage, reviewing the company's financial statements, including the notes thereto, and the auditors' opinion prior to public release, evaluating the effectiveness of the auditing services provided and internal compliance procedures, assessing management's compliance with the recommendations made by the independent accounting firm, among other matters. Our bylaws were revised in December 2003 to stipulate the existence of an audit committee. In May 2004, our Board of Directors approved the internal regulations for the Audit Committee and appointed its first members. In October 2006, the CMN enacted stricter requirements to be followed by the members of the Board of Directors.

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As of July 1, 2004, we are required to publish a semi-annual audit committee report together with our financial statements. Our Audit Committee's first report was issued together with our financial statements for the second half of 2004.

In July 2007, the CVM enacted a rule requiring publicly held companies to adopt as of the fiscal year ended in 2010 international accounting standards, pursuant to rules issued by the International Accounting Standards Board (IASB). This will represent a change in our accounting practices, since our fiscal statements are currently prepared and disclosed in accordance with Brazilian and US GAAP. A similar rule was issued by the CMN in September 2009 specifically for financial institutions, according to which consolidated financial statements must include the opinion of an independent auditing company on the compliance of such statements with the pronouncements issued by the IASB. Pursuant to Circular No. 3,472/09, financial statements must be published within ninety days of December 31 of the corresponding fiscal year and be prepared by the parent company of the group of consolidated entities.

With regard to interim consolidated financial statements, the Central Bank issued, in May 2010, a resolution determining that financial institutions organized as corporations (*sociedades anônimas*), or required to set up auditing committees and publish their consolidated interim financial statements, must follow rules (pronouncements) issued by the International Accounting Standards Board (IASB), and must be translated into Portuguese by a Brazilian entity certified by the International Accounting Standards Committee Foundation (IASC Foundation).

In September 2009, the Central Bank issued rules setting criteria for auditors on the latter's preparation of reports on the quality and compliance of the internal controls systems, and on non-compliance with legal and regulatory provisions. These norms, amended in January 2010, state that in addition to their regular auditing functions, auditors must assess the following items: (i) control environment; (ii) risk identification and assessment; (iii) controls adopted; (iv) information and communication policies; (v) forms of monitoring and improvement and (vi) deficiencies identified.

### *Regulation of operations in other jurisdictions*

We have branches and subsidiaries in several other jurisdictions, such as New York, Buenos Aires, Tokyo, the Cayman Islands, Hong Kong and Luxembourg. The Central Bank supervises Brazilian financial institutions' foreign branches, subsidiaries and corporate properties, and prior approval from the Central Bank is necessary to establish any new branch, subsidiary or representative office. In most cases, we have had to obtain governmental approvals from local central banks and monetary authorities in foreign jurisdictions before commencing business. In all cases, we are subject to supervision by local authorities.

### **Asset management regulation**

Asset management is regulated by the CMN and the CVM.

In August 2004, the CVM issued Rule No. 409/04 consolidating all previous regulations applicable to fixed-income asset funds and equity mutual funds. Prior to this ruling, fixed-income asset funds were regulated by the Central Bank, and equity mutual funds were regulated by the CVM.

CVM Rule No. 409/04 became effective on November 22, 2004. Since then, all new funds created are subject to its rules, while previously existing funds had until January 31, 2005 to adapt to the new regulations.

Pursuant to CVM limits and our bylaws, our investment funds must keep their assets invested in securities and types of trades available in the financial and capital markets.

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Securities and all other financial assets in the investment fund's portfolio, except for holdings in investment funds or in Mercosur, must be registered directly with specific custody deposit accounts opened in the name of the fund. Such accounts must be held in registration and clearance systems authorized by the Central Bank, or certain custody institutions authorized by the CVM.

In addition to the limitations specified in each financial investment fund's bylaws, they may not:

- invest more than ten per cent (10.0%) of their net assets in securities of a single issuer, if that issuer is (i) a publicly-held non-financial institution, or (ii) a federal, state, or municipal entity or (iii) another investment fund, except for equity funds;
- more than twenty percent (20.0%) of their net assets in securities issued by the same financial institution (including the fund administrator);
- invest more than five percent (5.0%) of their net assets if the issuer is an individual or corporate entity that is not a publicly-held company or financial institution authorized to operate by the Central Bank; and
- in the case of investment funds or fixed-income and multimarket participation funds, more than ten percent (10.0%) of their net assets in real estate investment funds, receivables investment funds or credit rights participation funds.

There are no limits when the issuer is the federal government. For the purposes of these limits, the same issuer means the parent company, companies directly or indirectly controlled by the parent and its affiliates, or companies under common control with the issuer.

