

BANK BRADESCO
Form 6-K
February 11, 2016

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

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 February, 2016
Commission File Number 1-15250**

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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Message of the Board of Directors' Chairman and of the Chief Executive Officer

Cidade de Deus, Osasco, SP, February 3, 2016.

Dear shareholders,

Once more we are pleased to invite you to participate in the Special and Annual Shareholders' Meetings to be cumulatively held on March 10, 2016, at 4 p.m., in our headquarters, in Núcleo Cidade de Deus, Prédio Vermelho, Salão Nobre do 5o andar, Vila Yara, Osasco, São Paulo.

Not by chance, also again, this important event will be held on the same date Bradesco will complete 73-year existence.

The choice of this date, besides being so meaningful for the Bradesco Organization, consolidates our pioneering spirit in the Annual Shareholders' Meeting Calendar in the national market, which demanded increased engagement to study all the changes recently observed in the legislation in force, examining and tailoring a large volume of information that we are making available, with trust, in this Manual, in which you will find the necessary guidelines for the evaluation of the matters and in the decision-making process in the mentioned Shareholders' Meetings.

We believe that these next 36 days that separate us from the date of our Shareholders' Meetings are sufficient for an adequate evaluation of the matters that will be submitted to you.

Certain to continue relying on the trust that you have in us and, especially, in the Bradesco Organization, we remain at your disposal for any clarifications you deem necessary.

Sincerely,

Lázaro de Mello Brandão

Chairman of the Board of
Directors

Luiz Carlos Trabuco Cappi
Chief Executive Officer and
Vice Chairman of the Board of Directors

Information on the Shareholders' Meetings

According to Article 132 of Law No. 6,404/76, Corporations should hold their Annual Shareholders' Meeting in 4 (four) months following the end of the fiscal year, in order to deal with the following matters:

- I. to analyze the management accounts, examine, discuss and vote on the financial statements;
- II. to resolve on the allocation of the net income for the year and the distribution of dividends; and
- III. to elect the management and the fiscal council's members.

Other matters that are interesting to the Company, when provided by law, bylaws or listed in the Call Notice, will be discussed and resolved at the Special Shareholders' Meeting.

According to the Sole Paragraph of Article 131 of Law No. 6,404/76, the Special and Annual Shareholders' Meetings may be cumulatively called and held at the same place, date and time, as well as drawn up in single minutes.

Using that power, we are convening cumulative Shareholders' Meetings general to be held on March 10, 2016, at 4:00 p.m., whose Call Notice, contained in this Manual, lists, segregated and expressly, on the agenda, all matters to be discussed in the respective Shareholders' Meetings, and no other matter pending approval by the shareholders' meeting shall be included.

The documents mentioned in Article 133 of Law No. 6,404/76, related to the fiscal year ended on December 31, 2015, were made available to national and foreign investors (BM&FBOVESPA, CVM, SEC, NYSE and LATIBEX) on January 28, 2016 and can also be visualized on BM&FBOVESPA (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br) websites, as well as in Bradesco's website (www.bradesco.com.br/ri). On February 5, 2016, they shall be published in the newspapers "Diário Oficial do Estado de São Paulo" and "Valor Econômico".

These documents are:

- I. Management Report on the business and main administrative facts of the fiscal year ended;
- II. Financial Statements;
- III. Independent Auditors' Report;
- IV. Fiscal Council's Opinion; and
- V. Summary of the Audit Committee's Report.

All the other documents referring to the Shareholders' Meetings are part of this Manual and are at the disposal of the shareholders at the Shares and Custody Department of Bradesco, in Núcleo Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, São Paulo, which may also be viewed on Bradesco, BM&FBOVESPA and CVM websites.

Quorum

Pursuant to Article 125 of Law No. 6,404/76, save the exceptions provided for by law, the Shareholders' Meeting will be installed, on first call, with the attendance of shareholders representing at least $\frac{1}{4}$ (one quarter) of the voting capital stock and, on second call, it shall be installed with any number of shareholders.

The Special Shareholders' Meeting resolving on the amendment to the Bylaws, pursuant to Article 135 of Law No. 6,404/76, will be instated on first call with the attendance of shareholders representing at least

2/3 (two thirds) of the voting capital stock, and it may be installed with any number of shareholders on second call.

Resolutions Quorum

According to Article 129 of Law No. 6,404/76, the resolutions shall be taken by the absolute majority of votes, not computing the blank votes.

Exercise of Voting Right

Common Shareholders

Pursuant the Brazilian legislation and Bradesco's Bylaws, common shareholders shall be entitled to vote on all matters listed in the Agenda.

Preferred shareholders and non-controlling common shareholder

In relation to the election of members to compose the Board of Directors and the Fiscal Council, Law No.6,404/76 -items 3 and 4 of the Annual Shareholders' Meeting Agenda - establishes the possibility of preferred shareholders and non-controlling common shareholders elect their candidates, as follows:

- Board of Directors (item 3 of the Annual Shareholders' Meeting Agenda)

Pursuant to the provisions of Article 141 of Law No. 6,404/76, will be entitled to elect and dismiss a Board of Director's member, in a separate voting process, except the controlling shareholder, the majority of holders:

I. of common shares that represent, at least, 15% (fifteen percent) of the total of common shares;

- II. of preferred shares that represent, at least, 10% (ten percent) of the capital stock; and
- III. verifying that neither the holders of common nor the holders of preferred shares comprise the quantity required in the items above, they will be entitled to combine their shares to elect jointly a member for the Board of Directors, taking into consideration the quorum of 10% (ten percent) of the capital stock.

