

BRASKEM SA
Form 6-K
March 18, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16
OR 15D-16 OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March, 2019
(Commission File No. 1-14862)

BRASKEM S.A.
(Exact Name as Specified in its Charter)

N/A
(Translation of registrant's name into English)

Rua Eteno, 1561, Polo Petroquimico de Camacari
Camacari, Bahia - CEP 42810-000 Brazil
(Address of principal executive offices)

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

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1). ☐

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7). ☐

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

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____.

BRASKEM S.A.

National Register of Legal Entities (C.N.P.J.) No. 42.150.391/0001-70

N.I.R.E. 29300006939

Publicly-Held Company

MANAGEMENT PROPOSAL

FOR THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF BRASKEM S.A.

TO BE HELD ON APRIL 16, 2019

Dear Shareholders,

The Management of Braskem S.A. ("Company" or "Braskem") submits this management proposal ("Proposal") related to the Annual and Extraordinary General Meeting of Braskem to be held on April 16, 2019 ("Meeting"), in accordance with the provisions of the Brazilian Securities Commission ("CVM") Ruling No. 481, of December 17, 2009, as amended ("CVM Ruling No. 481").

Considering the Company's interest, the Management presents the following information with regard to the matters included in the agenda for the aforementioned Meeting:

I. In Annual General Meeting:

1. *Review, discuss and vote on the Management Report and respective Manager Accounts and Financial Statements of the Company, containing Explanatory Notes for the fiscal year ended on December 31, 2018, accompanied by the Independent Auditors' Report and the Fiscal Council's Report*

As approved by the Company's Board of Directors in a meeting held on March 13th, 2019, pursuant to Article 26, item "V", of its Bylaws, the Management of the Company submits to your examination the Management Report, the Financial Statements of the Company, containing explanatory notes for the fiscal year ended on December 31, 2018, accompanied by the Independent Auditors' Report and the Company's Fiscal Council's Report, which were made

available to the investors on march 13th, 2019. The announcement set forth in the main section and paragraph 1 of article 133 of Law 6,404, of December 15, 1976, as amended ("Corporate Law"), shall be published in the Official Gazette of the State of Bahia and in the newspaper "Correio da Bahia", pursuant to article 124 of the Corporation Law.

Also pursuant to article 133 of the Corporation Law, article 9 of CVM Ruling No. 481, the documents provided by the Company's management for your analysis of the Management accounts are:

- (i) Management Report on the company's business and major administrative events of the fiscal year ended on December 31, 2018;
- (ii) Financial Statements and explanatory notes for the fiscal year ended on December 31, 2018;
- (iii) Form of Standardized Financial Statements - DFP;
- (iv) Independent Auditors' Report;
- (v) Fiscal Council's Report;
- (vi) Statement by the Officers that they have reviewed, discussed and agreed with the opinions expressed in the Independent Auditors' Report, informing the reasons, in case of disagreement;

- (vii) Statement by the Officers that they have reviewed, discussed and agreed with the Financial Statements;
- (viii) The comments by the Company's managers, pursuant to item 10 of its Reference Form (Exhibit I to this Proposal); and

2. Examine, discuss and vote on the Management Proposal for the allocation of the net profit of the fiscal year ended on December 31, 2018

The Management of the Company proposes that the shareholders resolve on the allocation of the net profit of the fiscal year ended on December 31, 2018, as per Exhibit II to this Proposal.

3. Resolve on the election of members of the Company's Fiscal Council

The Company's Management proposes to resolve on the election of up to five (05) effective members and their respective alternates to the Company's Fiscal Council, for a term of office of one (01) year effective up to the date of the next Annual General Meeting concerning the fiscal year to end on December 31, 2019, pursuant to articles 42 and 43 of the Company's Bylaws.

Exhibit III to this Proposal includes the list and information about the candidates recommended by the Company's controlling company and by Petróleo Brasileiro S.A. Petrobras ("Petrobras") pursuant to the provisions of article 10 of CVM Ruling No. 481.

4. Resolve on the annual and global compensation of the managers and members of the Fiscal Council related to the fiscal year ending on December 31, 2019.