Depending on the composition of their assets, investment funds and funds of funds are classified as follows:

- Short-term funds - These funds invest exclusively in public, federal or private bonds pegged to the Selic rate or another interest rate, or to a price indices, and have a maximum maturity of 375 days and an average portfolio period of less than 60 days. Short-term funds may use derivatives only to hedge their portfolios and may enter into repo agreements backed by federal government bonds;
- Referenced funds - their name must state their benchmark indicator on which the financial asset structure of their portfolio is based (1) at least 80.0% of their net assets, separately or together, must be invested in (a) bonds issued by the Brazilian National Treasury and/or the Central Bank or (b) fixed-income securities from low credit-risk issuers; (2) they stipulate that at least 95.0% of their portfolio must be composed of financial assets that directly or indirectly track the variation of a specified performance indicator (benchmark); and (3) they may use derivatives only for hedging cash positions, limited to the amount of the latter.
- Fixed-income funds - These funds have at least 80.0% of their asset portfolios directly related to fixed-income assets or synthesized through derivatives;
- Equity funds - These funds have at least 67.0% of their portfolio invested in shares listed and traded on exchange or in organized over the counter markets ;
- Forex funds - These funds have at least 80.0% of their portfolio invested in derivatives or other funds comprised of derivatives which hedge foreign currency prices;
- Foreign-debt funds - These funds have at least 80.0% of their net assets invested in Brazilian foreign- debt bonds issued by the federal government, and the remaining 20.0% in other debt securities transacted in the international market; and

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- Money market funds - These funds must have an investment policy that involves several risk factors, without a commitment to concentration in any particular factor or in factors differing from the other classes stipulated in the classifications of the funds listed above.

Qualified investor funds require a minimum investment of R\$1 million per investor and are subject to concentration limitations per issuer or per type of asset (while obeying the investment parameters for type of fund as described above), as long as this is stated in their bylaws.

In addition, CVM Instruction No. 409/04 states that funds may hold financial assets traded abroad in their portfolios as follows: (i) for foreign-debt funds and qualified investor funds that stipulate this possibility, there is no limit; (ii) for multimarket funds, up to 20% of net assets; and (iii) for other funds, up to 10% of net assets.

### Regulation of brokers and dealers

Broker and dealer firms are part of the national financial system and are subject to CMN, Central Bank and CVM regulation and supervision. Brokerage and distribution firms must be authorized by the Central Bank and are the only institutions in Brazil authorized to trade on Brazil's stock exchanges and commodities and futures exchanges. Both brokers and dealers may act as underwriters for public placement of securities and engage in the brokerage of foreign currency in any exchange market.

Brokers must observe BM&FBovespa rules of conduct previously approved by the CVM, and must designate an executive officer responsible for observance of these rules.

Broker and dealer firms may not:

- with few exceptions, execute transactions that may be characterized as the granting loans to their clients, including the assignment of rights;
- collect commissions from their clients related to transactions of securities during the primary distribution;
- acquire assets, including real estate properties, which are not for their own utilization; or
- obtain loans from financial institutions, except for: (i) loans for the acquisition of goods for use in connection with the firm's corporate purpose; or (ii) loans for amounts not more than twice the firm's net assets.

Broker and dealer firms' employees, managers, partners, controlling and controlled entities may trade securities on their own account only through the broker they are related to.

### Leasing regulation

The basic legal framework governing leasing transactions is established by Law No. 6,099/74, as amended (the "Leasing Law") and related regulations issued periodically by the CMN. The Leasing Law states general guidelines for the incorporation of leasing companies and the business activities they may undertake. The CMN, as regulator of the financial system, is responsible for issuing Leasing Law related regulations and overseeing transactions made by leasing companies. Laws and regulations issued by the Central Bank for financial institutions in general, such as reporting requirements, capital adequacy and leverage regulations asset composition limits and treatment of doubtful loans, are also applicable to leasing companies.

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### Insurance regulation

Brazilian insurance business is regulated by Decree Law No. 73/66, as amended, which created two regulatory agencies, the National Private Insurance Council, which we call "CNSP," and SUSEP. SUSEP is responsible for implementing and overseeing CNSP's policies and ensuring compliance with such policies by insurance companies, insurance brokers and insured individuals. Insurance companies require government approval to operate, as well as specific approval from SUSEP to offer each of their products. Insurance companies may subscribe policies only through qualified brokers.