Only shareholders that prove the uninterrupted ownership of shares required during the period of at least 3 (three) months immediately preceding the Shareholders' Meeting will be entitled to elect or dismiss Board of Director's members by means of separate voting process.

In case the adoption of the multiple voting system that meets the legal requirements and regulations (*caput* and Paragraph 1 of Article 141 of Law No. 6,404/1976, and CVM Instruction No. 165/1991) is required, the number of members may be increased by resolution of the shareholders during the Annual Shareholders' Meeting itself, opportunity in which other Board of Directors' members may be elected by minority shareholders, in separate voting process, provided that they met the requirements set out in Paragraphs 4 to 6 of Article 141 of Law No. 6,404/1976.

- Fiscal Council (item 4 of the Annual Shareholders' Meeting Agenda)

In the establishment of the Fiscal Council the following standards will be observed:

- a) the holders of preferred shares will be entitled to elect, in a separate voting process, 1 (one) member and his/her respective alternate; non-controlling common shareholders will have the

same right, since there is in the market at least 10% (ten percent) or more of common shares issued by the Company;

b) except for the provisions in the previous item, other common shareholders may elect the effective and alternate members that, in any case, shall be equal to the number of the elected members in accordance with subparagraph "a) plus one.

Holders of American Depositary Receipts (ADRs)

Will be given to holders of American Depositary Receipts (ADRs) the right to vote on matters listed in the Agenda, subject to the same criteria reserved for domestic investors, according to the types of shares (common or preferred) their ADRs represent.

Multiple Voting Process

Pursuant to CVM Instructions No. 165, of December 11, 1991, and No.282 of June 26, 1998, to request the adoption of the multiple voting process in order to elect the members of the Board of Directors, the requesting shareholders shall represent the minimum of 5% (five percent) of the Company's voting capital.

As provided for in Paragraph One of Article 141 of Law No. 6,404/76, this right shall be exercised by shareholders within 48 (forty-eight) hours before the Shareholders' Meeting, being the Presiding Board chairing the Meeting responsible for informing the shareholders in advance, in view of the "Attendance Book", the number of votes necessary to elect each member of the Board of Directors.

The multiple voting process shall occur by assigning to each share as many votes as the members of the Board of Directors to be elected. The shareholder may accumulate votes in one candidate or distribute them among several candidates. In this process, candidates will be nominated and elected individually, with their names registered before the Board of the Meeting.

Participation in the Shareholders' Meetings

Attendance

The Company's shareholders may take part in the Shareholders' Meetings by attending the meetings at the place they are held and by casting their vote, according to the class of shares held by them (common and/or preferred) and the matters to be voted on.

Pursuant to the provisions in Article 126 of Law No. 6,404/76, shareholders must attend the Shareholders' Meetings providing, in addition to their identification document, a certificate of ownership of the Company's shares, issued by the depositary and/or custodian financial institution. The management recommends that referred certificate of ownership be sent within 2 (two) business days before the date of mentioned Shareholders' Meetings.

Legal entities shareholders, such as Companies and Investment Funds, must be represented in accordance with their Bylaws, Articles of Incorporation or Charters, delivering the documents that evidence the good standing of the representation, having with them the Minutes of the election of Management, as the case may be, at the place and time indicated in item below.

Before the Meetings are installed, shareholders will sign the Attendance Book.

Shareholders without voting rights may attend the Shareholders' Meeting and discuss the matters submitted for resolution, in addition to the ones contained in items 3 and 4 of the Annual Shareholders' Meeting.

Attorneys-in-fact

Shareholders may also be represented by an attorney-in-fact appointed not more than one year, provided that he/she is a shareholder, manager of Banco Bradesco S.A., lawyer or financial institution, being incumbent upon the investment fund manager to represent its condominium members, pursuant to Paragraph One, of Article 126, of Law No. 6,404/76, and the power of attorney shall mandatorily bear a notarized signature of the grantor at the Notary. We also observe that the legal entities shareholders may be represented as their bylaws/articles of incorporation.

In order to help shareholders, the [Power of Attorney Samples](#) contained in this Manual may be used, in which case the attorney-in-fact shall vote in strict compliance with the instructions contained in the respective powers of attorney.

Optionally, the shareholders may also grant powers of attorney with different texts from those suggested herein, provided that they comply with the provisions of Law No. 6,404/76 and the Brazilian Civil Code.

When the shareholder is represented by an attorney-in-fact, the good standing of the power of attorney will be verified before the beginning of the Shareholders' Meetings.