The total amount proposed for the fiscal year of 2019 related to the overall compensation of the Managers in 2019 is 83,039,380.15 Reais (BRL Eighty-three billion, thirty-nine million, three hundred and eighty thousand reais and fifteen cents), including fixed and variable fees related to payroll charges recognized in the Company's results and applicable benefits. Moreover, the Management proposes for the fiscal year of 2019 the amount of 1,101,600.00 Reais (BRL One million, one hundred and one thousand, six hundred reais) concerning compensation to the Fiscal Council's members, in compliance with the provision of article 162,

paragraph 3, of the Corporation Law; therefore, totaling a global compensation to the Managers and the Fiscal Council in the amount of 84,140,980.15 Reais RL Eighty-four million, one hundred and forty thousand, nine hundred and eighty reais and fifteen cents)).

Pursuant to article 12 of CVM Ruling No. 481, this Proposal contains thorough information referring to the setting of compensation for Managers and the Fiscal Council, pursuant to its Exhibits IV and V.

The annual and global compensation amount proposed above is based on a composition estimate for Managers' fees pursuant to market reference, considering monthly fees (offset arising from inflation and merits), short-term (according to seniority and goals) and long-term (according to the Long-Term Incentive Plan - ILP approved for the year) variable fees and benefits.

II. In Extraordinary General Meeting:

5. *Resolve on the replacement of 3 effective members and 1 alternate member of the Company's Board of Directors, appointed by the controlling shareholder and Petrobras, for the remainder of the current term, which will end on the occasion of the Annual Shareholders' of the fiscal year ending on 12.31.2019*

The Management of the Company proposes that the shareholders resolve, on the replacement of 3 effective members and 1 alternate member of the Company's Board of Directors, appointed by the controlling shareholder and Petrobras, for the remainder of the current term, which will end on the occasion of the Annual Shareholders' of the fiscal year ending on 12.31.2019

Exhibit III to this Proposal includes the information about the candidate recommended, pursuant to article 10 of CVM Ruling No. 481.

Therefore, since this is not the election of a new board of directors but a majority vote election for replacement of 3 effective members of a council composed by 11 effective members, cumulative vote or separate election pursuant to art. 141, §4 or §5 of the Corporate Law are not applicable. Such understanding is also reflected in the Remote Voting Bulletin ("Bulletin"), which does not encompass the possibility of requesting cumulative vote or separate election for the Board of Directors.

The Management of the Company informs that Mr. João Cox Neto, effective member of the board of directors, will no longer be appointed by the controlling shareholder as an independent member, and from now on will be appointed by Petrobras as a non-independent member, remaining in his position at the board of directors, explained by the fact that Mr. João Cox was elected to the Board of Directors of Petrobras, a relevant supplier of products to the Company, which implies the loss of his independence. Mr. João Pinheiro Nogueira Batista is now appointed by the controlling shareholder to hold the position formerly occupied by Mr. João Cox Neto.

III. Shareholders' Representation

Shareholders may participate in the Meeting in person or by an attorney-in-fact duly appointed, or through bulletin, and the detailed guidelines regarding the necessary documentation are set forth in the Bulletin. We describe below additional information on the participation in the Meeting:

(a) In person or by Physical Proxy: with the objective of expediting the works of the Meeting, the Company's Management requests that the Shareholders file with the Company, 72 hours prior to the date scheduled for the Meeting, the following documents: (i) proof of ownership of the share issued by the financial institution depositary of the book-entry shares held thereby, proving ownership of the shares within 8 days from the Meeting; (ii) proxy, duly regularized under the law, in case of representation of the shareholder, with grantor's signature certified by a notary public, notarization, consularization or apostille annotation (as the case may be) and sworn translation, together with the articles of incorporation, bylaws or articles of association, minutes of the Board of Directors' election (if any) and minutes of the Executive Board election if the shareholder is a legal entity; and/or (iii) with regard to the shareholders taking part of the fungible custody of registered shares, a statement of the respective ownership interest, issued by the competent body. Shareholders or their legal representatives shall attend the Meeting in possession of the proper identification documents. However, it is worth stressing that, under paragraph 2 of article 5 of CVM Ruling 481, the shareholder that attends the Meeting with the required documents may participate and vote, even if he/she has not delivered them in advance, as requested by the Company. The Company shall not accept powers of attorney granted by shareholders through electronic means.

(b) Remote Voting Bulletin: the Company shall adopt the remote voting system under the terms of CVM Ruling 481, thus allowing its Shareholders to send their votes: (i) through its respective custody agents; (ii) through the registrar of the Company's shares (Itaú Corretora de Valores S.A.); or (iii) directly to the Company, as per the guidelines contained in the Bulletin and in item 12.2 of the Reference Form.