Insurance companies must set aside reserves in accordance with CNSP criteria. Investments covering these reserves must be diversified and meet certain liquidity, rules for which were consolidated by SUSEP Resolution No. 226/10 solvency and security criteria. Insurance companies may invest a substantial portion of their assets in securities. As a result, insurance companies are major investors in the Brazilian financial markets and are subject to CMN rules and conditions for their investments and coverage of technical reserves.

Insurance companies may not, among other activities:

- act as financial institutions by lending or providing guarantees;
- trade in securities (subject to exceptions); or
- invest outside of Brazil without specific permission from the authorities.

Insurance companies must operate within certain retention limits approved by SUSEP pursuant to CNSP rules. These rules reflect the economic and financial situation of insurance companies, the conditions of their portfolios and the results of their operations with IRB, a quasi-public corporation controlled by the Brazilian government. Insurers must also meet certain capital requirements consolidated by SUSEP Resolution No. 227/10.

On January 16, 2007, Complementary Law No. 126 created a new policy for reinsurance (whereby underwriters obtain secondary insurance for the risks that they are insuring), retrocession and intermediation in Brazil. In practical terms, this law ended IRB's monopoly in reinsurance and retrocession with regulatory duties and activities originally attributed to IRB transferred to CNSP and SUSEP.

Under Complementary Law No. 126/07, the ceding party, (local insurer or reinsurer) must offer local reinsurers preference when contracting reinsurance or retrocession to the extent of the following percentages of risks ceded: (i) 60% in the first three years as of January 16, 2007 and (ii) 40% in subsequent years. Under SUSEP Resolution No. 225/10, insurance companies must have contracts with local reinsurers for at least 40% of ceded reinsurance in facultative or automatic contracts.

The new law also places more severe restrictions on ceding risk to foreign reinsurance companies and contracting of insurance abroad. Insurance companies must reinsure amounts exceeding their retention limits. Insurance companies must also file unaudited monthly and audited quarterly, semiannual and annual reports with SUSEP.

SUSEP Resolution No. 224/10 prohibited the responsibility transfer in insurance, reinsurance or retrocession in Brazil for foreign affiliates.

Insurance companies are exempt from ordinary financial liquidation procedures in case of bankruptcy, and instead follow a special procedure administered by SUSEP, under CNSP Resolution No. 227/10. Financial liquidation may be either voluntary or compulsory. The Minister of Finance undertakes compulsory dissolutions of insurance companies.

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As was already the case in the ambit of entities subject to CMN, SUSEP promulgated rules in December 2008 with specific internal controls for preventing and fighting money laundering crimes. These rules include a series of provisions on notifying proposed transactions with politically exposed individuals and suppression of terrorist financing activities.

There is currently no restriction on foreign investment in insurance companies.

### *Health insurance*

Private health insurance and health plans are currently regulated by Law No. 9,656/98, as amended, which we refer to as the "Health Insurance Law," containing general provisions applicable to health insurance companies and the general terms and conditions of agreements entered into between health insurance companies and their customers. The Health Insurance Law establishes, among other things:

- mandatory coverage of certain expenses, such as those arising from preexisting conditions;
- prior conditions for admission to a plan;
- the geographical area covered by each insurance policy; and
- the pricing criteria plans may use.

The ANS is responsible for regulating and supervising supplemental health services provided by health insurance companies pursuant to directives set forth by the Supplemental Health Council (Conselho de Saúde Suplementar).

Until 2002, SUSEP had authority over insurance companies, which were authorized to offer private health plans. Since 2002, pursuant to ANS regulations and supervision, only operators of private health plans may offer such plans. We created Bradesco Saúde in 1999 to fulfill this requirement.

### *Private pension plans*

Open pension plans are subject, for purposes of inspection and control, to the authority of the CNSP and the SUSEP, which are under the regulatory authority of the Ministry of Finance. The CMN, CVM and Central Bank may also issue regulations pertaining to private pension plans, particularly related to assets guaranteeing technical reserves.

Private pension entities must set aside reserves and technical provisions as collateral for their liabilities.

Open pension plans and insurance companies have been allowed to create, trade and operate investment funds with segregated assets since January 1, 2006. Notwithstanding the above, certain provisions of Law No. 11,196/05 will only become effective when SUSEP and CVM issue regulatory texts. For more information, see "-Regulation and Supervision-Asset Management Regulation."

## **Regulation of Internet and electronic commerce**

The Brazilian Congress has not enacted any specific legislation regulating electronic commerce. Accordingly, electronic commerce remains subject to existing laws and regulation on ordinary commerce and business transactions.