In order to speed up the process and facilitate the works in the Meetings, the certificate of ownership of the shares and the power of attorney may, at the shareholders' discretion, be sent to the Company's headquarters, preferably, within 2 (two) business days before the date of the Shareholders' Meetings, at Banco Bradesco S.A. - Secretaria Geral - Área Societária - Núcleo Cidade de Deus - 4^o andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. Copy of the documentation may also be sent by email to governancacorp@bradesco.com.br.

Before being forwarded to the Company, the powers of attorney drawn up in foreign language must be translated into Portuguese and their translation must be registered at the Registry of Deeds and Documents.

Call Notice

Bradesco Bradesco S.A.

Corporate Taxpayer's ID No. 60.746.948/0001-12

Corporate Registry ID No. 35.300.027.795

Publicly-Held Company

Special and Annual Shareholders' Meetings

Call Notice

We invite the shareholders of this Company to meet at the cumulative Special and Annual Shareholders' Meetings, on March 10, 2016, at 4 p.m., at the Company's headquarters, Núcleo Cidade de Deus, Vila Yara, Osasco, São Paulo, at Salão Nobre do 5º andar, Prédio Vermelho, to:

I. Special Shareholders' Meeting

1) ratify the decision made on this date, by the Board of Directors, to cancel the capital stock increase by means of private subscription of shares approved in the Special Shareholders' Meeting held on December 17, 2015, at the amount of R\$3,000,000,000.00, by the issuance of 164,769,488 new book-entry, registered shares, with no par value, of which 82,571,414 are common shares at the unit price of R\$19.20 and 82,198,074 are preferred shares at the unit price of R\$17.21. The decision derived from the volatility of the national and international stock markets, with impacts on the share price in the Stock Exchange;

2) resolve on the Board of Directors' proposals to increase the capital stock in R\$8,000,000,000.00, increasing it from R\$43,100,000,000.00 to R\$51,100,000,000.00, with bonus stock, by means of capitalization of part of the balance of the "ProfitReserves – StatutoryReserve" according to the provisions of Article 169 of Law No. 6,404/76, by issuing 504,872,885 new book-entry, registered shares, with no par value, of which 252,436,456 are common shares and 252,436,429 are preferred shares, to be attributed free of charge to shareholders at the ratio of 1 new share to each 10 shares of the same type

they hold on the record-date; and

3) resolve on the Board of Directors' proposal to amend the "capital" of Article 6 of the Bylaws in order to reflect the capital stock mentioned in the previous proposal.

II. Annual Shareholders' Meeting

1) acknowledge the management accounts and examine, discuss and vote on the Financial Statements related to the fiscal year ended on December 31, 2015;

2) resolve on the Board of Directors' proposal for the allocation of the net income of the fiscal year 2015 and ratify the early distribution of interest on shareholders' equity and dividends paid and to be paid;

3) establish the number of members of the Board of Directors and elect its members, according to the provisions of Articles 141 and 147 of Law No. 6,404, of December 15, 1976, and of CVM Instruction No. 367, of May 29, 2002, being necessary, pursuant to the provisions of CVM Instructions No. 165, of December 11, 1991, and No. 282, of June 26, 1998, at least 5% (five percent) of the voting capital so that the shareholders may request the adoption of multiple voting process;

4) elect the Fiscal Council's members, observing the provisions of Article 161 and 162 of Law No. 6,404, of December 15, 1976;

5) resolve on the compensation and the amount to support the Management's Pension Plan; and

6) resolve on the monthly compensation of the Fiscal Council's effective members.

Participation in the Meetings: pursuant to Article 126 of Law No. 6,404, of December 15, 1976, and later amendments, in order to attend and resolve on the Shareholders' Meetings, shareholder must observe that:

- in addition to the identification document, he/she must also provide a certificate of ownership of the shares issued by the Company, issued by the custodian financial institution. For the holder of book-entry shares held in custody at Bradesco, the presentation of said certificate is waived;
- in the event of impossibility to attend the Shareholders' Meetings, the shareholder may also be represented by an attorney-in-fact appointed not more than one year, provided that he/she is a shareholder, manager of the Company, lawyer or financial institution, being incumbent upon the investment fund manager to represent its condominium members, observing that legal entities shareholders might also be represented according to their bylaws/articles of incorporation;
- before being forwarded to the Company, the powers of attorney drawn up in foreign language must be translated into Portuguese and their translation must be registered at the Registry of Deeds and Documents;
- in order to speed up the process and facilitate the works in the Shareholders' Meetings, the certificate of ownership of the shares, the power of attorney and possible voting declaration may, at the shareholder's discretion, be sent to the Company's headquarters, preferably within 2 (two) business days before the date of the Shareholders' Meetings, at Banco Bradesco S.A. - Secretaria Geral - Área Societária - Núcleo Cidade de Deus - 4º andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. Copy of the documentation may also be sent by email to governancacorp@bradesco.com.br.

Documents made available to shareholders: all legal documents and further information necessary for analysis and exercise of voting right are available to shareholders in Bradesco's Shares and Custody Department, Núcleo Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, São Paulo, and on the websites www.bradesco.com.br -Corporate Governance -Shareholders, BM&FBovespa (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br).