The Bulletin hereto presents the matters comprising the Meeting's agenda, described in items 1 to 5 of this Proposal. The shareholders who choose to cast their votes remotely at the Meeting shall fill out the Bulletin made available by the Company, stating if they wish to approve, reject or abstain from voting on the resolutions described in the Bulletin, in compliance with the procedures described above.

Finally, all the exhibits are detailed in this Proposal in accordance with the laws and regulations.

The Management

EXHIBIT I - Comments by the Company's managers, pursuant to item 10 of the Reference Form.	6
EXHIBIT II – Proposal of allocation of the net profit for the fiscal year ended in 2018, containing, at least, the information indicated in Exhibit 9.1.II of CVM Ruling No. 481.	48
EXHIBIT III - Indication of manager to hold the position of effective/alternate member of the Board of Directors and to hold the positions of effective and alternate members of the Fiscal Council of the Company, according to information provided in items 12.5 to 12.10 of the Reference Form, under article 10, item I, of CVM Ruling No. 481.	54
EXHIBIT IV – Proposal for compensation of the managers, under article 12, item I, of CVM Ruling No. 481.	65
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BRASKEM S.A.

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EXHIBIT I

MANAGEMENT PROPOSAL

FOR THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF BRASKEM S.A.

TO BE HELD ON APRIL 16, 2019

Comments by the Company's Managers, pursuant to item 10 of the Reference Form.

10. Officers comments

10.1 General financial and equity conditions

(a) Officers' comments on the general financial and equity conditions

The Officers understand that the Company presents financial and equity conditions that are compatible with its area of operation and are enough to implement its strategic goal of meeting the needs of its Clients in the value chain of the chemical, petrochemical and plastic industry in Brazil and in the world, maximizing the value for its shareholders.

In the fiscal year ended on December 31, 2018, the Company registered an EBITDA of USD 3,105 million (BRL 11,315 million), in comparison with USD 3,872 million (BRL 12,334 million) in the fiscal year ended on December 31, 2017, and USD 3,304 million (BRL 11,507 million) in the fiscal year ended on December 31, 2016. For further information, see item 10.2 (b) of this proposal.

The free cash flow generation of the Company¹ in the fiscal year ended on December 31, 2018 was BRL 7,068 million in comparison with BRL 2,460 million in the fiscal year ended on December 31, 2017, an increase of 187%, which presented a 9%-growth in relation to the fiscal year ended on December 31, 2016 (BRL 2,247 million). For further information, see item 10.2 (b) of this proposal.

On December 31, 2018, the Company's net indebtedness (USD 5,129 million/BRL 18,873 million) in Dollars was reduced by 15% in comparison to the indebtedness on December 31, 2017 (USD 6,031 million/BRL 19,951 million), which, in turn, was 2% lower than the net indebtedness in Dollars presented on December 31, 2016 (USD 6,139 million/BRL 20,007 million).

1 Free Cash Generation refers to the Net Cash Generated by the Operational Activities deducted (i) from the payment of the Leniency Agreement; (ii) from the financial investments on time deposit; and (iii) from the effects of the reclassifications between the lines of Financial Investments and Cash and Cash Equivalents; less the line of Cash Application on Investment Activities.

The Company's financial leverage, measured by the ratio net debt/EBITDA in Dollars, in the last three fiscal years, , was respectively of 2.06x, 1.91x and 1.95x, a 8%-increase compared to December 31, 2017, which presented a 2%-reduction compared to December 31, 2016. For further information, see item 10.1 (h) of this proposal.

Regarding the equity conditions of the Company, on December 31, 2018, the consolidated shareholders' equity attributable to the Company's shareholder's was of BRL 6,788 million, compared to BRL 6,518 million on December 31, 2017, and BRL 2,739 million on December 31, 2016. For further information, see item 10.1 (h) of this proposal.

The return on equity, expressed by the net earnings on the shareholders' equity, in the fiscal years ended on December 31, 2018, 2017 and 2016 were, respectively, of 42%, 63% and -15%.