There are currently several bills dealing with Internet and electronic commerce regulation in the Brazilian congress. The proposed legislation, if enacted, would recognize the legal effect, validity and enforceability of information in the form of electronic messages, allowing parties to enter into an agreement and make or accept an offer through electronic messages.

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The CVM approved new regulations on Internet brokerage activities, which may be carried out only by registered companies. Brokers' web pages must contain details of their systems, fees, security and procedures for executing orders. They must also contain information about how the market functions generally and the risks involved with each type of investment offered.

Brokers that carry out transactions over the Internet must guarantee the security and operability of their systems, which must be audited at least twice a year.

### Taxation

#### *IOF Tax on Financial Transactions*

Tax on Financial Transactions (*Imposto Sobre Operações Financeiras*, or IOF) is a tax on lending, foreign exchange, insurance and trading in securities. The Minister of Finance sets the rate of the IOF subject to a 25.0% ceiling. Although the taxpayer is the one conducting the financial transaction subject to taxation, the tax is collected by the financial institution involved.

In January 2008, the Brazilian government raised the IOF rate on certain transactions to offset lost revenue due to the abolition of CPMF tax.

IOF may be levied on a variety of forex transactions, including the conversion of Brazilian currency into any foreign currency for the payment of dividends and repatriation of capital invested in our ADSs. The general IOF rate on forex transactions is 0.38%, but 0% on forex transactions of an interbank nature or for the payment of dividends and interest on shareholders' capital to foreign investors. The IOF rate was also reduced to 0% for converting incoming funds or funds leaving the country as of October 2008 in the form of foreign borrowing or financing.

In October 2009, in order to curb the appreciation of the *real*, the Brazilian government raised the IOF rate on forex transactions from 0% to 2% for foreign investors in the Brazilian financial and capital markets. Forex transactions for funds leaving the country continue to pay a rate of 0%, and there is currently no restriction as to the date of funding.

Besides the case of investments in financial markets and capital, the main exchange transactions that are subject to IOF and their rates are described below:

- a rate of 5.38% applies to foreign loan to the Brazilian currency with a maturity less than 90 days;
- a rate of 2.38% applies to foreign exchange transactions for the purchase of products with credit cards; and
- a rate of 0% for foreign exchange rate transactions related to revenues entering Brazil from exports of goods and services.

IOF tax may also be charged on issues of securities, including transactions on Brazilian stock, futures or commodities exchanges. The IOF rate levied on preferred share transactions in general is currently 0%. The Minister of Finance, however, has the legal authority to raise the rate to a maximum of 1.5% per day of the amount of taxable transactions during the period in which the investor holds securities, but only to the extent of gains made on the transaction, and not retrospectively.

In November 2009, the Brazilian government made use of this prerogative to raise the IOF rate from 0% to 1.5% on transactions assigning shares of any type (including preferred shares) traded on a stock exchange in Brazil, with the specific purpose of backing an ADS issue.

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On December 30, 2010, Brazil's tax authorities published instructions lowering the rate of IOF tax on foreign exchange transactions. This new provision consolidated the general rate of IOF on foreign exchange transactions at 0.38%, while maintaining the rate of 6.0% on investments in financial and capital markets, but increasing the cases subject to IOF at a rate of 2.0%, as of January 1, 2011.

The following foreign exchange transactions start paying IOF tax at the 2.0% rate under the new legislation:

- foreign exchange transactions settled as of January 1, 2011 by foreign investors' funds entering Brazil, including those doing so through simultaneous transactions, for acquisition of shares in private equity funds, emerging company funds, and funds of funds duly incorporated and authorized by the Brazilian Securities Commission;
- settlement of simultaneous foreign exchange transactions, contracted as of January 1, 2011, for the purpose of funds entering due to cancellation of depositary notes, for investment in shares traded on exchange; and
- settlement of simultaneous foreign exchange transactions, contracted as of January 1, 2011, for funds entering Brazil arising from altered arrangements for foreign investors, direct investment, investment in shares traded on exchange.

IOF is levied on all types of loan transactions, including overdrafts, at a rate of 0.0041% per day on the principal. Until November 2008, the rate applicable to amounts borrowed by individuals was 0.0082%. In those loan transactions in which the principal amount is not determined prior to the transaction, in addition to the principal, IOF tax is also levied on interest and other charges at the same rate. In any case, IOF tax is subject to a maximum rate of 1.5% in any one year.

Additionally, since January 2008, credit transactions are subject to IOF at an additional rate of 0.38%, regardless of the transaction term and regardless of whether the borrower is an individual or corporate entity.