Eventual clarifications may be obtained on the Investor Relations website - www.bradesco.com.br/ir - Corporate Governance, in the Bradesco's Branches Network or via e-mail governancacorp@bradesco.com.br.

Cidade de Deus, Osasco, SP, February 3, 2016.

Lázaro de Mello Brandão
Chairman of the Board of Directors

Special Shareholders' Meeting

Ratification of the decision to cancel the capital stock increase approved in the Special

Shareholders' Meeting held on December 17, 2015 and proposals to increase the capital

stock by means of capitalization of free existing reserves through bonus stock to shareholders, with consequent statutory amendment

Dear shareholders,

The Board of Directors of Banco Bradesco S.A. hereby submits, for your examination and resolution:

1) the ratification of the decision made on this date, in a meeting of this Body, to cancel the capital stock increase by means of private subscription of shares approved in the Special Shareholders' Meeting held on December 17, 2015, at the amount of R\$3,000,000,000.00, by the issuance of

164,769,488 new book-entry, registered shares, with no par value, of which 82,571,414 are common shares at the unit price of R\$19.20 and 82,198,074 are preferred shares at the unit price of R\$17.21. The decision derived from the volatility of the national and international stock markets, with impacts on the share price in the Stock Exchange;

2) proposals to increase the capital stock in R\$8,000,000,000.00, increasing it from R\$43,100,000,000.00 to R\$51,100,000,000.00, with bonus stock, by means of capitalization of part of the balance of the "Profit Reserves - Statutory Reserve" according to the provisions of Article 169 of Law No. 6,404/76, by issuing 504,872,885 new book-entry, registered shares, with no par value, of which 252,436,456 are common shares and 252,436,429 are preferred shares, to be attributed free of charge to shareholders at the ratio of 1 new share to each 10 shares of the same type they hold on the record-date, observing that:

I. **Purposes:** adjust the limit of the balance of the profits reserves of the Company to the provisions of Article 199 of Law No. 6,404/76 and to Article 28 of the Bylaws. In addition, a greater number of outstanding shares can lead to an increase in business and make it possible to adjust the price, making the unit price more attractive and accessible to a larger number of investors.

II. **Record Date of Entitlement to the Bonus Stock:** it will be informed to the market after the respective process is approved by the Central Bank of Brazil.

III. **Trading:** current shares shall continue to be traded entitled to bonus and the new shares will be available for trading after the approval of the respective process by the Central Bank of Brazil and inclusion in the shareholders' position, to be notified to the market.

IV. **Bonus Shares Entitlement** they will be entitled to dividends and/or interest on shareholders' equity to be declared as of the date of their inclusion in the shareholders' position. They are also fully entitled to eventual advantages attributed to other shares as of the aforementioned date.

V. **Monthly Interest on Shareholders' Equity:** will be kept in R\$0.017249826 per common share and R\$0.018974809 per preferred share (gross), with payment by the net amount of R\$0.014662352 per common share and R\$0.016128588 per preferred share, already net of withholding income tax of 15% (fifteen per cent). They will continue to be paid according to the System for Payment of Monthly Dividends/Interest on Shareholders' Equity. The withholding

income tax does not apply to legal entities that are exempt from such taxation. In this way, the total amount paid monthly will change due to the larger number of shares issued.

VI. Fractions of Shares: the bonus stock will occur in whole numbers. The remaining shares resulting from fractions of shares will be separated, grouped into whole numbers and sold in an auction to be held at BM&FBOVESPA S.A. -Bolsa de Valores, Mercadorias e Futuros (BM&FBOVESPA) - Securities, Commodities and Futures Exchange. After the necessary approval by the Central Bank of Brazil, and before the sale, Bradesco shall establish a period not inferior to 30 days, during which the shareholders may transfer the fractions of shares, according to Paragraph Three of Article 169 of Law No. 6,404/76. After the sale of shares, the respective amounts will be made available to shareholders entitled thereto. Further details shall be informed to shareholders in due course.

VII. Cost of Bonus Shares: the cost attributed to bonus stock is R\$15.845572693 per share, regardless of the type, pursuant to the provisions in Article 10 of Law No. 9,249, of December 26, 1995, and in Paragraph One of Article 47 of the Normative Ruling of the Brazilian Internal Revenue Service No. 1,022, of April 5, 2010.

VIII. Additional Procedures -Payment of Fractions of Shares: the amounts arising from fractions of shares will be made available to shareholders, as follows:

a) to shareholders whose shares are deposited at the Company and that keep their register and banking data updated, by means of credit in the current accounts in a Financial Institution they indicate. Those who do not have the data updated must present themselves at a Bradesco Branch on their preference bearing their Individual Taxpayer's ID, Identification Document and proof of residence (utility bill) for record updating and receiving the respective amounts to which they are entitled; and

b) to shareholders whose shares are deposited at the BM&FBOVESPA S.A., by means of Institutions and/or Brokerage Houses which keep their shareholding position in custody.