The Company's liquidity indicators of the last three fiscal years are presented in the table below:

	Fiscal year ended on December 31,		
	2018	2017	2016
Net Liquidity (x) ⁽¹⁾	1.54	1.79	1.25
General Liquidity (x) ⁽²⁾	1.16	1.17	1.07
Leverage (x) ⁽³⁾	2.06	1.91	1.95

¹ General Liquidity = Current Assets / Current Liabilities – Does not consider Braskem Idesa

² General Liquidity = (Current Assets + Non-Current Assets) / (Current Liabilities + Non-Current Liabilities) - Does not consider Braskem Idesa

³Leverage = [(Gross Debt + Derivatives + Leniency Agreement) – Cash]/ EBITDA – Does not consider Braskem Idesa's (controlled company) net debt and EBITDA. Sums in USD - Does not consider Braskem Idesa's net debt, cash and EBITDA. The cash balance and investments exclude [USD 133 million] of financial investments used as collateral for Company's obligation related to the creation of a reserve account for the project finance of the controlled company Braskem Idesa and considers the financial investments in government bonds kept for trade referring to Treasury Bills ("LFTs") issued by the Brazilian federal government. These bonds' maturity exceeds three months, have immediate liquidity and have a short-term realization expectation.

(b) Officers' comments on the capital structure

The officers indicate, in the table below, the Company's capital structure evolution in relation to the last three fiscal years:

	Fiscal year ended on December 31,					
Capital Structure	12/31/2018		12/31/2017		12/31/2016	
	BRL million	%	BRL million	%	BRL million	%
Net equity	5,911	10%	5,690	11%	1,721	3%
Third-Party Equity	53,283	90%	47,651	89%	50,631	97%

The third-party equity is mainly formed as follows:

Third-Party Equity	12/31/2018		12/31/2017		12/31/2016	
	BRL	%	BRL	%	BRL	%
	million		million		million	
Financing	25,193		26,675	50	23,331	4
Stock Market	21,999	41	20,150	42	14,029	2
National Government Officials	330	1	716	2	3,245	6
Foreign Public Officials	1,957	4	742	2	380	1
Structured Operations	499	1	735	2	2,389	5
Working Capital	407	1	1,332	3	3,288	6
Transactions with derivatives	232	0	7	0	890	2
Project Finance Braskem Idesa	10,505	20	9,691	20	10,438	2
Leniency Agreement	1,443	3	1,629	3	2,853	6
Suppliers	8,615	16	5,525	12	6,747	1
Loan from non-controlling shareholder at Braskem Idesa	2,184	4	1,757	4	1,621	3
Others	5,112	10	5,367	11	4,751	9
Total	53,283	100	47,651	100	50,631	100

2 Ignoring (non-controlling shareholder) Idesa S.A.P.I's equity interest in the controlled company Companhia Idesa S.A.P.I..

The Company seeks to diversify its financing sources by using funds from the stock market, government officials, through working capital and other structured operations. The Company's financial strategy remains focused on raising funds on the stock market, keeping back credit lines available for working capital operations.

(c) Officers' comments on the ability to pay financial commitments undertaken

The Company's officers believe that the levels of financial leverage and liquidity are proper for the Company to fulfill its present and future obligations and to capture commercial opportunities as they appear, although the Company's officers cannot guarantee that this situation will remain the same.

The Company assumed commitments (raising funds from third parties³) in the fiscal year ended on December 31, 2018, in the total amount of BRL 4,302 million, compared to BRL 8,492 million raised in the fiscal year ended on December 31, 2017, and BRL 4,108 million raised in the fiscal year ended on December 31, 2016. The strategy of undertaking commitments has the purpose of stretching the debt profile. Considering the funds from third parties taken by the controlled company Braskem Idesa, the total amount of funds raised is of BRL 4,302 million in the fiscal year ended on December 31, 2018, BRL 8,680 million in the fiscal year ended on December 31, 2017, and BRL 4,612 million in the fiscal year ended on December 31, 2016.

In all three fiscal years, the Company tried to keep its level of liquidity elevated, reflecting its payment ability via operational cash flow generation and the maintenance of stand-by line, thus ensuring the coverage of its obligations in 48 months on December 31, 2018.

The Company's ability to pay, however, may be affected by several risk factors.

In short, it is possible to say that the Company's main cash needs comprise: (i) working capital needs; (ii) payment of the debt service; (iii) capital investments related to investments in operations, modernization and strategic investments; and (iv) payment of dividends referring to the shares. In order to meet these cash needs, the Company has been traditionally relying on the cash flow derived from its operating activities, with short and long-term loans and issuing bonds in the national and international stock markets.