IOF tax is levied on insurance transactions at a rate of:

- 0%, in the case of reinsurance or mandatory insurance pertaining to housing finance provided out by an agent of the housing finance system, export transactions, international transportation of goods, aviation insurance or premiums designated to fund life insurance plans containing life coverage; or
- 0.38% of premiums paid, in the case of life insurance and similar policies, for personal or workplace accidents, including mandatory insurance for personal injuries caused by vehicles or ships or cargo to persons transported or others;
- 2.38% private health insurance business; and
- 7.38% of premiums paid, in the case of other segments of insurance.

IOF is also charged on gains from transactions with terms of up to 30 days for sale, assignment, repurchase or renewal of fixed-income investments or the redemption of shares in financial investment funds, equity funds or investment clubs. For more information on financial investment funds and equity funds, see "-Regulation and Supervision-Asset management regulation." The maximum rate of IOF payable in such cases is 1.0% per day and decreases with the duration of the transactions, reaching zero for transactions with maturities of at least 30 days, except that the rate is currently 0% for the following types of transactions:

- transactions carried out by financial institutions and other institutions authorized by the Central Bank as principals;

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- portfolio transactions carried out by mutual funds or investment clubs;
- transactions in equity markets, including stock, futures and commodities exchanges and similar entities; and
- redemptions of shares in equity funds.

### *Income tax and social contribution on profits*

Federal taxes on company income include two components, income tax known as "IRPJ" and tax on net profits, known as "Social Contribution" or "CSLL." Current year and deferred income tax charges are calculated based on the rates of 15.0% plus a surcharge of 10.0% on taxable income exceeding R\$240,000. Considering the above, the IRPJ is assessed at a combined rate of 25.0% of adjusted net income. Current year and deferred social contribution tax is calculated based on a general rate of 9.0% of adjusted net income. However, since May 2008, financial institutions and affiliated companies have been taxed at a rate of 15.0%.

Companies are taxed based on their worldwide income rather than income produced solely in Brazil. As a result, profits, capital gains and other income obtained abroad by Brazilian entities are computed in the determination of their taxable profits. A Brazilian entity is allowed to offset income tax paid abroad against tax on the same income due in Brazil (i) under double taxation agreements (ii) up to the amount of Brazilian income taxes charged the same income, if there is reciprocal treatment between Brazil and the country where the profit or gain was obtained, as in the case of the United States. Profits computed at the end of each year by an offshore entity which is a branch, subsidiary or affiliate of a Brazilian entity are regarded as available to the Brazilian entity and therefore subject to income tax in Brazil.

Profits or dividends generated and paid by Brazilian entities since 1996 are not subject to withholding income tax, nor are they included in the calculation of income tax for the corporate or individual a beneficiary domiciled in Brazil or abroad.

Since payment of dividends is not tax deductible for the corporation distributing them, Brazilian legislation allows an alternative means of remunerating shareholders in the form of "interest on shareholders' capital" which may be deducted from taxable income. This deduction is limited to the product of (i) the *pro rata die* variation of the long-term interest rate announced by the Brazilian government, known as the "TJLP", times (ii) the corporation's shareholder equity calculated in accordance with generally accepted accounting principles in Brazil, not exceeding:

- 50.0% of net income (before the above distribution and any deductions for income taxes) for the year in respect of which the payment is made, in accordance with generally accepted accounting principles in Brazil; or
- 50.0% of retained earnings for the year prior to the year in which payment is made, in accordance with generally accepted accounting principles in Brazil.

Distributions of interest on shareholders' capital paid to holders of preferred shares, including payments to the depositary bank in respect of preferred shares underlying ADSs, are subject to Brazilian withholding tax at a rate of 15.0%, except for payments to (i) persons exempt from tax in Brazil or (ii) persons situated in tax havens in which case, payments are subject to income tax at a rate of 25.0%.

Tax losses of Brazilian companies accrued in prior years may offset income from future years up to 30.0% of annual taxable income.

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Gains realized by persons resident in Brazil on any disposition of preferred shares in Brazilian stock exchanges or similar markets are generally taxed at the following rates:

- 20.0% if the transaction is "day-trade" on a stock exchange; or
- 15.0% for all other transactions.

In addition, persons resident in Brazil who trade on exchange, or in commodities, futures or similar markets, except for day-trades, are subject to a withholding income tax of 0.005% as follows:

- in the futures market, the sum of the daily adjustments, if positive, determined when closing out the position, in advance or on settlement date;
- in the options market, the result, if positive, of the sum of the premiums paid and received on the same day;
- for forward contracts, which provide for delivery of assets on a set date, the difference, if positive, between the forward price and cash price on delivery date;
- with respect to forward contracts for financial settlement, the settlement amount as specified by the contract; and
- for the spot market, the sale value of shares, gold, financial assets or other securities traded therein.