3) proposal to amend the "capital" of Article 6 of the Bylaws in order to reflect the capital stock change mentioned in the previous proposal, which will have the following wording, after the process is approved by the Central Bank of Brazil: "Article 6) The capital stock is R\$51,100,000,000.00 (fifty one billion and one hundred million reais), divided into 5,553,601,732 (five billion, five hundred fifty- three million, six hundred one thousand, seven

hundred thirty-two), book-entry, registered shares, with no par value, of which 2,776,801,011 (two billion, seven hundred seventy-six million, eight hundred one thousand, eleven) are common shares and 2,776,800,721 (two billion, seven hundred seventy-six million, eight hundred thousand, seven hundred twenty-one) are preferred shares.”

.....
Further details may be obtained as follows:

[Attachment regarding the capital stock increase cancellation](#)

[Attachment regarding the capital stock increase](#), according to Attachment 14 required by Article 14 of CVM Instruction No. 481, of December 17, 2009.

Annual Shareholders' Meeting

Proposal for the net income allocation of the fiscal year 2015 and ratification of the early distribution of interest on shareholders' equity and dividends paid and to be paid

Dear shareholders,

Taking into account that Banco Bradesco S.A. obtained during the year ended on December 31, 2015 the net income of R\$17,189,634,385.47, the Board of Directors hereby submits, for examination and resolution, proposal to:

- a) allocate it as follows: R\$859,481,719.27 to the "Profit Reserves – Legal Reserve" account; R\$10,295,188,976.73 to the "Profit Reserves – Statutory Reserve" account; and R\$6,034,963,689.47 for the payment of interest on shareholders' equity and dividends, of which R\$1,980,763,689.47 have already been paid and R\$4,054,200,000.00 will be paid on March 1, 2016;

- b) ratify the early distribution of interest on shareholders' equity and dividends paid and to be paid, mentioned above, taking into account that a new distribution of interest on shareholders' equity/dividends related to the year 2015 will not be proposed to the Shareholders' Meeting.

.....

Further details may be obtained in the [Attachment on the net income allocation of the year](#), according to the terms of Attachment 9-1-II of CVM Instruction No. 481, of December 17, 2009.

Annual Shareholders' Meeting

Proposal to elect the Board of Directors' members

Dear shareholders,

The controlling shareholders of Banco Bradesco S.A., represented pursuant to their Bylaws, hereby submit, for examination and resolution, observing the provisions of the “caput” of Article 146 of the Company’s Bylaws, proposal so that the Company’s Board of Directors is comprised of, in the current fiscal year, 8 (eight) members, also proposing the reelection of its current members, Messrs: **Lázaro de Mello Brandão**, Brazilian, married, bank employee, Identity Card 1.110.377-2/SSP-SP, Individual Taxpayer’s ID 004.637.528/72; **Luiz Carlos Trabuco Cappi**, Brazilian, widower, bank employee, Identity Card 5.284.352-X/SSP-SP, Individual Taxpayer’s ID 250.319.028/68; **Ms. Denise Aguiar Alvarez**, Brazilian, amicably separated, educator, Identity Card 5.700.904-1/SSP-SP, Individual Taxpayer’s ID 032.376.698/65; Messrs. **João Aguiar Alvarez**, Brazilian, married, agricultural engineer, Identity Card 6.239.718-7/SSP-SP, Individual Taxpayer’s ID 029.533.938/11; **Carlos Alberto Rodrigues Guilherme**, Brazilian, married, bank employee, Identity Card 6.448.545-6/SSP-SP, Individual Taxpayer’s ID 021.698.868/34; **Milton Matsumoto**, Brazilian, married, bank employee, Identity Card 29.516.917-5/SSP-SP, Individual Taxpayer’s ID 081.225.550/04; **José Alcides Munhoz**, Brazilian, married, bank employee, Identity Card 50.172.182-4/SSP-SP, Individual Taxpayer’s ID 064.350.330/72, and **Aurélio Conrado Boni**, Brazilian, married, bank employee, Identity Card 4.661.428-X/SSP-SP, Individual Taxpayer’s ID 191.617.008/00, all of them domiciled in Núcleo Cidade de Deus, Vila Yara, Osasco, São Paulo, CEP 06029-900.

They clarify that their candidates filed, at Bradesco’s headquarters, a statement, under the legal penalties, that they are in compliance with previous eligibility conditions, as set forth in Articles 146 and 147 of Law No. 6,404/76 and in Resolutions No. 3,198/2004 and No.4,122/2012, of the National Monetary Council. Should they be elected, they will have their names submitted to the approval of the Brazilian Central Bank, after which they shall take possession of their posts for 1 (one) year term of office, extending up to the investiture of new Board members to be elected in the Annual Shareholders’ Meeting to be held in 2017.

For further details, check the [Résumés of the candidates appointed by the controlling shareholders to compose the Board of Directors](#), according to Items 12.5 to 12.10 of Attachment 24 of CVM Instruction No. 480, of December 7, 2009, pursuant to Attachment A of CVM Instruction No. 552, of October 9, 2014.

Annual Shareholders' Meeting

Proposal to elect members to compose the Fiscal Council

Dear shareholders,

The Article 2 of the Fiscal Council's Charter and Article 20 of the Company's Bylaws establish that the Fiscal Council shall be composed of 3 (three) to 5 (five) effective members and equal number of alternate members, shareholders or not.