³ This indicator does not consider the controlled company Braskem Idesa's debt, in the amount of USD 2.7 billion, because it is a project finance

and therefore must be exclusively repaid with the project's cash generation.

On December 31, 2018, the Company maintained its investment grade ratings given by Standard & Poor's and Fitch Ratings and presented a credit risk that exceeded the sovereign risk by the three major risk credit rating agencies (S&P, Fitch and Moody's).

In the fiscal year ended on December 31, 2018, Moodys and S&P changed the Company's perspective of risk from negative to stable. In addition, the Company's credit risk by S&P is 3 notches above Brazil's sovereign risk for the first time.

Agency/Year	2018	2017	2016
Fitch Ratings	BBB- Stable	BBB- Stable	BBB- Stable
Standard & Poor's	BBB- Stable	BBB- Negative	BBB- Negative
Moody's	BBB- Stable	Ba1 Negative	Ba1 Negative

(d) Sources of financing for working capital and capital expenditures used

The Company used as sources of funds for financing of working capital and capital expenditures, in addition to the commitments (raising funds from third parties⁴) mentioned in the previous item, the generation itself of operational cash, which was BRL 9,250 million in the fiscal year ended on December 31, 2018, in comparison with BRL 2,462 million in the fiscal year ended on December 31, 2017 and BRL 4,458 million in the fiscal year ended on December 31, 2016.

§ *Loans and financing for the working capital:* in the last three fiscal year, the Company raised funds with export credit operations, in the types ACCs (Advances on Exchange Contracts) and PPEs (Export Pre-Payment), and true sale/assignment of receivable operations.

§ *Financing of current investment and other strategic projects:* in the lastp;\$46,312 \$88,478

SMART Technologies Inc.

Reconciliation of GAAP and Non-GAAP Results

(thousands of U.S. dollars)

For the three months ended June 30, 2009 and 2010

	June 30, 2009	June 30, 2010
Adjusted EBITDA		
Net income	\$ 54,883	\$ 4,989
Income tax expense	8,788	9,147
Depreciation in cost of sales	940	1,854
Depreciation and amortization	2,319	8,611
Interest expense	14,887	13,488
Acquisition costs		951
Other loss (income), net	166	(162)
Foreign exchange (gain) loss	(36,042)	21,004
Change in deferred revenue ⁽¹⁾	4,655	5,746
Adjusted EBITDA	\$ 50,596	\$ 65,629

- (1) Change in deferred revenue is calculated as the difference between deferred revenue and deferred revenue recognized. In accordance with our revenue recognition policy deferred revenue represents the portion of our sales that we do not recognize in the period. Deferred revenue recognized represents the portion of our revenue deferred in a prior period that we recognized in the current period. We deferred revenue of \$9,816 and \$12,728 in the three months ended June 30, 2009 and June 30, 2010, respectively.

For the three months ended June 30, 2009 and 2010

	June 30, 2009	June 30, 2010
Adjusted Net Income		
Net income	\$ 54,883	\$ 4,989
Adjustments to net income		
Foreign exchange (gain) loss	(36,042)	21,004
Change in deferred revenue	4,655	5,746
Amortization of intangible assets		1,836
	(31,387)	28,586
Tax impact on adjustments ⁽¹⁾	2,467	4,490
Adjustments to net income, net of tax	(33,854)	24,096
Adjusted Net Income	\$ 21,029	\$ 29,085
Adjusted Net Income Per Share		
Basic and diluted earnings per share	\$ 0.32	\$ 0.03
Adjustments to net income, net of tax, per share	(0.20)	0.15
Adjusted Net Income per share	\$ 0.12	\$ 0.18

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- (1) Reflects the tax impact on the adjustments to net income. The foreign exchange (gain) loss is primarily the result of the conversion of our U.S. dollar-denominated debt. When the unrealized foreign exchange amount on U.S. dollar-denominated debt is in a net gain position relative to the Canadian dollar equivalent when the debt was incurred at an average rate of 1.05, the gain is tax-effected at current rates. When the unrealized foreign exchange amount on the U.S. dollar-denominated debt is in a net loss position, a valuation allowance is taken against it and the amount is not tax-effected.

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