This taxation system was created in order to facilitate the Brazilian tax authority's supervision of transactions in the financial and capital markets. Withholding income taxes as mentioned above may be (i) deducted from income tax levied on net monthly gains; (ii) offset with tax due in subsequent months; (iii) offset in annual income tax declaration of adjustment (if there is withheld tax to be returned); or (iv) offset with the outstanding withholding income tax due on capital gains from the sale of shares.

Brazilian residents day-trading on stock, commodities or futures exchanges, or similar markets, are also subject to an additional withholding tax similar to the above, but the rate is 1%. This tax may also be (i) deducted from the income tax levied on net monthly profit or (ii) offset with income tax due in following months (if there is any withheld tax accounted for in the balance).

Gains on disposition of preferred shares in Brazil by investors who reside in a jurisdiction deemed to be a "tax haven" under Brazilian law (any country that (i) does not charge income tax, (ii) charges income tax at a rate of less than 20.0% or (iii) a country whose corporate law opposes confidentiality on ownership of corporate entities) are subject to the same rates applicable to holders resident in Brazil, as previously described.

Gains obtained on disposition of preferred shares in Brazil by holders who are resident overseas, in a country that, according to Brazilian laws, is not deemed a tax haven, are exempted from Brazilian tax if:

- proceeds obtained from the disposition of shares were remitted from Brazil within five business days of the cancellation of the ADSs, which were represented by the shares sold; or
- the foreign investment in preferred shares is registered with the Central Bank pursuant to Resolution No. 2,689/00.

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Otherwise, the same treatment afforded residents in Brazil will be applicable.

There is zero income tax rate on income from transactions involving Brazilian government bonds purchased as of February 2006, except those for which buyers enter into resell agreements under CMN rules and conditions. This zero income tax rate is also applicable to income of non-residents that invest in shares of investment funds exclusively for non-resident investors, if their portfolio is at least, 98% government bonds. This zero tax rate is not applicable if the beneficiary is resident or domiciled in a country deemed a tax haven.

The income tax rate is also zero, under certain conditions, on income from investments in private equity investment funds, funds of funds and emerging markets investment funds in if income is paid, credited, delivered or remitted to individual or collective beneficiaries resident or domiciled abroad (except tax havens), whose investments in Brazil are in compliance with CMN regulations and conditions. These funds must comply with CVM regulations on limits for portfolio composition, diversification and investment rules in order to benefit from the zero income tax rate.

Income of Brazilian residents from redemption, sale or amortization of shares in investment funds, private equity funds, funds of funds and emerging markets investment funds, including income resulting from liquidation of the fund, is subject to an income tax rate of 15% on the positive difference between redemption or sale value and acquisition cost.

In December 2008, the Brazilian government created the Transition Tax Regime ("RTT") to neutralize the impact of the new accounting methods and criteria introduced in December 2008, as part of Brazil's adoption of international accounting rules. The adoption of RTT which, will be in force until law governing the tax effects of the new accounting methods and criteria becomes effective, was optional for 2008 and 2009 but became mandatory in 2010 fiscal year, including for purposes of determining the social contribution, PIS and COFINS. We have elected to adopt the RTT for fiscal year 2008.

In June 2010, legislation introduced thin capitalization rules, and limited deduction for interest paid or credited by a Brazilian company to (i) an addressee domiciled abroad, whether or not holding equity interest in the company paying, and (ii) an addressee resident, domiciled or incorporated in a tax haven or locality with a low or privileged tax regime.

In cases where the creditor is a related party domiciled abroad and holds an equity interest in the Brazilian company making a payment, debt may not exceed the equivalent to twice such shareholders' interest in the total shareholders' equity of the Brazilian company. In case of a related party with no shareholding interest, the limit will be equivalent to twice the total shareholders' equity of the Brazilian company resident in Brazil. If there is more than one creditor, total debt owed foreign companies may not exceed the equivalent of twice the total value of the interests of all the related parties in the shareholders' equity of the company resident in Brazil. If the debt is exclusively related to foreign companies that have no ownership interest in the Brazilian company, the overall limit is twice the shareholders' equity of the Brazilian company. If the creditor is domiciled in a low tax jurisdiction the debt amount may not exceed 30.0% of the shareholders' equity of the Brazilian company. Any amounts exceeding the limits above such limit may not be deducted for purposes of withholding income tax and social contributions.