Considering the provisions of letter "a" of Paragraph Four, Article 161 of Law No.6,404/76, which give the shareholders voting rights (except the minority shareholders, to whom applies the letter "b" of Paragraph Four of mentioned Article) the possibility to elect the majority of the members of mentioned Body and their respective alternate members, acting as controlling shareholders, we hereby submit to you proposal for the election of the Fiscal Council's members, all with 1 year term of office, until the Annual Shareholders' Meeting to be held in 2017 , indicating to compose it:

a) as effective members, Messrs. **Domingos Aparecido Maia**, Brazilian, married, accountant, Identity Card 7.220.493-X/SSP-SP, Individual Taxpayer's ID 714.810.018/68, domiciled on Avenida Epitácio Pessoa, 2.300, apartamento 803, Bloco 2, Ipanema, Rio de Janeiro, RJ, CEP 22411-072; **José Maria Soares Nunes**, Brazilian, common-law marriage, accountant, Identity Card 10.729.603-2/SSP-SP, Individual Taxpayer's ID 001.666.878/20; domiciled on Avenida Marcos Penteado de Ulhôa Rodrigues, 4.000, apartamento 72B, Tamboré, Santana de Parnaíba, SP, CEP 06543-001; and **Ariovaldo Pereira**, Brazilian, married, accountant, Identity Card 5.878.122-5/SSP-SP, Individual Taxpayer's ID 437.244.508/34, domiciled on Avenida Escola Politécnica, 942, Bloco C2, ap. 172, Rio Pequeno, São Paulo, SP, CEP 05350-000.

b) as alternates of the members above mentioned, respectively, Messrs. **Nilson Pinhal**, Brazilian, married, business administrator, Identity Card 4.566.669/SSP-SP, Individual Taxpayer's ID 221.317.958/15, domiciled on Avenida Doutor Martin Luther King, 1.999, apartamento 52, Edifício Lorys, Jardim Umarama, Osasco, SP, CEP 06030-016; **Renaud Roberto Teixeira**, Brazilian, married, entrepreneur, Identity Card 3.022.895/SSP-SP, Individual Taxpayer's ID 057.180.078/53, domiciled on Rua Edson, 291, ap. 61, Condomínio Edifício Place Saint Remy, Campo Belo, São Paulo, SP, CEP 04618-031; and **Jorge Tadeu Pinto**

Figueiredo, Brazilian, married, lawyer, Identity Card 5.546.755-6/SSP-SP, Individual Taxpayer's ID 399.738.328/68, domiciled on Alameda Sibipiruna, 121, Edifício Catharina, ap. 171, Condomínio Condessa de São Francisco, Jardim Lorian, Adalgisa, Osasco, SP, CEP 06030-302.

We clarify that our candidates filed at the Company's headquarters a statement, under legal penalties, declaring that they are not prevented from performing the management of a commercial company due to criminal conviction and that they fulfill the conditions set forth in Article 162 of Law No. 6,404/76. When they are elected, they will take office after their names are approved by the Central Bank of Brazil

For further details, check the [Résumés of the candidates appointed by the controlling shareholders to compose the Fiscal Council](#), according to Items 12.5 to 12.10 of Attachment 24 of CVM Instruction No. 480, of December 7, 2009, pursuant to Attachment A of CVM Instruction No. 552, of October 9, 2014.

Annual Shareholders' Meeting

Appointment of candidates to compose the Fiscal Council formalized by preferred shareholder

Dear shareholders,

Mr. Roberto Kaminitz, **holder of preferred shares issued by the Company**, presented to Bradesco the names and qualifications of his candidates to compose the Fiscal Council, as follows:

Effective Member: Luiz Carlos de Freitas, Brazilian, married, accountant, Identity Card 7.580.603/SSP- SP, Individual Taxpayer's ID 659.575.638-20, domiciled on Avenida Miguel Frias e Vasconcelos, 1.200, ap. 25N, Jaguaré, São Paulo, SP, CEP 05345-000; **Alternate Member: João Batistela Biazon**, Brazilian, married, entrepreneur, Identity Card 549.241/SSP-PR, Individual Taxpayer's ID 003.505.919/20, domiciled on Alameda dos Anapurus, 511, apartamento 21, Moema, São Paulo, SP, CEP 04087-000.

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For further details, check the [Résumés of the candidates appointed by preferred shareholders to compose the Fiscal Council](#), according to Items 12.5 to 12.10 of Attachment 24 of CVM Instruction No.480, of December 7, 2009, pursuant to Attachment A of CVM Instruction No. 552, of October 9, 2014.

We suggest the shareholder holding preferred shares that eventually already has the intention of constituting attorney-in-fact to represent him/her in the Annual Shareholders' Meeting, use the [power of attorney sample](#), in order to exercise his/her voting right.

Annual Shareholders' Meeting

**Appointment of candidates to compose the Fiscal Council formalized by
non-controlling**

common shareholder

Dear shareholders,

Mr. Henrique Borenstein, **holder of common shares issued by the Company**, presented to Bradesco the names and qualifications of his candidates to compose the Fiscal Council, as follows:

Effective Member: João Carlos de Oliveira, Brazilian, married, business consultant, Identity Card 50.785.140-7/SSP-SP, Individual Taxpayer's ID 171.602.609/10, domiciled on Avenida Doutor Martin Luther King, 980, ap. 71, Edifício Town Home, Jardim Umarama, Osasco, SP, CEP 06030-003; **Alternate Member: Oswaldo de Moura Silveira**, Brazilian, married, investor, Identity Card 2.849.591/SSP-SP, Individual Taxpayer's ID 039.735.148/87, domiciled on Rua Dr. Manoel de Paiva Ramos, 138, apartament 82 F, Vila São Francisco, São Paulo, SP, CEP 05351-015.

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For further details, check the [Résumés of the candidates appointed by the non-controlling common shareholder](#), according to Items 12.5 to 12.10 of Attachment 24 of CVM Instruction No. 480, of December 7, 2009, pursuant to Attachment A of CVM Instruction No. 552, of October 9, 2014.

We suggest that the non-controlling common shareholder who eventually already has the intention of constituting attorney-in-fact to represent him/her in the Annual Shareholders' Meeting use the [power of attorney sample](#), in order to exercise his/her voting right.

Annual Shareholders' Meeting

Proposal for the Management compensation and social security amount

Dear shareholders,

The Company's Board of Directors of this Company hereby submits for your examination and resolution proposal for the compensation (fixed and variable), at the overall annual amount of up to R\$320,000,000.00 and annual amount of up to R\$180,000,000.00 to support the management's social security, for the year 2016.

It highlights that:

- 1) the sum of the amounts now proposed remain unchanged in relation to the amount approved at the Annual Shareholders' Meeting of the previous year (2015) and is consistent with the experience and knowledge of the Managers on the Bank's business, especially because the majority of them has made a career in the Bradesco Organization itself; and

- 2) it will be incumbent on the Remuneration Committee to continue assessing corporate performance, the fulfillment of the objectives and the sustainability of the business, for the purpose of checking whether the results justify the distribution of the remuneration funds up to the limit proposed .

According to letter "n" of Article 9 of the Bylaws, the Board of Directors will decide the distribution of the annual overall amount of the remuneration and social security allowance to its own members and to the members of the Board of Executive Officers.

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For further details, check the [Attachment Information on the Management Compensation](#), according to the provisions of Item 13 of Attachment 24 of CVM Instruction No. 480, of December 7, 2009.

Annual Shareholders' Meeting

Proposal for the monthly compensation of the Fiscal Council's effective members

Dear shareholders,

The Board of Directors of this Company hereby submits for you examination and resolution proposal for the monthly compensation, at the amount of R\$18,000.00 to each effective member of the Fiscal Council, for the year 2016, clarifying that: a) the proposed amount meets the provisions of Paragraph Three of Article 162 of Law No. 6,404, of December 15, 1976, which establishes that the compensation for the Fiscal Council's will be determined by the Shareholders' Meeting in which they are elected and they cannot be lower, for each member in office, to 10% (ten percent) of the monthly compensation that, on average, is attributed to each Officer as fixed compensation, without the payment, according to current legislation, of benefits, expense account and participation in the Company's profit sharing, or any other denomination; and b) the Alternate Members are remunerated only when they replace the Effective Members, in the cases of vacancy, absence or temporary impediments.

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For further details, check the [Attachment Information on the Management Compensation](#), according to the provisions of Item 13 of Attachment 24 of CVM Instruction No. 480, of December 7, 2009.

Complementary Information

Dear Shareholders,

Following are listed the main information relating to the capital stock increase proposed last December, as well as the reasons why we are proposing its cancellation.

The decision to increase the capital stock

In the Special Shareholders' Meeting held on December 17, 2015, the shareholders resolved to increase the capital stock at the amount of R\$3,000,000,000.00, increasing it from R\$46,100,000,000.00, by the issuance of 164,769,488 new book-entry, registered shares, with no par value, of which 82,571,414 are common shares and 82,198,074 are preferred shares, at the price of R\$19.20 per common share and R\$17.21 per preferred share.

The purpose of the capital stock increase

To strengthen the capitalization of the Bank front to its investments and growing evolution of its activities, creating flexibility for strategic positioning vis-à-vis the market opportunities; and to continue and strengthen investments in the expansion and modernization of our facilities, as well as in information technology, while maintaining the structure of the Bank in adequate levels to an efficient service and process optimization.

Subscription

Private subscription by shareholders in the period from January 4, 2016 to February 5, 2016, in the proportion of 3.275740457% over the shareholder position held on December 17, 2015 (date of the Shareholders' Meeting that resolved on the increase).

Cancellation of the capital stock increase

The Bank has made several actions for the execution of the capital stock increase previously proposed, such as publication of the Material Fact and Notice to the Market in the main newspapers of the Country, dispatch of correspondence to shareholders and disclosure of the operation to Bradesco's branch network, important channel of dissemination with the target public of the operation, the decision of its cancellation was primarily due to:

- the volatility of the national and international stock markets, with impacts with impacts on the share price in the Stock Exchange; and
- the need to protect the interests of minority shareholders, which could be damaged either by the dilution of their shareholdings participation due to non-subscription in the aforementioned capital stock increase or by the possibility to subscribe to shares issued by the Company by a value that is higher than the share price at BM&FBOVESPA.