Also beginning in June 2010, tax deductions for any payment to a beneficiary resident or domiciled in a country considered a tax haven became subject to the following requirements in addition to others already stipulated in the legislation: (i) identification of the actual beneficiary of the person domiciled abroad; (ii) proof of the ability of the person located abroad to complete the transaction; and (iii) documented proof of payment of the respective price and of receipt of the assets, rights, or utilization of service.

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In November 2010, the Brazilian tax authorities issued a normative instruction altering the tax treatment applicable to variation in the monetary value of taxpayers' credit rights and obligations due to varying exchange rates. Under this new instrument, as of calendar year 2011, election of tax regime for taxation of exchange-rate variations (i) may only be exercised in January of each calendar year and (ii) may only be altered during the fiscal year if there is "material variation in the exchange rate", as published by a Finance Ministry directive.

### *Social Integration Program (PIS) and Social Security Finance Contribution (Cofins) taxes*

Two federal taxes are imposed on the gross revenues of corporate entities: PIS and COFINS. Nonetheless, many revenues, such as dividends, equity earnings from unconsolidated companies, revenues from the sale of fixed assets and export revenues paid in foreign currency are not included in the calculation base for PIS and COFINS. Revenues earned by corporations domiciled in Brazil are subject to PIS and COFINS taxes corresponding to interest on shareholders' capital.

Brazilian legislation authorize certain adjustments to the calculation base of those taxes depending on the business segment and on other aspects.

Between 2002 and 2003, the Brazilian government implemented a non-cumulative collection system of PIS and COFINS taxes, allowing taxpayers to deduct from their calculation basis credits originating from certain transactions. In order to offset these credits, the rates of both PIS and COFINS were substantially increased. Subsequent to the changes made to PIS and COFINS, as of May 2004, both taxes are applicable on imports of goods and services when the taxpayer is the importing company domiciled in Brazil.

As of August 2004, PIS and COFINS rates were eliminated for financial income earned by companies subject to the non-cumulative applicability of these taxes. However, taxes changed on payments of interest on shareholders' capital were maintained.

Certain economic activities are expressly excluded from the non-cumulative collection system of PIS and COFINS. Financial institutions remain subject to PIS and COFINS according to the "cumulative" method, which does not allow any credits to be discounted.

PIS is charged based on the total revenue generated by entities and is charged at a rate of 0.65% in the case of financial institutions.

Before February 1, 1999, we were not a COFINS taxpayer. On February 1, 1999, COFINS was imposed on our gross revenues at a rate of 3.0%. After September 1, 2003, this tax rate was increased to 4.0% for financial and similar institutions. The calculation base for COFINS is the same as that for PIS.

In July 2010, the Brazilian tax authorities introduced digital tax records for PIS and COFINS taxes. Under the new rule, financial and similar institutions must keep digital records for PIS and COFINS taxes relating to taxable events occurring as of January 1, 2012.

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## 7.5 – Material effects of state regulation on business

### ***b. Issuer environmental policy and costs incurred for compliance with environmental regulation, and other environmental practices if applicable, including adherence to international standards of environmental protection***

In all applications for credit, whatever the type or purpose of the transaction, in addition to checking the economic and financial situation of the applicant company/economic conglomerate, which is of crucial importance, credit analysts will take preventive measures in order to identify the possible existence of other risks such as those relating to foreign currency, image, performance, and environmental risk, which may affect the company's continuity and ability to pay. At this point, the report that is issued includes the appropriate WARNINGS in relation to social and environmental impacts, as guidelines to be followed by both the operational unit and other managers responsible for the final lending decision and for monitoring operations. In order to ensure that projects we finance are developed in a socially responsible manner and reflect sound environmental management practices, we have adopted the policy of measuring social and environmental risks in line with the ranking of requirements and responsibilities used in the Equator Principles. In September 2004, Bradesco adhered to the Equator Principles, a set of rules and criteria determined by the International Finance Corporation (IFC), the World Bank's financial arm, which require a series of socio-environmental analyses for project finance. Subsequently, in July 2006, Bradesco adopted the revised version of the Equator Principles, reaffirming its commitment to apply related policies and procedures to all project finance applications, whether new projects or extensions, involving total capital cost of US\$ 10 million or more. An important point to note is that the adoption of these principles is voluntary and there is no dependence on or support from the IFC or the World Bank. Therefore any institutions that adopt the principles should use them as the basis for developing internal policies and practices and individual cases.

Socio-environmental assessment of each project includes items from the international socio-environmental agenda itself, in particular: socioeconomic impacts; involuntary resettlement of populations; impact on indigenous communities and peoples; sustainable development and use of natural renewable energy sources; protection of cultural diversity and biodiversity; health and safety systems, fire prevention and hazards involved in the production, distribution and consumption of energy; pollution - prevention and control.

By adhering to the Equator Principles, Bradesco is broadening its commitment to sustainable development and reinforcing its role as one of the leading sources of finance for economic activity in Brazil, while providing significant opportunities for responsible environmental stewardship.

### ***c) dependence on relevant patents, trademarks, licenses, concessions, franchises, or royalty agreements to develop business***

There is no dependence on patents, trademarks, licenses, concessions, franchises, royalty agreements relevant for the development of Banco Bradesco's activities.

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## **7.6 – Material revenues from other countries**

Bradesco does not obtain significant revenues from its holdings in foreign countries.

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### **7.7 – Effects of foreign regulation on business activities**

Since they do not provide significant revenues, the specific regulations of other countries in which Bradesco has business do not have significant impacts on the Bank's operations.

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### **7.8 – Material long-term relationships**

Not applicable, since the relevant long-term data are covered in the corresponding items.

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## **7.9 – Other material information**

There is no further information that we believe to be significant.

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## 8.1 – Description of the economic conglomerate

### a. Direct and indirect controllers

On December 31, 2010, Bradesco's share capital totaled R\$ 28.5 billion, consisting of 3,762,450,000 shares, of which 1,881,225,000 were common shares and 1,881,225,000 preferred shares, book-entry with no par value.

The following chart shows our stock ownership structure:

Cidade de Deus Participações, a holding company, directly owns 48.39% of our voting capital and 24.20% of our total capital. Cidade de Deus Participações, in turn, is owned by the Aguiar Family, Fundação Bradesco and another holding company, Nova Cidade de Deus Participações S.A., referred to as "Nova Cidade de Deus". Nova Cidade de Deus is held by Fundação Bradesco and BBD Participações.

There have been no significant changes in the percentage holdings of any of the principal controllers in the last five years.

The following chart shows our common and preferred shares outstanding on December 31, 2010.

The shareholders mentioned in the table, except for members of the Executive Board or Board of Directors, hold five percent or more of our securities with voting rights.

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**8.1 – Description of the economic conglomerate**

Shareholders	Number of common shares	Percentage of common shares	Number of preferred shares	Percentage of preferred shares	Total number of shares	Percentage of all shares
			(Number of shares, except percentages)			
Cidade de Deus Participações	910,073,065	48.3868	452,963	0.0241	910,526,028	24.2029
Fundação Bradesco (1)	320,569,077	17.044	18,698,447	0.994	339,267,524	9.0181
NCF Participações	40,922,288	2.1757	27,625,976	1.4685	68,548,264	1.8221
Banco Espírito Santo S.A.	133,505,958	7.0982	66,265	0.0035	133,572,223	3.5505
<b>Members of the Board:</b>						
Lázaro de Mello Brandão	(*)	(*)	(*)	(*)	(*)	(*)
Antônio Bornia	(*)	(*)	(*)	(*)	(*)	(*)
Mário da Silveira Teixeira Júnior	(*)	(*)	(*)	(*)	(*)	(*)
João Aguiar Alvarez	(*)	(*)	(*)	(*)	(*)	(*)
Denise Aguiar Alvarez	(*)	(*)	(*)	(*)	(*)	(*)
Luiz Carlos Trabuço Cappi	(*)	(*)	(*)	(*)	(*)	(*)
Carlos Alberto Rodrigues Guilherme	(*)	(*)	(*)	(*)	(*)	(*)
Ricardo Espírito Santo S. Salgado	(*)	(*)	(*)	(*)	(*)	(*)
<b>Total Board of Directors</b>	<b>13,087,920</b>	<b>0.6959</b>	<b>17,665,190</b>	<b>0.9390</b>	<b>30,753,110</b>	<b>0.8175</b>
<b>Members of the Executive Board:</b>						
Laércio Albino Cezar	(*)	(*)	(*)	(*)	(*)	(*)
Arnaldo Alves Vieira	(*)	(*)	(*)	(*)	(*)	(*)
Sérgio Rocha	(*)	(*)	(*)	(*)	(*)	(*)
Julio de Siqueira Carvalho de Araujo	(*)	(*)	(*)	(*)	(*)	(*)
Norberto Pinto Barbedo	(*)	(*)	(*)	(*)	(*)	(*)