Subscribed Shares

The shareholders who have exercised their preemptive right in the subscription will not be harmed at all, since the respective reports will be cancelled and the payment of the amount corresponding to 100% of subscribed shares would occur only on March 1, 2016, which will not occur due to the mentioned cancellation.

Complementary Information

Attachment 14 required by Article 14 of CVM Instruction No. 481, of December 17, 2009, regarding the capital stock increase

1. Inform the amount of the increase and the new capital stock

Increase of R\$8,000,000,000.00, raising the capital stock from R\$43,100,000,000.00 to R\$51,100,000,000.00.

2. Inform whether the capital stock increase will be made by means of: (a) conversion of debentures into shares; (b) exercise of subscription rights or subscription warrants; (c) capitalization of profits or reserves; or (d) subscription of new shares

Increase by means of capitalization of part of the balance of the "ProfitReserves – Statutory Reserve"account, pursuant to the provisions of Article 169 of Law No. 6,404/76, with 10% bonus stock.

3. Explain, in detail, the reasons for the increase and its legal and economic consequences

Adjust the limit of the balance of the profits reserves of the Company to the provisions of Article 199 of Law No. 6,404/76 and to Article 28 of the Bylaws. In addition, a greater number of outstanding shares can lead to an increase in business and make it possible to adjust the price, making the unit price more attractive and accessible to a larger number of investors. The operation **will produce legal effects** solely by virtue of the assignment of ownership of 1 new share to each 10 shares of the same type previously held, getting preserved the ownership of all shareholders, without distinction, **and economic effects** arising from the increment of 10% in the total amount of interest on shareholders' equity paid monthly, benefiting proportionally all shareholders. Will be held the monthly amount of interest on shareholders' equity per share, by changing the total amount due to the greater number of shares issued.

4. Provide a copy of the Fiscal Council Opinion, if applicable

Full transcription of the Fiscal Council Opinion registered in Special Meeting of mentioned Body, held on February 3, 2016, "**Fiscal Council Opinion - Banco Bradesco S.A.** -The undersigned, members of the Fiscal Council of Banco Bradesco S.A., according to the provisions in Item III of Article 163 of Law No. 6,404/76, proceeding with the examination of the Board of Directors' Proposal to increase the capital stock by means of capitalization of reserves with 10% bonus stock and the consequent amendment to the "caption of Article 6 of the Bylaws, registered in the Special Meeting, of said Body, held on this date, opine for the approval by the Company's shareholders in the Special Shareholders' Meeting to be held on March 10, 2016, at 4 p.m.". Cidade de Deus, Osasco, SP, February 3, 2016. signed) José Maria Soares Nunes, João Carlos de Oliveira, Domingos Aparecido Maia, Nelson Lopes de Oliveira and Luiz Carlos de Freitas.

5. In the event of capital increase by means of subscription of shares

The capital stock increase will not be performed by subscription of shares, but through capitalization of profit reserves.

Complementary Information

6. In the event there is a capital stock increase by means of capitalization of profits or reserves

a. Inform whether the face value of shares will be changed, if applicable, or whether new shares will be distributed among shareholders

The Company's shares, pursuant to statutory provision, have no par value, including the ones derived from the capital stock increase proposed. The 504,872,885 new shares to be issued are attributed free of charge to shareholders, as bonus stock, in the proportion of 1 new share to each 10 shares held of the same type the shareholders hold on the record-date.

b. Inform whether the capitalization of profits or reserves will take place with or without change to the number of shares in the companies with shares with no par value

The capitalization proposed herein will increase the number of shares issued by the Company as follows:

Number of Shares	Current	Proposed
Common Shares	2,524,364,555	2,776,801,011
Preferred Shares	2,524,364,292	2,776,800,721
Total	5,048,728,847	5,553,601,732

c. In the event of distribution of new shares

i. Inform the number of issued shares of each type and class

Number of Shares Issued by Type

Common Shares	252,436,456
Preferred Share	252,436,429
Total	504,872,885

ii. Inform the percentage in shares to be received by shareholders

All shareholders will receive, as bonus stock, 10% of his/her stockholding position.

iii. Describe the rights, benefits and restrictions attributed to the shares to be issued

Type	Rights	Benefits	Restrictions
Common Shares	<ul style="list-style-type: none"> • voting right; • in the case of a public offering resulting from a possible sale of the Company's control, the common shares not part of the controlling block will be entitled to receiving 100% (one hundred percent) of the price paid per common share held by the controlling shareholders. 	<ul style="list-style-type: none"> • entitled to dividends and/or interest on shareholders' equity that might be declared as of the date of their inclusion in the shareholders' position. Entitled to receive, fully, any benefits attributed to the other shares as of the aforementioned date. 	<ul style="list-style-type: none"> • conversion of common shares into preferred shares is not allowed;

Type	Rights	Benefits	Restrictions
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